

Statute of
Sano
Centre for Computational Personalised Medicine
International Research Foundation

Chapter I
General provisions

§ 1. Establishment

1. A research foundation under the name **Sano – Centre for Computational Personalised Medicine – International Research Foundation**, hereinafter referred to as the "Foundation", has been established by statements of will of its Founders, expressed in the notarial deed drawn up on 17.07.2019 by Marta Czernicka, Notary Public at the Notary Public Office in Kraków, at ul. Piłsudskiego 36/4 (Repertory A No. 5608/2019).
2. The Foundation shall operate under the Act of 6 April 1984 on foundations (consolidated text: Journal of Laws of 2018, item no. 1491), and pursuant to the provisions of the present Statute.

§ 2. Status

1. The Foundation shall have legal personality.
2. The Foundation is established for an indefinite period of time.
3. The registered seat of the Foundation is Kraków.
4. Supervision over the Foundation is exercised by the competent minister responsible for science and higher education.
5. Given its aims, the methods by which these aims are achieved and the types of activities undertaken, the Foundation belongs to the system of higher education and science within the meaning of the Act of 20 July 2018 on higher education and science (consolidated text: Journal of Laws of 2018 item 1668) and furthermore constitutes a research and knowledge dissemination organization within the meaning of the Commission Regulation (EU) No 651/2014 of 17 June 2014 declaring certain categories of aid compatible with the internal market in application of Articles 107 and 108 of the Treaty (OJ L 2014, item 187/1).

§ 3. Territorial range

1. The Foundation shall operate in the territory of the Republic of Poland, and, to the extent necessary for the proper realisation of the objective of the Foundation, also abroad.
2. The Foundation may establish branch offices and other organisational units, and, if operating outside the borders of the Republic of Poland – representative offices.

§ 4. Identification

1. The Foundation shall use a seal indicating its registered seat and identification data.
2. The Foundation may use the following abbreviations of its name: “Sano Centre for Computational Medicine”, and “Sano”, as well as a distinctive graphic (logo design) and equivalents of its name in foreign languages.

Chapter II

Objectives and forms of the operation of the Foundation

§ 5. Objective and Scope

1. The objective of the Foundation is conducting scientific research or development works in an international scientific environment, at the highest scientific level, taking into account high ethical standards, in particular good scientific practices, and knowledge dissemination.
2. The Foundation shall conduct activity in the subject of basic and applied research on computational methods, techniques and technologies for personalised patient diagnosis and treatment, as well as in related fields of science and technology.

§ 6. Operation

The Foundation shall realise the objective set forth in § 5 of the Statute by means of, including but not limited to:

- 1) conducting scientific research or development works in a continuous way;
- 2) implementation of research results for practical purposes;
- 3) seeking collaboration with actors from regional, national and international innovation ecosystems such as care providers, companies, research and patient organisations;
- 4) comprehensive activities aimed at the development of young researchers;
- 5) initiating and supporting international scientific co-operation;
- 6) participation in education of students enrolled in B.Sc., M.Sc. and Ph.D. programs in the framework of programs offered by other scientific units, by organizing classes, involving students in research, and acting as their supervisors or co-supervisors;
- 7) conducting practical training, courses and workshops as well as scientific seminars;
- 8) publishing the Foundation’s research results;
- 9) participating in associations of Polish or foreign institutions whose objectives are similar to those of the Foundation;
- 10) commercialising the outcomes of the Foundation’s scientific research;
- 11) promoting a work culture that supports the quality of the conducted research, including the highest ethical standards for the conducting thereof;
- 12) dissemination of the Foundation’s scientific achievements.

§ 7. Associations

1. For the purposes of realisation of its statutory objective, the Foundation may support the activities of other legal entities that carry out operations in compliance with its statutory objective and initiate co-operation with such entities.
2. In order to ensure the proper realisation of its statutory objectives, the Foundation may engage in commercial activities, establish or enter into companies, i.e. by taking over memberships or shareholdings, or create foundations.

§ 8. Compliance

The Foundation shall be subject to periodic evaluation, carried out at least once every four years by an international body of experts of a collective nature, composed of individuals of an established reputation in the scientific environment who are experienced in content-based evaluation of scientific units.

