

Candela Foundation Statute

Chapter I: General Provisions

§1

1. The Foundation operating under the name “Candela Foundation,” hereafter referred to as “the Foundation,” was established by Michał Karpiński, Mihai Suster, Piotr Węgrzyn, and Adam Widmowski, hereafter referred to as “the Founders”, by means of a notarial deed dated February 2, 2021, Register A no. 1690/2021, drawn up by notary Jakub Kulczycki, and operates on the basis of the provisions of the Act of April 6, 1984 on Foundations (consolidated text: Journal of Laws of 2016, item 40, as amended) and on the basis of the provisions of this Statute.
2. The Foundation has a legal personality.
3. The appropriate Court of Registration of the Foundation is the District Court of the City of Warsaw in Warsaw.
4. The Statute enters into force on the day of the Foundation’s registration into the National Court Register.
5. The Statute was approved on February 2, 2021.

§2

1. The Foundation’s seat is the capital city of Warsaw.
2. The Foundation's area of operation is the territory of the Republic of Poland; however, for the purposes of proper execution of the Foundation’s social and economic objectives, the Foundation may also conduct business outside of the territory of the Republic of Poland.
3. The Foundation may establish branches and other organizational entities.
4. The Foundation may, for the purposes of cooperation with international entities, use a translation of its name in foreign languages.
5. The Foundation may use a distinctive graphic device.
6. The Foundation may establish certificates, titles, badges, medals, and honorary titles and award them along with other rewards and recognitions to persons and institutions of merit who contribute to the execution of the Foundation’s objectives.
7. The Foundation uses a seal consisting of the Foundation's name and its address.

§3

The Foundation was established for an indefinite period.

§4

The Founders indicate the minister in charge of economic development, labour, and technology, hereafter referred to as “the Minister,” as the appropriate minister in charge, based on the Foundation's objectives.

§5

The Foundation follows the European Foundation Centre’s (EFC) Principles of Good Practice.

Chapter II: Objectives and Forms of Operation of the Foundation

§6

The Foundation's objective is to develop the fields of optics, photonics, and other associated scientific fields in Poland, and is understood as acting to benefit:

- a. the development of students, young researchers, and young entrepreneurs;
- b. the development of scientific research and research projects;
- c. the development of research and development, as well as other developmental activities, in particular, to support the transfer of scientific achievements to economic practice;
- d. the development of technology, inventiveness, innovation, entrepreneurship, and the recognition and implementation of new technical solutions in economic practice;
- e. the development of student and doctoral organizations;
- f. the promotion of achievements of Polish science and technology in the country and abroad;
- g. the integration of foreigners (international students and researchers, and administrative and technical workers) conducting or supporting research activities in Poland;
- h. the provision of equal rights and prevention of discrimination based on gender, age, nationality, cultural affiliation, religion, sexual orientation, and disability in Polish research centers;
- i. the development of local and international communities, and scientific and professional societies;
- j. the advancement of European integration in science, research and development, and other developmental activities;
- k. the development of study programs and doctoral schools led by Polish universities and research centers;
- l. the support of scientists who are also parents;
- m. the initiation of cooperation between scientific and industrial centers;
- n. the application of solutions in optics and photonics for the betterment of society;
- o. the identification of administrative barriers and efforts to remove these constraints to the development of optics and photonics.

§7

1. The Foundation realizes the objectives enumerated in §6 by:
 - a. granting repayable or non-repayable funding or subsidies;
 - b. awarding prizes, scholarships, and grants;
 - c. participating in ventures in line with the Foundation's statutory objectives;
 - d. conducting publishing activities, including selling books, publishing scientific journals and other publications in line with the Foundation's statutory objectives;
 - e. organizing and financing conferences, symposia, seminars, summer schools, training courses, educational programs, and other events;
 - f. initiating debates on the direction of scientific development;
 - g. conducting training, educational, expert, and consulting activities;
 - h. conducting activities aiming to popularize science;
 - i. conducting activities to help match the profiles of tertiary education programs to labor market needs;
 - j. organizing promotional campaigns, executing marketing plans, image building, and creating strategies for specialized communication;
 - k. offering logistical and administrative support to international students, young researchers, and administrative and technical workers engaged in scientific activities in Poland;
 - l. promoting good organizational practice;
 - m. supporting initiatives of particular importance to society;
 - n. supporting and promoting proactive behavior among the local community;

