

**CONSOLIDATED TEXT
OF THE CHARTER
OF THE RETURN TO AFRICA FOUNDATION**

of 25 October 2024

The Charter

The Return To Africa Foundation

[--] Małgorzata Radziszewska

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Chapter I

General Provisions

§1

1. A foundation under the name: "The Return to Africa Foundation," hereinafter referred to as "the Foundation," was established by two Founders:

a) Ms. Małgorzata Radziszewska, residing at Witkowskiego street no. 20, 26-600 Radom;

b) Mr. Sławomir Edward Cedro, residing at Szydłówek no. 14B, 26-500 Szydłowiec,

– by a notarial deed executed on 25 October 2024, by deputy notary Anna Elżbieta Skurupka, an authorized deputy of notary Anna Bernada, from the Notarial Office in Radom, Janusza Kusocińskiego street no. 1A/3M, 26-609 Radom, recorded under register no. A.5723/2024.

2. The Foundation operates under the provisions of the Act of 6 April 1984 on Foundations (consolidated text: Journal of Laws 1991, No. 46, item 203, as amended), and the provisions of this Charter.

3. The minister competent for the statutory objectives of the Foundation is the Minister of Foreign Affairs.

§2

1. The Foundation's registered office is located in the city of Radom.

2. The Foundation operates within the territory of the Republic of Poland and abroad.

3. The Foundation may establish subordinate units.

4. To achieve its statutory objectives, the Foundation may establish permanent or temporary facilities, branches, locations, units, or affiliated institutions in Poland and abroad. It may merge with other foundations and establish or participate in organizations and economic entities, including partnerships, capital companies, and cooperatives based both in Poland and abroad.

5. The Foundation may be a member of domestic and international organizations with similar or related objectives.

6. The Foundation has legal personality.

7. The Foundation may establish local branches.

§3

1. The Foundation uses a seal indicating its name, registered office, and address.

2. The Foundation may also use its logo.

3. The name and logo are the reserved intellectual property of the Foundation and are legally protected.

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4. For the purposes of international cooperation, the Foundation may use translations of its name and legal form in selected foreign languages.
5. The Foundation may award badges, prizes, and distinctions to individuals and legal entities who have made significant contributions to the achievement of its goals.
6. The Foundation may use distinctive marks, including graphic symbols.
7. The Foundation may establish honorary badges, medals, and titles and grant them, along with other prizes or awards, to individuals, legal entities, and organizational units without legal personality, who have contributed to the Foundation or its objectives.

§4

1. The Foundation is a non-governmental organization conducting public benefit activities within the meaning of the Act on Public Benefit and Volunteer Work of 24 April 2003 (Journal of Laws 2003, No. 96, item 873).
2. The Foundation conducts socially beneficial activities in the sphere of public tasks defined by the above-mentioned Act, for the benefit of society and the objectives defined in this Charter.
3. The Foundation's statutory activity may be conducted as non-profit or for a fee in accordance with the Act on Public Benefit. These two forms of activity will be accounted for separately to enable tracking of revenues, expenses, and results in accordance with accounting regulations.
4. The Foundation does not operate for profit. Any income generated shall be used solely for achieving its statutory objectives and covering operational costs.

Chapter II

Objectives of the Foundation and Methods of Implementation

§5

The objectives of the Foundation are:

1. Professional development of adults in African countries;
2. Economic development, including the promotion of entrepreneurship in Poland and worldwide, including African countries;
3. Improving material conditions and equalizing opportunities for individuals living in difficult conditions in Poland and worldwide, including Africa;
4. Activities supporting the social and professional integration and reintegration of individuals at risk of social exclusion;