Chapter III

Property and income of the Foundation

§ 9. Property and sources of income

1. The initial property of the Foundation on the date of its establishment is the contribution in cash in the amount of PLN 15 000 (say: fifteen thousand Polish zloty) made by the Founders, which consists of:
 - 1) PLN 14 000 (say: fourteen thousand Polish zloty) for the purpose of statutory activity,
 - 2) PLN 1000 (say: one thousand Polish zloty) for the purpose of commercial activity.
2. The Foundation's property may comprise monetary assets, securities as well as material assets and immovable properties whose ownership has been transferred to the Foundation.
3. The Foundation's income shall be obtained from the following titles:
 - 1) donations,
 - 2) inheritances and legacies,
 - 3) fundraising,
 - 4) management of movable and immovable property as well as bank interest and deposits,
 - 5) subsidies and funding,
 - 6) commercializing intellectual property rights appertaining to the Foundation, including software copyright and patents,
 - 7) commercial activities,
 - 8) other sources provided for by the law.

§ 10. Commercial activity

1. The Foundation may engage in commercial activity. Any income obtained in this fashion shall be entirely allocated to finance the statutory activities of the Foundation. The Foundation shall maintain separate general ledgers for its statutory and commercial activities.

2. The Foundation's commercial activity is restricted to the following fields:

Item	PKD 2007 code	Name of activity
1.	47.19.Z	Other retail sale in non-specialised stores
2.	47.41.Z	Retail sale of computers, peripheral units and software in specialised stores
3.	47.91.Z	Retail sale via mail order houses or via Internet
4.	58.11.Z	Book publishing
5.	58.12.Z	Publishing of directories and registers (e.g. street, phone directory)
6.	58.13.Z	Publishing of newspapers
7.	58.14.Z	Publishing of journals and periodicals
8.	58.19.Z	Other publishing activities
9.	58.29.Z	Other software publishing
10.	59.11.Z	Motion picture, video and television programme production activities
11.	59.12.Z	Motion picture, video and television programme post-production activities
12.	59.13.Z	Motion picture, video and television programme distribution activities
13.	62.01.Z	Computer programming activities
14.	62.02.Z	Computer consultancy activities
15.	62.03.Z	Computer facilities management activities
16.	62.09.Z	Other information technology and computer service activities
17.	63.11.Z	Data processing, hosting and related activities
18.	63.12.Z	Web portals
19.	63.99.Z	Other information service activities not elsewhere classified
20.	70.21.Z	Public relations and communication activities
21.	72.11.Z	Research and experimental development on biotechnology
22.	72.19.Z	Other research and experimental development on natural sciences and engineering
23.	73.20.Z	Market research and public opinion polling
24.	74.10.Z	Specialised design activities
25.	74.90.Z	Other professional, scientific and technical activities not elsewhere classified
26.	77.40.Z	Leasing of intellectual property and similar products, except copyrighted works
27.	77.33.Z	Rental and leasing of office machinery and equipment, including computers
28.	78.10.Z	Activities of employment placement agencies
29.	78.30.Z	Other human resources provision
30.	82.30.Z	Organisation of conventions and trade shows
31.	82.99.Z	Other business support service activities not elsewhere classified
32.	85.42.Z	Higher education institutions
33.	85.60.Z	Educational support activities
34.	85.59.B	Other out-of-school forms of education, not elsewhere classified
35.	86.10.Z	Hospital activities
36.	86.90.E	Other human health activities not elsewhere classified
37.	91.01.B	Archives activities

Chapter IV Bodies of the Foundation

§ 11. Bodies

The bodies of the Foundation are:

- 1) The International Scientific Committee hereinafter referred to as the "Committee";
- 2) The Foundation Council hereinafter referred to as the "Council";
- 3) The Management Board of the Foundation hereinafter referred to as the "Board".

