

**ARTICLES OF ASSOCIATION OF THE FOUNDATION OF  
JOHN PAUL II INSTITUTE FOR INFERTILITY TREATMENT**

**I. GENERAL PROVISIONS**

**§ 1**

The name of the Foundation shall be:

**JOHN PAUL II INSTITUTE FOR INFERTILITY TREATMENT**

and it shall hereinafter be referred to as “the Foundation.” The Foundation can for the purposes of international cooperation use translations of its name in foreign languages.

1. The Foundation was established by Wojciech Barczentewicz and Maciej Barczentewicz by means of a notarial act drawn up by the notary public Małgorzata Sierocka in the notary public’s office in Lublin, 13/3 Frederic Chopin Street on April 26, 2008 (Rep. A Nr: 1378/2008).
2. The Foundation shall conduct its activities in accordance with the provisions of the Act dated April 6, 1984 On Foundations (Journal of Laws of 2001, No 46, item 203 as later amended), other regulations of the Polish law and the present Articles of Association.

**§ 2**

The Foundation is a legal entity.

**§ 3**

The seat of the Foundation shall be in Lublin. The Foundation operates also outside of its seat by creating branch offices and outposts in Poland, and abroad by creating representative offices.

**§ 4**

1. The Archbishop of Lublin appoints a spiritual guardian of the Foundation.

## § 5

1. The activity of the Foundation shall be conducted in the Republic of Poland.
2. Within the area of realizing the aims of the Foundation enumerated in the Articles of Association, the Foundation may conduct its activity also outside the Republic of Poland.

## § 6

The Foundation is a non-profit non-governmental organization – it does not conduct economic activity and does not aim at a financial profit.

### **OBJECTIVES AND RULES OF THE ACTIVITY OF THE FOUNDATION**

The objectives of the Foundation are:

- 1) activity within the area of protecting health and life, and especially within the area of protecting health of the family: mothers, fathers and children.
- 2) supporting the development of science and medical knowledge within the area of gynecology and obstetrics, and especially of treatment of marital infertility, in respecting the dignity and subjectivity of the human person, in accordance with the teaching of the Catholic Church.
- 3) initiating, promoting and supporting training and educational activity among medical doctors, nurses and midwives, and among students of medicine within the area of gynecology, obstetrics and treatment of infertility.
- 4) initiating, promoting and supporting training and educational activity among members of the Catholic Church: priests, seminarians, ministry of families and lay persons interested in the area of the Foundation's activity.
- 5) popularizing and disseminating knowledge about health, and especially knowledge about transmitting life, infertility prevention, prevention of sexually transmitted diseases and cancer prevention in the Polish society.
- 6) supporting a healthy approach to life and the world, and activating Polish society within the area of promoting pro-health activities.
- 7) building social ties through activity for the cause of equal access to modern medical services, enabling modern and ethical treatment of indigent persons, supporting treatment and prevention among individual persons and families.
- 8) international exchange and education.
- 9) activity for the cause of European integration and developing contacts and international cooperation.
- 10) promoting and organizing volunteer work.

## § 7

The Foundation realizes its objectives among others through:

- 1) organizing health protection institutions,
- 2) organizing scientific and research institutes,
- 3) realizing treatment and prevention programs in the area of gynecology, obstetrics and treatment of infertility and oncological prevention for women,
- 4) forming funds for health, life and maternity protection,
- 5) organizing and co-organizing educational, scientific, media and promotional activity serving the development and promotion of science and medical practice.
- 6) conducting publishing activity and distribution of published materials in Poland and abroad,
- 7) building and maintaining websites,
- 8) cooperation with scientific and health institutions, organizations and agencies from Poland and abroad in the area of the realization of the Foundation's objectives and with natural persons interested in the objectives of the Foundation, and with electronic media, press, radio and television.

## **§ 8**

The Foundation can support the activity of other legal entities or natural persons whose activity corresponds with the statutory activity of the Foundation.

## **§ 9**

In realizing its statutory objectives, the Foundation cooperates with units of local self-government, institutions of higher learning, organizations of entrepreneurs and other social partners.