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5. Promotion of employment and professional activation of unemployed persons and those at risk of dismissal;
6. Undertaking activities aimed at the comprehensive development of local, regional, national, and international communities – through organizational, educational, social, and charitable means;
7. Supporting young people, including pupils and students, on the labour market;
8. Education of children, youth, and adults in Poland and abroad, including in African countries;
9. Psychological, financial, medical, and educational support for people in Poland and abroad, including those from Africa;
10. Development of relationships and cooperation between the societies of African countries, Poland, and others;
11. Support for the development of technology, invention, and innovation, as well as dissemination and implementation of new technical solutions in economic practice;
12. Charitable activities;
13. Health protection and promotion;
14. Support for families and the foster care system;
15. Activities for the benefit of people with disabilities;
16. Support for victims of disasters, natural calamities, armed conflicts, and wars, both in Poland and abroad;
17. Promotion and organization of volunteerism;
18. Providing assistance to public and non-public educational institutions;
19. Support for individuals and entities aiming to create systems that enable effective acquisition of EU funds;
20. Activities in favour of the family, motherhood, parenthood, the promotion and protection of the rights of the child and women's rights;
21. Supporting social initiatives aligned with the Foundation's mission.

§6

The Foundation may carry out, in accordance with applicable regulations, non-profit public benefit activities to implement the following goals:

1. Social assistance, including aid to families and individuals in difficult life situations and equalizing their opportunities;
2. Social and educational support as well as professional activation of women;
3. Charitable activities;
4. Activities supporting persons with disabilities;
5. Activities supporting the development of local communities and communities at large;

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6. Conducting and financing training in the field of professional activation;
7. Conducting, in accordance with the law, auctions, lotteries, or public collections;
8. Activities for the benefit of children and youth, including leisure activities;
9. Organizing and financing recreational and cultural events, summer camps, and trips for children, youth, and adults;
10. Organizing meetings, exhibitions, presentations, concerts, and other informational, educational, and cultural events dedicated to countries around the world;
11. Cooperation and financial or material support for national and international institutions and organizations engaged in healthcare, education, and improving living conditions in Poland and abroad, including in African countries;
12. Raising, managing, and distributing financial and material aid to those in need;
13. Undertaking and supporting actions to promote economic development, including entrepreneurship;
14. Undertaking and supporting actions for the development of infrastructure, science, education, healthcare, and upbringing;
15. Undertaking and supporting actions aimed at improving the life, material, or social situation of residents in Poland and abroad, including Africa;
16. Awarding social and educational scholarships to residents in Poland and abroad, including Africa;
17. Creating aid and educational institutions;
18. Establishing and running kindergartens;
19. Organizing aid missions;
20. Conducting informational campaigns about volunteerism and issues affecting African residents;
21. Organizing informational, educational, and cultural events related to aid topics in Poland and abroad, including African countries;
22. Aid for victims of disasters, natural calamities, and armed conflicts conducted in Poland and abroad, including in African countries;
23. Environmental protection activities;
24. Support for local initiatives;
25. Promotion of local tourism in African countries and in Poland;
26. Promotion of local micro-entrepreneurship among residents of Africa;

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27. Organization of scholarship programs, internships, apprenticeships, workshops, training, and other forms promoting entrepreneurship;
28. Free access to the Foundation's infrastructure and facilities, in accordance with its statutory goals.

§7

1. The Foundation implements its goals through the actions mentioned in §6, either independently or in cooperation with individuals or third-party entities, particularly under employment contracts, service contracts, or task-specific contracts concluded by the Foundation.
2. To achieve its goals, the Foundation may support the activities of other individuals or entities, provided these are consistent with the goals specified in §5.

§8

To achieve its objectives, the Foundation may support the activities of other legal entities, churches, religious associations, and individuals whose actions align with its mission.