§ 12. Duties of the Committee

1. The Committee is a body of the Foundation responsible for issuing opinions, which executes its competences within the scope specified in the Statute.
2. The duties of the Committee include:
 - 1) Determination of the recruiting criteria and competition regulations and conducting an international competition for the President of the Board (except for the first-term President of the Board, pursuant to § 28 of the Statute), in accordance with the IRAP PLUS competition documentation published in July 2017 by the Foundation for Polish Science, pursuant to § 29 paragraph 2 of the Statute as well as under circumstances specified in § 22 paragraph 1 of the Statute;
 - 2) Determination of the recruiting criteria and competition regulations and conducting international competitions for research team leaders employed by the Foundation;
 - 4) Conducting a periodic evaluation (at least every 4 years) of the Foundation's research agenda and introducing changes necessitated e.g. by global progress in the relevant research fields;
 - 5) Conducting a periodic evaluation (at least every 4 years) of research team leaders and their respective teams, preparing recommendations concerning prolongation or non-prolongation of the employment contracts of research team leaders, and submitting the outcomes of the aforementioned evaluation, along with recommendations, to the Council in cases where the relevant research team leader is a member of the Board, and to the Board in all other cases;
 - 6) Issuing opinions concerning employment at the Foundation of individual visiting researchers or laureates of the European Research Council (ERC) competition;
 - 7) Expressing, on its own initiative or upon request of other bodies of the Foundation, opinions on all issues concerning the Foundation.

§ 13. Composition of the Committee

1. The Committee shall be composed of 9 or more members, of whom at least half shall be employed at foreign scientific institutions.
2. The Committee shall be composed of outstanding scientists, and – provided that it is justified by the facilitation of the realisation of the statutory objectives of the Foundation – entrepreneurs experienced in co-operating with scientists in research and development works or entrepreneurs with wide experience in the implementation of new technologies. Representatives of science shall account for at least half of the members of the Committee.
3. The Committee shall be appointed for a term of five years.
4. The position of a Committee member can be held for a maximum of two terms.
5. The following cannot be members of the Committee:
 - 1) Individuals who are concurrently members of another body of the Foundation;
 - 2) Individuals concurrently employed by the Foundation;
6. Members of the Committee, in connection with the performance of their function, are entitled only to the reimbursement of travel and accommodation costs while attending Committee meetings.

7. Members of the Committee shall be liable only for damages resulting from wilful intent.

§ 14. Appointment of the Committee

1. The composition of the Committee during its first term is regulated by § 30 of the Statute.
2. Members of the Committee shall be appointed for subsequent terms by a resolution of the Council. Not more than half of the Committee's existing members may be reappointed for a new term, except as specified in § 13 paragraph 4 of the Statute. The remaining members shall be selected by the Council from among candidates proposed by the resigning members of the Committee or by the Board or by the Council, pursuant to § 13 paragraphs 1 and 2 of the Statute.
3. If the number of Committee members falls below the minimum specified in § 13 paragraph 1 of the Statute as a result of death of a Committee member, inability to perform his/her function or resignation from the position, the new Committee member shall be appointed by the Council for the remainder of the given term.

§ 15. Chairperson and meetings of the Committee

1. At the first meeting of each term, the Committee shall elect the Chairperson of the Committee from among its members, subject to § 30 of the Statute. Should the Chairperson of the Committee become unable to discharge his/her duties or resign his/her position, the Committee shall elect a new Chairperson from among its members at the next meeting of the Committee. The Chairperson of the Committee shall organize the works of the Committee, represent it in external contacts and convene and chair meetings of the Committee.
2. If the Chairperson of the Committee is unable to preside over the meeting, he or she may designate the deputy chairperson for a meeting from among other members of the Committee. Otherwise, members of the Committee present during such meeting shall elect from among themselves the person who will preside over the meeting.
3. The Committee shall hold at least one meeting per year. Meetings can be conducted partially or totally via means of remote communications. Resolutions of the Committee shall be adopted by simple majority in the presence of at least half of its members. The Chairperson of the Committee has the casting vote in the event of equality of votes. When the Chairperson is not present, the casting vote appertains to the acting Deputy Chairperson.
4. The Committee may also adopt resolutions outside of meetings, using remote communication tools. The course and conditions for adopting such resolutions are set forth in the Committee Internal Regulations.
5. The Chairperson of the Committee may convene additional meetings, if Committee duties require it.
6. The Chairperson of the Committee shall convene a meeting of the Committee by request, issued in writing or by electronic means, to all members of the Committee, with a period of notice of at least two weeks.
7. The detailed procedure for conducting Committee meetings is set forth in the Committee Internal Regulations.

