

Statute of the Laguna Foundation

Chapter I General Provisions

§ 1

The Foundation named Laguna Foundation established on December 14, 2021 by Zofia Wollny, hereinafter referred to as the Founder, by a Notarial Deed drawn up by Notary Joanna Bik on the basis of the provisions of the Act of 06 April 1984 on Foundations and these Statutes.

§2

The Foundation has legal personality.

§3

1. The seat of the Foundation is the City of Szczecin.
2. The Foundation operates in the Republic of Poland and abroad, in accordance with applicable law.
3. In order to achieve its statutory goals and tasks, the Foundation may establish branches, plants and subsidiaries in the country and abroad, as well as join businesses, organizations and foundations in the country and abroad.
4. The Foundation may employ employees to conduct its affairs.

§4

The duration of the Foundation is unlimited.

§5

The Minister of Culture and National Heritage is the competent minister for the purposes of the Foundation.

§6

1. The Foundation uses badges, distinguishing it from other organizations - according to the patterns established by the Board of the Foundation.
2. The Foundation, due to its international activities, uses the English name The Lagoon Foundation, which is translated into Polish as "Laguna Foundation."

Chapter II

Objectives of the Foundation and ways to achieve them.

§7

The Foundation is established to carry out comprehensive development activities, broadly understood culture, art and education, and the purpose of the Foundation is to support creative activities, create places and situations for free artistic creativity by creating structures adequate to the vision and practical needs of artists.

The foundation promotes support for all types of sound art creation, including music and transmedia and cross-media formats that reach out to other art genres such as visual arts, urban practice, art in public space, performance, theater and dance by providing space for residencies but also for presentations. In addition, the foundation

focuses on strong contextualization of its activities through conferences, symposia and workshops. The foundation organizes collaborations between regional, European and international artists and theorists, as well as local participants in individual projects.

The Laguna Foundation works locally, thinks globally, and promotes unity in diversity.

The purpose of the Foundation is: To popularize, disseminate and promote sound and experimental music and contemporary art, with particular emphasis on non-commercial collective activities.

To provide a space for creation and cooperation at the European and international level. To organize, support and animate cultural, artistic and educational initiatives.

Creating opportunities for comprehensive development of artists.

Providing opportunities to present artistic activities, individual and team, and popularize the idea of sound art.

Promoting international exchanges firmly rooted in local conditions. Developing and promoting the idea of creative education.

Developing an international network of support and artistic exchange to promote the development of the sound and music scene in the West Pomeranian Voivodeship at the European and international levels.

Developing an international network of support and artistic exchange to support the development of collective artistic activities in the West Pomeranian Province at the European and international level.

The foundation's goal is to respect the past by creating a respectful future.

§8

The objectives of the Foundation are achieved through:

1. Organization of multicultural and multimedia art events and exhibitions and workshops related to art and cultural education, creation and coordination of group projects.
2. Support, organization, coordination of shows, outdoor events, concerts, openings, film and theater projects, especially presenting contemporary sound/music and art. The foundation helps develop projects and supports grant applications based on the foundation's main goals.
3. Creating centers for creative activities, places for cultural exchange. Creating an artist residency site/Composers' House that can host short- and long-term residencies for sound artists, including musicians and related artists from other art genres, and a Center of the Center, an institute focused on collective activities. Organizing workshops and venues in public spaces.
4. Organization of conferences, symposia, workshops and seminars related to the above activities.

5. Collecting, cataloging and making available the collection and library of contemporary music and art.
6. Presentation of artistic activities.
7. Creating and running art and discussion clubs, film meetings and coordinating panel discussions with cultural and art figures.
8. Creating and coordinating projects that enable young artists to gain experience in ventures with well-known artists.
9. Promotional, educational, informational and cultural activities using the Internet and other multimedia networks related to contemporary art, and broadly understood visual culture and sound art.
10. Organization, coordination, financing of media campaigns for popularization and promotion of art, in particular conferences and meetings with journalists.
11. Raising funds from events, public collections, donations, grants, bequests to support art creators.
12. Conducting educational and social programs on contemporary culture, especially targeting the most disadvantaged groups in society.
13. To create a platform for international cooperation among artists, stimulating their mobility and openness to intercultural issues.
14. Collecting, cataloging and providing access to the collections of contemporary art, the library, and the music and multimedia library.
15. Publishing publications related to the dissemination of works of music and contemporary art, books, magazines, CDs, vinyl records, etc.