§9

1. The Foundation may engage in business activities supporting the realization of its statutory goals.
2. The scope of the Foundation's business activity, based on the Polish Classification of Activities (PKD), includes:
 - a. PKD 94.99.Z – initiating and coordinating cooperation between Poland and Africa;
 - b. PKD 94.99.Z – supporting the economic development of African regions;
 - c. PKD 94.99.Z – supporting education and social development in Africa;
 - d. PKD 94.99.Z – combating discrimination and human rights violations;
 - e. PKD 88.99.Z – other social assistance without accommodation;
 - f. PKD 88.99.Z – enabling local communities to earn income;
 - g. PKD 88.99.Z – initiating development aid projects in Africa;

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- h. PKD 88.99.Z – promoting and organizing volunteer work;
- i. PKD 88.99.Z – improving families' living conditions;
- j. PKD 88.99.Z – helping disaster and famine victims in Africa;
- k. PKD 85.59.B – other out-of-school educational activities;
- l. PKD 85.59.B – organizing African-themed panels and courses;
- m. PKD 85.59.B – job placement and educational initiatives;
- n. PKD 78.10.Z – employment placement services;
- o. PKD 78.10.Z – organizing volunteer programs and internships, especially for African students and graduates;
- p. PKD 85.60.Z – supporting education;
- q. PKD 85.60.Z – organizing workshops, seminars, and conferences;
- r. PKD 85.60.Z – education support in line with the Foundation's goals;
- s. PKD 79.90.B – tourist information services;
- t. PKD 79.90.B – promoting travel to Africa as a form of development aid;
- u. PKD 82.30.Z – organization of fairs, exhibitions, and congresses;
- v. PKD 82.30.Z – organizing events promoting the Foundation's mission;
- w. PKD 90.01.Z – organizing artistic performances;
- x. PKD 90.01.Z – organizing African festivals and Africa Days;
- y. PKD 90.04.Z – running mobile African culture centres.

Chapter III

Foundation Assets

§10

1. The assets of the Foundation consist of the founding fund and other property components acquired during its operations.

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2. The founding fund consists of a cash contribution from the Founders in the amount of PLN 5,000 (five thousand zloty 00/100).
3. Property components referred to in item 1 may include all material and legal values acquired by the Foundation, and particularly:
 - a. Grants, subsidies, and funding;
 - b. Donations, inheritances, and bequests;
 - c. Income from public fundraising and events;
 - d. Income from movable and immovable property and proprietary rights transferred to the Foundation;
 - e. Income from fines and monetary awards imposed by courts;
 - f. Income from EU funds obtained for the Foundation's objectives;
 - g. Income from the Foundation's assets;
 - h. Income from bank interest.
4. Income from donations, inheritances, and bequests may be used solely to fulfil the Foundation's goals, respecting the donors' or testators' wishes.
5. Statements required by law regarding the acceptance of donations and inheritances shall be made by the Foundation's Management Board.
6. In the event the Foundation is named an heir, the Board shall submit a declaration of acceptance of the inheritance with the benefit of inventory.
7. The Foundation's assets may be used to cover any expenses related to its statutory goals, unless otherwise specified by law, the agreement by which the Foundation acquired the property, or the donor's will.
8. The Foundation's assets shall be deposited in bank accounts as capital investments or in securities, as well as other investments in real or movable property, aimed at increasing the value of the Foundation's assets.

§11

From the founding fund, the amount allocated to business activity is PLN 4,000 (four thousand zloty).

Chapter IV

Governing Bodies

§12

1. The Foundation's executive body is the Management Board.

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2. Management Board Members perform their duties voluntarily.
3. Management Board Members may be employed by the Foundation.
4. Decisions regarding employment and remuneration of the Management Board Members are made by the Management Board.
5. The Foundation may employ staff to conduct ongoing operations.