- o. maintaining and building international cooperation with organizations whose goals align with those of the Foundation;
 - p. entering into cooperation with scientific and research and development centers;
 - q. conducting scientific research or developmental work;
 - r. providing expert support regarding the preparation and evaluation of tertiary education programs in the fields of optics, photonics, and related sciences;
 - s. providing mentoring support;
 - t. providing support in the process of receiving funding for research projects, as well as assistance in organizing research facilities and attracting partners from both academic centers and the private sector;
 - u. performing technological audits.
2. Detailed terms and conditions of the execution of the above-mentioned objectives may be outlined further by Resolutions approved by the Foundation Board.

§8

To execute its statutory objectives, the Foundation may:

- a. support activities aligned with the Foundation's objectives conducted by other legal or natural persons;
- b. award to certain individuals the title of Foundation Partner, whereby the rules of cooperation between the Foundation and its Partners shall be set forth in separate contracts and agreements;
- c. enter into agreements or contracts to cooperate with other foundations or organizations, in Poland or abroad, whose experience may contribute to the realization of the Foundation's statutory objectives.

Chapter III: Assets and Income of the Foundation

§9

1. The assets of the Foundation include: the founding capital in the amount of 8200 (say: eight thousand two hundred) zloty, as well as funds and property acquired during the statutory activities listed in §10 section 1.
2. A part of the founding capital is allocated for the realization of the Foundation's statutory activities described in §6 and 7 of the Statute, in the amount of 4200 (say: four thousand two hundred) zloty. The remaining part of the founding capital is allocated for the realization of the Foundation's business activities described in §30 of the Statute, in the amount of 4000 (say: four thousand) zloty.
3. The realization of the Foundation's objectives is financed from the founding capital and the income amassed by the Foundation in accordance with the rules of this Statute.
4. The Foundation has unlimited liability for its obligations.

§10

1. Any financial means or property needed for the realization of the Foundation's objectives and financing the costs of its activities come from:
 - a. Proceeds from financial operations;
 - b. Subsidies, gifts, inheritances, provisions, grants, donations, and other kinds of financial contributions made to the Foundation by domestic and international legal and natural persons;
 - c. proceeds from fundraising events organized by the Foundation;
 - d. crowdfunding efforts;
 - e. income from the Foundation's business activities;

- f. income from the Foundation's assets; proceeds from sponsorship, barter, and marketing contracts;
 - g. bank interest;
 - h. income from civil profits, real and personal property, and property rights.
2. When the contributors of the funds listed in §10 sections 1 b, c, d have stipulated a particular goal of the donation in line with the Foundation's objectives, the Foundation Board is obligated to take such a request into account. In any other case, the donated funds will be allocated to any of the Foundation's statutory objectives.
3. In matters of accepting donations and inheritance, the statements required by law are made by the Foundation Board. In case of the Foundation being appointed to inheritance, the Foundation Board will submit a statement of acceptance of the inheritance under benefit of inventory only when, at the moment of submission of this statement, it is evident the estate assets are considerably higher than any potential inherited debt.
4. The Foundation Board may set aside funds within the Foundation's assets for the realization of specific Foundation objectives.

§11

1. The entirety of the income earned by the Foundation, including income earned through conducting business activity, may be allocated only for statutory and administrative activities related to the Foundation's operation.

§12

1. The Foundation's financial management is conducted according to applicable regulations.
2. The fiscal year is the calendar year.
3. The first fiscal year ends on December 31, 2021.
4. The Foundation Board prepares and publishes the yearly financial statement and annual report.

§13

1. The Foundation may not grant loans or use the Foundation's
2. financial assets to pledge as collateral for liabilities for members of Foundation Bodies or Foundation employees and other persons with whom members of Bodies or Foundation employees remain in bonds of marriage, cohabitation, consanguinity, whether lineal or collateral, and affinity, whether direct or secondary, or if they are related by adoption, guardianship, or custody, hereafter referred to as "close relatives."
3. The Foundation may not transfer its assets to the benefit of members of Foundation Bodies or other employees and their close relatives in a manner different than transfers to third parties, in particular when the transfer occurs free of charge or on preferential terms.
4. The Foundation may not transfer its assets to the benefit of members of Foundation Bodies or other employees and their close relatives in a manner different than transfers to third parties, unless this transfer occurs directly from the Foundation's statutory objectives.
5. The Foundation may not purchase goods or services from entities in which members of Foundation Bodies, Foundation employees, or their close relatives participate in a manner different than purchases from third parties or at greater than market prices.