§9

1. In order to achieve its objectives, the Foundation may support the activities of other entities engaged in activities convergent with those of the Foundation, as well as establish cooperation with state institutions and social organizations operating in the field covered by the objectives of the Foundation, and domestic and foreign cooperation with galleries, museums, schools, art groups and individuals showing interest in the objectives of the Foundation.
2. The Foundation conducts unpaid and paid public benefit activities, as well as business activities. All income from business activities is allocated to statutory activities.
3. The activities specified in .2,5,7,8,10,11,13,14 constitute unpaid public benefit activities performed by the Foundation.
4. The activities specified in paragraphs 1,3,4,6,9,12,15 constitute paid public benefit activities performed by the Foundation. The income derived therefrom shall be entirely transferred for statutory purposes and public benefit tasks.
5. The Foundation's business activities include : a) running the Composers' House, intended for artistic residencies and presentations of music and

art, and the Center of the Center - an institute focused on collective activities b) running an art club-café c) retail sales of products related to music, art and literature d) retail sales of books conducted in specialized stores e) production and projection of films, videos and television programs, as well as sound and music recordings

6. Undertaking by the foundation of business activities not provided for in the statute requires a prior amendment to the statute.

Chapter III

Assets and income of the foundation

§10

1. The assets of the Foundation consist of the Founding Fund in the amount of PLN 2,000 (in words: two thousand zlotys), as well as funds, property rights, real estate and movables acquired by the Foundation in the course of its activities.
2. The amount of PLN 2,000 (two thousand zlotys) from the Founding Fund shall be used for the Foundation's statutory activities, of which PLN 1,000 shall be used for the Foundation's business activities.
3. The Foundation's income is derived from the following sources:
 - a) donations, grants, , inheritances and bequests received,
 - b) Funder's additional benefits,
 - c) Foundation's assets,
 - d) revenue from public donations,
 - e) Income from collections and public events,
 - f) subsidies, on the principles specified in separate regulations, in particular from EU funds, local government units and earmarked funds for the implementation of specific programs,
 - g) property rights transferred to the Foundation free of charge or for a fee,
 - h) bank interest,
 - i) From paid public benefit activities,
 - j) other proceeds

§11

1. All funds held and raised by the Foundation may only be used to achieve its statutory objectives.
2. In the event that the Foundation accepts funds from the sources listed in § 10, paragraph 3, item a - subject to their allocation for a specific type of Foundation activity - the Foundation is obliged to take into account the wishes of the contributors and donors.
3. If the Foundation is called to inherit, the Foundation's Board of Directors is obliged to make a declaration of acceptance of the inheritance only with the benefit of inventory.
4. The foundation cannot:
 - a) grant loans or secure obligations with its property in favor of the Founder, members of its bodies or employees, as well as persons with whom the employees are married or in a relationship of consanguinity or affinity in a direct line, consanguinity or affinity in the collateral line to the second degree, or are related by adoption, guardianship or custody, hereinafter referred to as relatives,
 - b) transfer its assets for the benefit of the Founder, members of its bodies or employees and their relatives, on principles other than in relation to third parties.

- c) make its assets available for the benefit of the Founder, members of its bodies or employees and their relatives on principles other than in relation to third parties.
- d) purchase goods or services from entities in which the Founders participate, or members of the Foundation's Board of Directors, on a basis other than in relation to third parties.

§12

The Foundation's accounts will be kept in accordance with applicable and regulations.

§13

The Foundation shall be liable for liabilities incurred in the course of its activities with all its assets

Chapter IV Bodies of the Foundation

§14

The organs of the Foundation are:
Foundation

Board.