§ 16. Duties of the Council

1. The Council exercises ongoing supervision over the activity of the Foundation and executes its competences within the scope specified in the Statute.
2. The duties of the Council include:
 - 1) appointing of, with the reservation of § 28 and 29 of the Statute, and dismissing the President of the Board, following selection by the Committee as well as appointing, with the reservation of § 29 of the Statute, and dismissing other members of the Board upon consultation with the President of the Board,
 - 2) Concluding and terminating employment contracts with all members of the Board;
 - 3) Adopting annual financial plans of the Foundation and long-term operational plans of the Foundation;
 - 4) Adopting the Code of Ethics and the Principles of Good Science Practices of the Foundation, and supervision over compliance therewith;
 - 5) Approving annual reports on the operations of the Foundation;
 - 6) Approving annual financial statements of the Foundation and selecting sworn auditors to be contracted for the purposes of conducting audits of these financial statements;
 - 7) Discharging members of the Board for their activities annually;
 - 8) Agreeing, upon consultation with the Committee in matters relevant to the Committee, on rules and regulations of the Foundation, except competitions specified in § 12 paragraphs 2 items 1 and 2 of the Statute;
 - 9) Appointing consulting bodies of the Foundation;
 - 10) Amending the Statute, pursuant to § 25 of the Statute;
 - 11) Adopting the Committee Internal Regulations and the Board Internal Regulations and the Council Internal Regulations;
 - 12) Performing other duties specified in the Statute;
 - 13) determining the quantitative limits for liabilities or dispositions whose incurrence or issuance requires prior approval by the Foundation Council;
 - 14) authorizing the Board to:
 - a) carry out actions which involve incurrence of liabilities or issuance of dispositions whose value exceeds the limits set by the Council;
 - b) making donations to third parties;
 - c) purchasing or selling real estate, or shares therein;
 - d) encumbering real estate with limited property rights;
 - e) enrolling the Foundation as a partner in a commercial law company, civil law company or cooperative;
 - f) granting proxy powers.
3. The lack of Foundation Council approval of any of the actions listed in section 2 item 14) does not have any legal effect on third parties involved in such actions or those who have acquired material rights on the basis thereof. This provision does not indemnify Management Board members against claims by the Foundation.

§ 17. Composition of the Council

1. The Council shall consist of between three and five members.
2. The following cannot be members of the Council:
 - 1) Members of the Board or their spouses, relatives, relatives by affinity, kinship or subordinates;
 - 2) Individuals convicted by a final judgment for intentional offenses prosecuted by public indictment or intentional fiscal offenses;
 - 3) Individuals performing services for the Foundation in exchange for remuneration;
 - 4) Persons dismissed from the Foundation Council under Art. 18 paragraph 5 items 2-4.
3. Members of the Council, in connection with the performance of their function, are entitled only to the reimbursement of travel and accommodation costs while attending Council meetings.
4. Members of the Council shall be liable only for damages resulting from wilful intent.

§ 18. Appointment of the Council

1. The Council shall be appointed by the following legal entities:
 - a. Akademia Górniczo-Hutnicza im. Stanisława Staszica w Krakowie, here acting through its Academic Computing Centre Cyfronet AGH,
 - b. University of Sheffield,
 - c. Fundacja Klaster LifeScience Kraków,
 - d. Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e. V., here acting through its Fraunhofer-Institut für System- und Innovationsforschung,
 - e. Forschungszentrum Jülich GmbH,hereinafter referred to as the Appointing Institutions. Each Appointing Institution shall have the right to appoint one Council member. An Appointing Institution can replace its appointed member at any time.
2. Members of the Council shall be appointed for an indefinite period of time.
3. Members of the Foundation Council may forfeit their Council membership as a result of:
 - 1) death,
 - 2) dismissal by the Appointing Institution or by the Foundation Council,
 - 3) resignation,
 - 4) being deprived of public rights by a court of law or losing legal capacity,
 - 5) occurrence of circumstances specified in Art. 17 paragraph 2 items 1-3 of the Statute.
4. Each Appointing Institution retains the right to dismiss its appointed Foundation Council member at any time.
5. A member of the Foundation Council may be dismissed by the Foundation Council under the following circumstances:
 - 1) random acts resulting in permanent loss of capacity to discharge his/her duties as member of the Foundation Council,
 - 2) improper discharge of his/her duties as member of the Foundation Council, including in particular unjustified absence at three consecutive Foundation Council meetings,