Chapter IV: Foundation Bodies

§14

1. The Foundation Bodies are:
 - I. Founding Committee – the advisory body, hereafter referred to as "the Committee;"

- II. Foundation Council – the body supervising the Foundation’s activities, hereafter referred to as “the Council;”
 - III. Foundation Board – the Foundation’s governing body, hereafter referred to as “the Board.”
2. It is prohibited to simultaneously serve as a member of the Council and a member of the Board. Furthermore, members of the Council may not remain with members of the Board in bonds of matrimony, cohabitation, consanguinity, affinity, or subordination.
 3. Members of Foundation Bodies may not be persons convicted for an intentional indictable offense or tax offense.
 4. Members of the Council exercise their duties in an honorary capacity.
 5. Members of the Board may receive remuneration for performing their duties on conditions and in the amount determined by the Foundation Council.
 6. Members of Foundation Bodies may be reimbursed for any costs incurred when performing their duties, including lodging, travel, and allowance costs.
 7. Members of the first Board, the first Council, and the Chairman of the Council are to be unanimously appointed by the Founding Committee.

IV.1 Founding Committee

§15

1. The Founding Committee consists of the Founders.
2. Membership in the Committee ceases upon a Founder’s death.
3. The Committee’s powers include:
 - a. appointing the first Chairman of the Council, first Council, and first Board;
 - b. appointing, together with the retiring Council, the new Council members according to the provisions described in §16 sections 6 and 7
4. Committee sessions are called by the Founder or the Chairman of the Council.
5. Committee sessions are called according to the provisions describing Council sessions described in §19 sections 2 to 6.
6. Joint resolutions of the Committee and Council are according to the provisions of Council resolutions with consideration of the votes of Committee members.
7. The Founders have the right to attend Council sessions, as well as the right to inspect records, account books, reports, and any other documents pertinent to the Foundation's operation.

IV.2 Foundation Council

§16

1. The Council is composed of 5 to 7 persons involved in optics, photonics, or related sciences. One of those members serves as Chairman of the Council.
2. The Council is appointed for four years, and the Chairman of the Council is chosen during the first Council session, subject to provision §15 section 3a.
3. The Chairman of the Council represents and manages the activities of the Council.
4. Membership in the Council ceases upon:
 - a. submitting a resignation to the Chairman of the Council or President of the Board;
 - b. losing civil rights as a result of conviction by a final court judgment for an intentional offense;
 - c. the Council member's death;
 - d. dismissal by the Council;
 - e. expiration of the Council’s term.
5. In the event of the termination of the Chairman of the Council’s membership, the new Chairman of the Council is elected during the next Council session.
6. In the event of the dismissal of a Foundation Council member or the expiration of his or her mandate, which would result in the number of Foundation Council decreasing below the minimum number of members stipulated in §16 section 1, the composition of the Foundation Council should

be supplemented via a joint resolution of the Council and the Committee.

7. Three months before the expiration of the Council's term of office, the retiring Council, together with the Committee, jointly appoints the members of the succeeding Council. The new Council should consist of no less than two members of the retiring Council.
8. In the event of the retiring Council and the Committee failing to adhere to the deadline set forth in §16 section 6, the new Council members are appointed by the Chairman of the retiring Council and the Committee.
9. Sessions of the Council and Committee or the Chairman of the Council and the Committee for the execution of the provisions set forth in §16 sections 6 and 7 are called according to provisions regarding Council sessions set forth in §19 sections 2 to 6.
10. Detailed rules for the operation of the Council may be regulated by the Council's internal regulations approved by the Council itself.