Foundation Board

§15

1. The Board of Directors of the Foundation manages the Foundation and represents it externally, fulfilling its duties with the diligence required by the relevant laws, in strict compliance with the provisions of the Foundation's Articles of Association, applicable and resolutions.
2. The Foundation Board represents the Foundation in judicial and extrajudicial actions.

§16

1. The Board of Directors of the Foundation consists of 3 to 5 people.
2. The Board of Directors of the Foundation consists of the President and the Members of the Board.
3. The term of office of the Board of the Foundation is 10 years.
4. A member of the Foundation's Board may be appointed for successive terms.
5. The first and subsequent boards of the Foundation are appointed by the Founder. In the event of the founder's death, the next board is appointed by the founder's heir.
6. The founder may be a member of the foundation's board of directors.
7. The function of a member of the Board of Directors may be held for more than one term.
8. The President of the Board of the Foundation and/or two members of the Board of the Foundation at the same time are authorized to make statements of intent on behalf of the Foundation. On the basis of a separate resolution, the Foundation's Board may grant power of attorney to one person to make statements on behalf of the Foundation.
9. Resolutions of the Board of the Foundation are adopted by a simple majority.
10. Meetings of the Foundation's Board are held as needed, but at least once every six months. A meeting of the Foundation's Board may be called by any member of the Foundation.
- (10) A member of the Board of Directors may be reimbursed for expenses incurred in connection with the performance of the function of a member of the Board of Directors of the Foundation. Members of the Foundation may have an employment relationship with the Foundation.

§17

1. The mandate of a member of the Foundation's Board of Directors shall expire :
 - a) dismissal by the founder b) death, c) resignation, d) expiration of the Board's term.
2. Removal of a member of the Board of Directors may take place before the expiration of the term for the following reasons:
 - a) resignation,
 - b) undertake work, the nature of which prevents the proper performance of the functions of a member of the Board,
 - c) illness resulting in permanent inability to hold office,
 - d) incompleteness of the member's duties for more than a year,
 - e) Undue performance of the functions of a member,
 - f) a material violation of the provisions of the Statute
3. If a supplementary or extending election is made during the term of the Foundation Board, the mandate of the newly appointed member of the Foundation Board shall expire simultaneously with the mandates of the remaining members of the Foundation Board.

Chapter V Amendment of the Articles of Association

§18

1. Amendments to the Articles of Association, including changes in the determination of the objectives, means and principles of the Foundation, are made by the Board of Directors of the Foundation.

Chapter VI Final Provisions

- §19 1. The Foundation shall be liquidated in the event of the achievement of the purposes for which it was established or in the event of exhaustion of funds and assets of the Foundation.
2. The dissolution of the Foundation takes place on the basis of: a) a resolution of the Board of the Foundation, b) a decision of the Court.
 3. A resolution to liquidate the Foundation shall be adopted by the Foundation Board by a majority of votes with the presence of at least half of the Foundation Board members. A resolution on liquidation may be passed at a meeting of the Board of the Foundation only after all members of the Board of the Foundation have been notified in writing of such a proposal and are scheduled to present it at a meeting of the Board of the Foundation.
 4. The assets of the liquidated Foundation shall be used for charitable purposes consistent with the objectives of the Foundation on the basis of a unanimous resolution of the liquidators of the Foundation.

§20

1. If the Foundation is dissolved by resolution of the Foundation Board, the liquidator is appointed by the Foundation Board.
2. If the Foundation is dissolved by the Court, the liquidator is appointed by the Court.
3. Upon the appointment of a liquidator, the Board of Directors of the Foundation shall be dissolved.
4. About the opening of liquidation, the liquidators shall notify the Court and carry out the liquidation as soon as possible, in a manner that protects the assets of the Foundation from unjustified depletion.
5. The Board of the Foundation shall notify the Minister of Culture and National Heritage of the opening of liquidation.

This statute is drawn up in three identical copies

FUNDRAISER

A handwritten signature in blue ink, appearing to be 'Shy' followed by a long, sweeping flourish that extends upwards and to the right.