- 3) egregious breach of the provisions of the Foundation Statute,
 - 4) occurrence of circumstances other than the above, as long as these circumstances preclude proper discharge of his/her duties, including in particular the circumstances identified in Art. 17 paragraph 2 items 1-4 of the Statute.
6. In the event of occurrence of circumstances specified in paragraph 5 above, the President of the Council may issue a written request to the relevant Appointing Institution to nominate a different person as that Institution's representative on the Council. Should the Appointing Institution fail to nominate a suitable replacement within 30 days of the receipt of such notice, the Council shall be authorized to adopt a unanimous resolution, without the participation of the concerned individual, dismissing that person from the Council. Under such circumstances the relevant Appointing Institution shall retain the right to nominate a new member of the Council, as long as that person meets the criteria specified in § 17 paragraph 2 of the Statute.

§ 19. Chairperson and meetings of the Council

1. At its first meeting the Council shall elect the President of the Council from among its members. Should the President of the Council become unable to discharge his/her duties or resign his/her position, the Council shall elect a new President from among its members at the next meeting of the Council. The President of the Council shall supervise the works of the Council, represent the Council in external contacts and convene and chair meetings of the Council.
2. If the President of the Council is unable to preside over a meeting, he or she can designate the deputy president for the meeting from among other members of the Council. Otherwise, the Council members present during such meeting shall elect from among themselves the person who will preside over the meeting.
3. The Council shall hold at least one meeting per year. Meetings may be conducted partially or entirely using remote communication means. Resolutions of the Council shall be adopted by a simple majority in the presence of at least 2/3 of its members unless the Statute declares otherwise. In the event of a tie, the President of the Council has the casting vote. If the President is not present, the casting vote appertains to the acting Deputy President of the Council.
4. In order to consider a case of particular character, a Council meeting may be convened in extraordinary course, on request of the President of the Council, any two members of the Council, or the President of the Board.
5. The President of the Council convenes a Council meeting by issuing a notification, in writing or by electronic means, to all members of the Council, with a notice period of at least two weeks.
6. The Council shall appoint a secretary to participate in each of its meetings and record minutes of the meeting.
7. Council meeting procedures, alternative means of voting and procedures for approving Council meeting minutes are set forth in the Council Internal Regulations.

§ 20. Duties of the Board

1. The Board conducts the daily operations of the Foundation, manages its property, directs its activities and represents the Foundation in external affairs.
2. The competences of the Board shall include:
 - 1) representing the Foundation in external affairs;
 - 2) managing the property of the Foundation;
 - 3) accepting donations, inheritances and legacies;
 - 4) concluding contracts of employment with research team leaders recommended by the Committee as a result of an international competition conducted by the Committee, pursuant to § 12 paragraph 2 item 2 of the Statute;
 - 5) concluding contracts of employment with research team members upon consultation with the relevant research team leader;
 - 6) concluding contracts of employment with other employees of the Foundation;
 - 7) preparation and implementation of long-term operational programmes of the Foundation, preparation of the Foundation's financial plans and submitting them to the Council for approval;
 - 8) preparation of annual reports on the operations of the Foundation (in both Polish and English) and annual financial statements of the Foundation (in both Polish and English) for the most recent calendar year, and submitting them to the Council for approval by 31 March of the subsequent year following an audit of the annual financial statement carried out by an independent auditor;
 - 9) preparation of additional reports and submitting them to the Council, upon written request from the Council;
 - 10) submission of annual reports on the operations of the Foundation to the appropriate ministry, as specified in § 2 paragraph 4 of the Statute;
 - 11) carrying out tasks with respect to all issues that are not included in the scope of competences of other bodies of the Foundation;
 - 12) granting and specifying the scope and extent of a power of attorney.
3. Management Board actions listed in § 16 section 2 item 14) require prior approval by the Foundation Council.