§17

1. The Council's powers include:
 - a. appointing and dismissing the Board;
 - b. proposing and approving draft amendments to the Foundation Statute;
 - c. receiving yearly financial statements and annual reports of the Foundation's operations;
 - d. establishing the rules and amounts of remuneration for Board members;
 - e. evaluating the annual operating plan of the Foundation as prepared by the Board.
2. When performing its duties described in §17 section 1, the Council may consult with experts and the Committee.
3. The Council may voice its opinion on all matters related to the Foundation.
4. To perform its tasks, the Council has the right to:
 - a. demand the Board present all of the documents pertaining to the Foundation's operation;
 - b. reevaluate and perform financial control of the Foundation's assets.

§18

1. The Foundation Council adopts decisions in the form of resolutions. The Foundation Council's resolutions are approved by a simple majority of votes provided that at least half of the Foundation Council members are present. In the event of a tie, the vote of the President of the Board is decisive. As an exception, the Council's resolutions on the dismissal of a Board member are passed by an absolute majority of 3/5 of the votes.
2. The Chairman of the Council signs the resolutions on behalf of the Council based on the protocol of voting on a given resolution.
3. It is permitted to conduct voting in rotary mode electronically without calling a Foundation Council Session.

§19

1. Council sessions are held at least once a year.
2. Council sessions are attended by the majority of Council members.
3. Members of the Committee and the Board may attend Council sessions without the right to vote.
4. Council sessions are called by the Chairman of the Council of his or her own initiative or at the request of two Council members, or by the President of the Board of his or her own initiative, or at the request of two Board members. Council, Board, and Committee members are informed about Council sessions via e-mail by the person calling the session at least 14 days ahead of the session.
5. Council sessions are led by the Chairman or by the Council member indicated by the Chairman. In the event of the Chairman of the Council's absence, the person responsible for conducting the session is elected from among the Council members attending the session.
6. Council sessions by default are held in the form of a video conference.

7. Council sessions discussing the Board's annual financial statement should be called no later than by May 15 of each year.

IV.3 Foundation Board

§20

1. The Foundation Board consists of the President of the Board and two or three Vicepresidents of the Board.
2. Board members are appointed indefinitely by the Council through a resolution adopted in the following manner:
 - a. The President of the Board is elected from among candidates indicated by the Council and the Committee;
 - b. Vicepresidents of the Board are elected by request of the President of the Board.
3. The Board's operation is headed by the President of the Board, and his deputies are the Vicepresidents of the Board.
4. Membership of the Board ceases upon:
 - a. submitting a resignation to the President of the Board;
 - b. losing civil rights as a result of conviction by a final court judgment for an intentional offense;
 - c. the Board member's death;
 - d. dismissal by the Council.
5. The entire Board or its individual members may be dismissed by the Council by means of a resolution adopted by an absolute majority of 3/5 Council votes. In such an event or other situations stipulated in §20 section 4 of the Statute, appointing a new President or Vicepresident of the Board is conducted according to the provisions stipulated in §20 section 2 of the Statute.
6. In the event of cessation of membership of the President of the Board, the Chairman of the Council appoints one Vicepresident of the Board to be acting President of the Board until the Council appoints a new President of the Board.
7. In conflicts and contracts between the Foundation and the Board members, the person representing the Foundation is the Chairman of the Council.
8. Detailed rules for the operation of the Board may be regulated by the Board's internal regulations approved by the Board itself.

§21

1. The powers of the Board include matters not reserved by the provisions of the Statute to the responsibilities of the Council, in particular:
 - a. managing the day-to-day operations of the Foundation;
 - b. representing the Foundation;
 - c. executing the Foundation's statutory objectives and resolutions of the Foundation Bodies;
 - d. proposing and approving draft amendments to the Statute;
 - e. adopting resolutions and decisions of the Board, including the adoption of regulations and other internal acts of the Foundation;
 - f. preparing and executing the Foundation's operation programs;
 - g. submitting the annual financial statements and annual reports of the Foundation's activities to the Foundation Council;
 - h. defining the organizational structure of the Foundation;
 - i. receiving the financial means described in §10 section 1 of the Statute on behalf of the Foundation;
 - j. hiring employees of the Foundation, including defining the scope of work, employment provisions, and the amount of remuneration and other forms of facilitating payment;
 - k. entering into civil-law contracts on behalf of the Foundation other than the contracts entered into with members of the Board, including the conditions of such contracts;

- l. appointing consultative and advisory groups, permanent or temporary, in relation to the execution of each Foundation program;
- m. managing and supervising the Foundation's assets and funds.