## **II. VALUE OF ASSETS OF THE FOUNDATION**

### **§ 10**

The assets of the Foundation comprise of the Initial Fund of 5000 PLN (five thousands polish zloties), stated in the notarial act of the establishment of the Foundation and other assets purchased by the Foundation in the course of its activity.

### **§ 11**

The Foundation's income may come especially from:

- 1) assets provided by the Founder, irrespective of the amount named in § 11,
- 2) gifts, inheritance and bequests provided by legal entities and natural persons,
- 3) proceeds from chattel, real estate and other financial rights,
- 4) endowments, subsidies and grants,
- 5) proceeds from money-raising and public events,
- 6) copyright.

## **§ 12**

1. The income from endowments, subsidies, gifts, inheritance and bequests may be used for the realization of all of the aims of the Foundation, unless the donor decides differently.
2. In case of appointing the Foundation to inheritance, the Management Board of the Foundation issues a statement on the acceptance of the inheritance in its entirety – only when at the moment of issuing the statement it is clear that the active state of the inheritance is worth considerably more than the inheritance debt.

## **§ 14**

The Foundation is responsible in its commitments with all of its assets.

### **III. GOVERNING BODIES AND ORGANIZATION OF THE FOUNDATION**

## **§ 15**

1. The governing bodies of the Foundation shall be:
  - 1) the Management Board of the Foundation,
  - 2) the Supervisory Board of the Foundation.
  - 3) the Program Board
  - 4) Members of the Management Board of the Foundation, the Supervisory Board and of the Program Board of the Foundation work for public good and do not receive payment for their participation in the governing bodies.

## **§ 16**

1. The Management Board shall consist of at least one person.
2. The first members of the Management Board shall be appointed by the Founders, and the successive members of the Management Board shall be appointed by the Supervisory Board of the Foundation.
3. It is stated in the establishment act which of the appointed members of the Management Board shall be the President of the Board.
4. Members of the Management Board shall be appointed for five-year terms of office.
5. The mandates of the members of the Management Board shall expire on the date of:
  - 1) the end of the term of office,
  - 2) resignation,
  - 3) death,
  - 4) removal.
6. The whole Management Board of the Foundation or its particular members can be removed by the Supervisory Board before the expiration of the term of office by way of a unanimous resolution by all members of the Supervisory Board in the case of:
  - 1) valid breaking of the law or of the provisions of the Articles of Association,
  - 2) sickness, disability or lack of power – which result in a continuing inability to exercise the function,
  - 3) inadequate exercise of the function of the member of the Management Board,

7. In the case of hiring on the basis of employment contract, the salary of the members of the Management Board are regulated by the Rules of salaries and bonus salaries payment of the members of the Management Board approved by the Supervisory Board of the Foundation.

#### **§ 17**

1. The Management Board shall manage the Foundation's affairs and represent it towards third parties.
2. The Management Board shall be responsible for decisions in all matters not falling within the exclusive competence of the Supervisory Board of the Foundation. The Management Board especially
  - 1) adopts long-term and annual programs and plans for the Foundation's activity, including financial plans,
  - 2) administers the Foundation's assets,
  - 3) determines the number of those employed, the rules of salaries payment and the amount of assets appropriated for salaries and bonus salaries for the employees of the Foundation who conduct functions connected with realizing the statutory activity of the Foundation,
  - 4) accepts endowments, subsidies, gifts, inheritance and bequests,
  - 5) makes decisions concerning amendments of the Articles of Association, merging with another foundation, and the liquidation of the Foundation.
3. The Management Board makes its decisions during Board meetings in the form of resolutions which shall be passed by a majority vote of the entire Management Board, unless the provisions of the Articles of Association state differently.
4. All members of the Management Board have to be informed about the Board meeting.

#### **§ 18**

1. Statements of will and signing of contracts can be exercised by:
  - 1) President of the Management Board – individually,
  - 2) Member of the Management Board together with the President of the Management Board or two members of the Management Board together.
2. Statements to the Foundation and serving documents can be exercised to a member of the Management Board.

#### **§ 19**

1. The Supervisory Board of the Foundation is an opinion-giving and advising body in the matters concerning the Foundation, turned over for consideration by the Management Board of the Foundation or undertaken of its own initiative. The opinions of the Supervisory Board are to ensure proper realization of the objectives of the Foundation.
2. The Supervisory Board of the Foundation shall consist of three to five persons.
3. The first members of the Supervisory Board of the Foundation shall be appointed by the Founder. The successive members of the Supervisory Board, to take place of those who cease to exercise this function, or to extend the number of the Supervisory Board members, shall be appointed by a resolution of the Supervisory Board.