§ 21. Composition of the Board

1. The Management Board shall be composed of one or more members. Except as specified in § 28 paragraph 1 of the Statute, the Management Board shall include the President of the Board, the Director for Scientific Affairs of the Foundation, and, optionally, any number of Vice Presidents of the Board.
2. Individuals convicted by a final judgment for intentional offenses prosecuted by public indictment or intentional fiscal offenses cannot be members of the Board.
3. In the event of the resignation or dismissal from the position of a President of the Board, it shall be permissible for the Board to consist until the new President of the Management Board is appointed of the Director for Scientific Affairs of the Foundation and, optionally, one or more Vice Presidents of the Board.

§ 22. Appointment of the Board

1. Except as specified in § 28 and 29 of the Statute, the President of the Board shall be appointed by the Council, following selection by the Committee, from among research team leaders employed by the Foundation or candidates who have agreed to assume the position of a research team leader if appointed as President of the Board. The selection shall be made by way of an international competition conducted as specified in § 12 paragraph 2 item 1 of the Statute. As specified in § 16 paragraph 2 items 1 and 2 of the Statute, the remaining members of the Board shall be appointed and employed by the Council, in consultation with the President of the Board.
2. Board Members are appointed for a term of four years, except as specified in § 28 paragraph 3 of the Statute.
3. The mandate of a member of the Board shall expire upon:
 - 1) filing a resignation from the position of a Board member;
 - 2) dismissal from the position of a Board member due to inability to perform the function or improper performance of the function, including gross violation of the provisions of the Statute;
 - 3) expiration of the term limit specified in the Statute.
4. In the event of the President's dismissal or resignation from the Board, the Director for Scientific Affairs will perform the duties of the Grant Manager "Kierownik Projektu" in accordance with the MAB PLUS program until the outcome of the competition for a new President of the Management Board and his/her taking up this function. The rights and duties of the Grant Manager (Kierownik Projektu) are defined in the Grant Agreement for the International Research Agendas Program for Incorporated MAB Units (Competition No. 7/2017) No. MAB PLUS/2019/13, dated October 10, 2019, and the Competition Documentation for the International Research Agendas Program Modules PLUS, Competition No. 7/2017.

§ 23. Empowerment of the Board

1. Statements of will in the Foundation's name may be expressed by the President of the Board or by any two members of the Board acting jointly. If the Management Board is composed of one person, the only member of the Management Board is authorised to make statements of will on behalf of the Foundation independently.
2. The Board operates in accordance with Board Internal Regulations adopted by a resolution of the Council.

Chapter V

Closing provisions

§ 24. Financial Limitations

The Foundation shall not have the right to take actions consisting in:

- 1) Granting loans or securing the obligations from the property of the Foundation with respect to members of its bodies or employees of the Foundation as well as spouses, direct relatives or relatives by affinity, collateral relatives or relatives by affinity up to the second degree or relatives by adoption, custody or guardianship – hereinafter referred to as "related persons";
- 2) Transferring the property of the Foundation to members of its bodies or employees of the Foundation or their related persons on terms other than those applicable to third parties except where such activities are performed in furtherance of the Foundation's statutory objectives;
- 3) Using the property of the Foundation for the benefit of members of its bodies, employees of the Foundation and their respective related persons on terms other than those applicable to third parties unless such use results directly from the Foundation's statutory objectives;
- 4) Purchasing goods and services from entities in which members of the bodies or employees of the Foundation or their respective related persons have interest in, on terms other than those applicable to third parties or at prices higher than market prices.