§22

1. Pursuant to §21 section 1e of the Foundation Statute, the Foundation Board may adopt resolutions on the following matters:
 - a. managing the Foundation's assets;
 - b. content of regulations and other internal Foundation acts;
 - c. submitting to the Council draft amendments to the Foundation Statute;
 - d. submitting to the Council requests for merging the Foundation with another entity;
 - e. submitting to the Council requests for the liquidation of the Foundation;
 - f. regarding the conduct of business activity by the Foundation;
 - g. other matters stipulated in the Statute and the Foundation's regulations.
2. In matters falling within the competence of the Board but not mentioned in §22 section 1, the Board makes decisions, not resolutions.
3. Resolutions and decisions of the Board are made by an absolute majority of votes. In the event of a tie, the vote of the President of the Board is decisive.
4. Resolutions are signed on behalf of the Board by the President of the Board or two Board members. Resolutions are signed based on the protocol of voting on a given resolution.

§23

1. Board sessions are held at least once every half a year.
2. Board sessions are attended by the majority of Board Members.
3. Board sessions may be called by any Board Member. Board members are informed about the session via e-mail by the Board member calling the session at least 3 days ahead of the session.
4. Board sessions are led by the President of the Board or a Board member indicated by the President. In the event of the President of the Board's absence, the person responsible for conducting the session is elected from among the Board members attending the session.
5. Board sessions by default are held in the form of a video conference.

§24

1. Declarations of intent, including in financial matters equivalent to 1100 PLN or more, are authorized on behalf of the Foundation by:
 - a. The President of the Board – personally;
 - b. Two Vicepresidents of the Board – acting jointly;
2. Declarations of intent in financial matters equivalent to less than 1100 PLN may be made by any member of the Board.
3. The Board may appoint proxies by granting them special powers of attorney for declarations of intent.

Chapter V: Voting and Sessions of Foundation Bodies

§25

1. Each person entitled to vote has one vote, regardless of the number of positions held in the Foundation.
2. Voting outside of sessions of Foundation bodies may take place using forms of electronic communication without the need to call a session of the given Foundation body. Such votes may take place only according to provisions

defined in appropriate regulations established separately for each Foundation Body.

3. Sessions of Foundation bodies may be organized in the form of a video conference, teleconference, or in-person meetings.
4. The possibility to participate in Foundation bodies' sessions via forms of electronic communication is indicated in the notice regarding the session in question and contains the exact means of attendance and execution of voting rights.

Chapter VI: Transparency of Foundation Activities

§26

1. On its website, the Foundation publishes:
 - a. Financial statements and annual reports of its activities within 12 months of the conclusion of a given reporting period, or earlier if required by law;
 - b. resolutions of the Board within two weeks of adoption;
 - c. resolutions of the Council within two weeks of adoption.
2. The President of the Board is responsible for publishing documents described in §26 sections 1a and 1b on the Foundation's website.
3. The Chairman of the Council is responsible for publishing documents described in §26 section 1c on the Foundation's website.

Chapter VII: Amendments to the Statute

§27

1. Draft amendments to the Statute may be submitted by the Board and the Council.
2. Amendments to the Statute are made on the basis of two resolutions: the Council resolution and the Board resolution.
3. Amendments to the Statute are implemented by the Board by submitting documentation to the appropriate bodies in order to register the introduced amendments.
4. Amendments to the Statute may not cause significant changes to the Foundation's objectives.

Chapter VIII: Liquidation of the Foundation

§28

1. The Board may submit to the Council a request for the liquidation of the Foundation on the following grounds:
 - a. cessation of the Foundation's actual operations;
 - b. achievement of objectives for which the Foundation was established;
 - c. exhaustion of financial means and assets of the Foundation.
2. The resolution to liquidate the Foundation is adopted by the Council by request of the Board.
3. The liquidation is conducted by a liquidator appointed by the Board.
4. The Foundation's assets remaining after the liquidation will be allocated according to the statutory objectives of other entities with similar objectives operating within the territory of the Republic of Poland. The specific entity or entities to receive the Foundation's assets are chosen by the Council.
5. The Board informs the Minister about the Foundation's liquidation.