4. In the establishment act it is stated who of the appointed members of the Supervisory Board shall exercise the function of Chairman, Deputy Chairman and Secretary of the Supervisory Board of the Foundation.
5. Membership in the Supervisory Board of the Foundation expires in the case of:
  - 1) resignation,
  - 2) death,
  - 3) removal of a member of the Supervisory Board – through a unanimous resolution by other members of the Supervisory Board.

## **§ 20**

1. The meetings of the Supervisory Board of the Foundation shall take place at least once a year.
2. The meetings of the Supervisory Board are called by its Chairman of his own initiative or on the basis of a written proposal of the Management Board or at least two members of the Supervisory Board of the Foundation, via certified letters or emails to the addresses named by the members of the Supervisory Board, sent at least 14 days before the day of the Board meeting. The information on the meeting has to include the order of the meeting and indicate the projects of resolutions to be voted on.
3. Resolutions can be taken without formally calling the meeting if all members of the Supervisory Board of the Foundation are present and none of the members present refuses to carry out the meeting or add particular issues to the order of the meeting.
4. The resolutions of the Supervisory Board of the Foundation shall be passed by a majority vote of the members of the Supervisory Board present at the meeting. In case of a tie, the vote of the Chairman is decisive. In matters not within the order of the meeting taking a resolution is possible only when all members of the Supervisory Board are present and none of them objects to it.

## **§ 21**

1. The Supervisory Board of the Foundation:
  - 1) appoints and removes members of the Management Board,
  - 2) makes decisions on employment of the Management Board members and on their salaries,
  - 3) evaluates the activity of the Management Board, accepts annual reports and gives acceptance to the members of the Management Board,
  - 4) approves financial reports,
  - 5) gives opinions regarding matters presented by the Management Board.
  - 6) approves resolutions of the Management Board to merge with another foundation and to liquidate the foundation,
  - 7) gives opinion on the Management Board's resolution to amend the Articles of Association.
2. In order to exercise its tasks, the Supervisory Board has the right to request any documents from the Management Board regarding the activity of the Foundation.

## **§ 22**

Functions of the member of the Management Board and the member of the Supervisory Board cannot be combined.

#### **IV. AMENDMENTS OF THE FOUNDATION'S ARTICLES OF ASSOCIATION**

##### **§ 23**

1. The Articles of Association can be amended especially regarding the objectives for the realization of which the Foundation was established and which are stated in the establishment act.
2. Amendments to the Foundation's Articles of Association are adopted by the Management Board with previous consent of the Foundation's Supervisory Board.
3. A resolution on the amendment of the objectives, for the realization of which the Foundation was established, requires a  $\frac{3}{4}$  majority.

#### **V. MERGING WITH ANOTHER FOUNDATION, LIQUIDATION OF THE FOUNDATION**

##### **§ 24**

1. The Foundation can merge with another foundation in order to effectively achieve its objectives.
2. The decision on merger is made by the Management Board through a unanimous resolution which requires consent of the Supervisory Board of the Foundation.

##### **§ 25**

1. The Foundation is liquidated in the event that the objectives for which the Foundation was established have been met or in the event that the financial resources and assets needed for the realization of the objectives of the Foundation are exhausted.
2. Decision on liquidation can be made when in the situation of having exhausted financial assets, further activity of the Foundation would lead to its insolvency.
3. The Management Board makes the decision on the liquidation by way of a unanimous resolution which requires consent of the Supervisory Board of the Foundation.
4. The Management Board shall immediately inform the Minister supervising the Foundation on the liquidation.
5. If, upon the liquidation of the Foundation there remain financial assets, these assets shall be placed – by way of a resolution of the Supervisory Board – at the disposal of other foundations having similar objectives and operating within the Republic of Poland.

##### **§ 26**

These Articles of Association come into effect on the day of registration of the Foundation by the Regional Court in Lublin, 11<sup>th</sup> Economic Department of the National Court Register.