§ 25. Amending the Statute

1. Changes in the Statute shall be decided by resolution of the Council pursuant to § 19 paragraph 3 of the Statute with exception of matters listed under § 25 paragraph 2 of the Statute.
2. Changes affecting the following sections of the Statute require a unanimous resolution of the Council undertaken in the presence of all incumbent members of the Council:
 - 1) § 5 Objectives and Scope;
 - 2) § 16 Duties of the Council;
 - 3) § 17 Composition of the Council;
 - 4) § 18 Appointment of the Council;
 - 5) § 25 Amending the Statute;
 - 6) § 26 Merger;
 - 7) § 27 Dissolution of the Foundation.
3. Notwithstanding § 25 paragraph 2 of the Statute, an Appointing Institution pursuant to § 18 paragraph 1 is entitled at any time to withdraw from the list of Appointing Institutions by submitting a written request to the Chairman of the Council. This withdrawal as Appointing Institution causes immediate removal of its appointed representative from the Council.

§ 26. Merger

1. In order to facilitate its statutory objectives, the Foundation may merge with another foundation.
2. The resolution calling for a merger with another foundation shall be adopted by the Council on its own initiative or it shall be prepared by the Board and submitted to the Council. The

Council adopts the relevant resolution when at least four members support the resolution, and upon prior consultation with the Committee.

§ 27. Dissolution of the Foundation

1. The Foundation shall be dissolved in the event of achievement of the objective for which it was established or in the event of exhaustion of its funds and property.
2. The decision on dissolution of the Foundation shall be undertaken by the Council with support of at least four of its members and following prior consultation with the Committee.
3. Upon adopting a resolution concerning dissolution of the Foundation, the Council shall appoint a Liquidator of the Foundation.
4. The empowerment of the Liquidator of the Foundation shall be equivalent to that of the Board.
5. The Liquidator should finalize ongoing matters which concern the Foundation, discharge its liabilities, liquidate its property where necessary to repay the Foundation's outstanding debt, and perform any other activities required for the Foundation to cease its activities and be struck from the National Court Registry.
6. Following the Foundation's liquidation, its remaining possessions shall be turned over to other entities whose objectives are substantially aligned with those of the Foundation, in particular to entities which engage in scientific development. Entities eligible to receive the Foundation's remaining possessions shall be identified by the Council in the liquidation resolution.
7. Having performed all activities required to effect liquidation of the Foundation, the Liquidator shall submit a motion for the Foundation to be struck from the National Court Registry.

§ 28. First term of the Board

1. During its first term the Board shall consist of one person.
2. The President of the Board during its first term as well as the Director for Scientific Affairs during the Board's first term shall be the second applicant listed in the application form submitted to the International Research Agendas competition as part of Measure 4.3 of the Smart Growth Operational Programme – dr inż. Marian Bubak.
3. The first term of the President of the Board and the term of the Director for Scientific Affairs during the Board's first term expires upon appointment of the President of the Board for the second term, pursuant to § 29 of the Statute; however, its duration may not exceed eighteen months.

§ 29. Second term of the Board

1. During its second term the Board shall consist of the President of the Board, the Director for Scientific Affairs of the Foundation, and, optionally, any number of Vice Presidents of the Board.
2. The President of the Board during its second term shall be appointed by the Council as a result of an international competition conducted by the Committee, pursuant to § 12 paragraph 2 item 1 of the Statute.

3. The Director for Scientific Affairs of the Foundation during its second term shall be the second applicant listed in the application form submitted to the International Research Agendas competition as part of Measure 4.3 of the Smart Growth Operational Programme – dr inż. Marian Bubak.
4. Second-term members of the Board are appointed to four-year terms.

§ 30. First term of the Committee

1. During its first term the Committee shall be composed of the following persons: Professor Marco Viceconti, Professor Rodney Hose, Professor Richard Clayton, Professor Marek Behr, Professor Holger Gohlke, Professor Zbigniew Nawrat, Professor Knut Koschatzky, Professor Irena Roterman-Konieczna, Professor Jerzy Gąsowski, Professor Ewa Deelman, Professor Peter Slood, Professor Jacek Kitowski, Professor Dieter Kranzlmüller, dr Stefan Zachow and dr Claire Chalopin.
2. The Chairman of the Committee during its first term shall be the first applicant listed in the application form submitted to the International Research Agendas competition as part of Measure 4.3 of the Smart Growth Operational Programme – Professor Marco Viceconti.

§ 31. Financial year

The financial year of the Foundation is equivalent to the calendar year. The first financial year of the Foundation ends on 31 December 2019.

Kraków, 21 April 2023