Chapter IX: Merging the Foundation with Another Entity

§29

1. The Foundation may merge with another entity if it leads to a more effective execution of the Foundation's original objectives.
2. Merging with another entity may not occur if as a result of the merger, the Foundation's objectives could significantly change.
3. The decision to merge the Foundation with another entity is made by the Council per the Board's request.

Chapter X: Business Activity of the Foundation

§30

1. The Foundation may conduct business activity in order to finance the execution of its statutory objectives.
2. All income received by the Foundation from its business activities is used to finance statutory and administrative activities related to the operation of the Foundation.
3. The decision to start, halt, or terminate the business activity, as well as the decision concerning its form is made by the Foundation Board.
4. The Foundation's business activity may also involve participation in commercial or civil law companies.
5. The scope of the Foundation's business activity is defined by the following PKD codes:
 - 1.1. PKD 18.12.Z Other printing;
 - 1.2. PKD 18.13.Z Pre-press and pre-media services;**
 - 1.3. PKD 47.91.Z Retail sale via mail order houses or via Internet;**
 - 1.4. PKD 52.10.B Warehousing and storage of other goods;
 - 1.5. PKD 56.21.Z Event catering activities;**
 - 1.6. PKD 58.11.Z Book publishing;
 - 1.7. PKD 58.19.Z Other publishing activities;
 - 1.8. PKD 58.29.Z Other software publishing;
 - 1.9. PKD 59.11.Z Motion picture, video and television programme production activities;**
 - 1.10. PKD 59.12.Z Motion picture, video and television programme post-production activities;
 - 1.11. PKD 62.01.Z Computer programming activities;
 - 1.12. PKD 62.03.Z Computer facilities management activities;
 - 1.13. PKD 62.09.Z Other information technology and computer service activities;
 - 1.14. PKD 63.11.Z Data processing, hosting and related activities;**
 - 1.15. PKD 63.12.Z Web portals;
 - 1.16. PKD 63.99.Z Other information service activities not elsewhere classified;
 - 1.17. PKD 68.20.Z Rental and operating of own or leased real estate;
 - 1.18. PKD 72.19.Z Other research and experimental development on natural sciences and engineering;**
 - 1.19. PKD 70.21.Z Public relations and communication activities;**
 - 1.20. PKD 70.22.Z Business and other management consultancy activities;
 - 1.21. PKD 71.12.Z Engineering activities and related technical consultancy;
 - 1.22. PKD 72.19.Z Other research and experimental development on natural sciences and engineering;
 - 1.23. PKD 73.11.Z Advertising agencies activities
 - 1.24. PKD 73.12.B Intermediation in the sale of the place on advertising aims in printed media;
 - 1.25. PKD 73.12.C Intermediation in the sale of the place on advertising aims in

- electronic media (Internet);
- 1.26. PKD 73.20.Z Market research and public opinion polling;
 - 1.27. PKD 74.10.Z Specialised design activities;
 - 1.28. PKD 74.20.Z Photographic activities;
 - 1.29. PKD 74.30.Z Translation and interpretation activities;
 - 1.30. PKD 74.90.Z Other professional, scientific and technical activities not elsewhere classified;**
 - 1.31. PKD 77.33.Z Rental and leasing of office machinery and equipment, including computers;
 - 1.32. PKD 77.39.Z Rental and leasing of other machinery, equipment and tangible goods not elsewhere classified;
 - 1.33. PKD 78.10.Z Activities of employment placement agencies;
 - 1.34. PKD 79.90.C Other reservation service activities not elsewhere classified;
 - 1.35. PKD 82.11.Z Office administrative service activities;
 - 1.36. PKD 82.19.Z Photocopying, document preparation and other specialised office support activities;
 - 1.37. PKD 82.30.Z Organisation of conventions and trade shows;**
 - 1.38. PKD 85.59.B Other out-of-school forms of education, not elsewhere classified;
 - 1.39. PKD 85.60.Z Educational support activities;**
 - 1.40. PKD 94.12.Z Activities of professional organisations;
 - 1.41. PKD 94.99.Z Activities of other membership organisations not elsewhere classified;
 - 1.42. PKD 96.09.Z Other personal service activities not elsewhere classified.