§13

1. The Management Board shall consist of one to three members, appointed by the Founder for a 5-year term.
2. The Management Board is headed by the President of the Management Board.
3. A Management Board Member may serve more than one term.
4. The first Management Board, including the President, is appointed by the Founder.
5. Each subsequent President of the Management Board is elected by the Management Board from among its Members by a simple majority vote; in the event of a tie, the Founders decide by simple majority.
6. Membership in the Management Board expires:
 - a. On the last day of the term;
 - b. Upon death;
 - c. Upon resignation;
 - d. Due to health reasons, if medically certified as unable to perform duties;
 - e. Following a valid court conviction for an intentional criminal or tax offense;
 - f. If the Member caused financial damage to the Foundation, as confirmed by a court or a commission appointed by the Founder;
 - g. By dismissal by the Founder, especially for
 - improper performance of the functions of a Board Member,
 - violation of the provisions of the Charter of the Foundation,
 - failure to fulfil the duties of a Board Member for more than three months or failure to attend three consecutive Board meetings in a given calendar year.
7. In the above cases, the Founders may appoint a new Board Member by a resolution passed by a simple majority.

§14

1. Management Board meetings are held as needed.

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2. The Management Board is led by the President of the Management Board, who chairs its meetings.
3. Meetings are convened by the President on their own initiative or at a Management Board Member's request; in the President's absence, another authorized Member may convene a meeting.
4. Meetings may be convened in writing, by phone, electronically, or verbally.
5. Management Board decisions are made by majority vote with at least half the Members present. In case of a tie, the President's vote decides.
6. Invited guests may attend as advisors.
7. Meeting minutes are recorded and signed by the President or their deputy and the meeting's secretary.

§15

1. The Management Board is responsible for all Foundation-related decisions, in particular:
 - a. Managing the Foundation's daily activities and representing it externally;
 - b. Drafting activity reports;
 - c. Drafting and adopting action programs and annual/multi-annual plans and budgets;
 - d. Submitting annual reports to the supervisory body and making them public;
 - e. Adopting policies and internal rules not constituting formal regulations;
 - f. Determining employment terms and wages, hiring staff, and acting as the employer;
 - g. Contracting obligations on behalf of the Foundation;
 - h. Managing the Foundation's assets;
 - i. Accepting donations, inheritances, subsidies, and grants;
 - j. Requesting approval for real estate transactions, Charter changes, mergers, or liquidation.
2. The Management Board approves its annual report by 31 **January** of the following year.
3. The Management Board is responsible for securing funding for the Foundation's statutory activities and ensuring stable asset management.

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4. The Management Board operates based on regulations adopted by the Founder.
5. The Management Board may appoint representatives to manage specific areas of the Foundation's work.

§16

The Foundation is represented by the President acting alone or by any two other Management Board Members acting jointly.

§17

1. The Foundation's fiscal year is the calendar year.
2. The first full fiscal year of the Foundation is 2025.

§18

The Foundation may be represented or declarations made without financial or property consequences by the President or Vice President acting individual.

Chapter V

The Charter Amendments

§19

1. The Charter may be amended by the Management Board.
2. Amendments to the Foundation's goals require written consent from the Founders, otherwise they are invalid.
3. Changes to the Foundation's objectives may be made under item 1.

§20

1. The Foundation shall be dissolved based on a written decision of the Founders.
2. The Founder decides on the appointment of a liquidator.
3. The liquidator's duties include:
 - a. Submitting an application to the court to open liquidation;

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- b. Calling the Foundation's creditors in the press to file claims within 3 months of the announcement;
- c. Preparing a liquidation opening balance sheet and a list of creditors;
- d. Drafting a liquidation financial plan and debt repayment plan;
- e. Recovering debts, settling obligations, and liquidating the Foundation's assets;
- f. Notifying the court upon completion of the liquidation and requesting de-registration;
- g. Submitting the Foundation's documents to the state archive.

Chapter VII

Final Provisions

§21

1. To effectively pursue its goals, the Foundation may merge with another foundation. The decision is made by the Management Board.
2. All actions reserved for the Management Board must be confirmed in writing by its Members under penalty of nullity, unless otherwise required by law.
3. The Charter enters into force upon the Foundation's registration in the National Court Register (KRS).

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