

REGIONAL COURT IN KRAKÓW  
Division I, Civil  
Register of Trade Unions, Associations,  
Federations Branches, and Periodicals

**Stowarzyszenie Festiwal Kultury Żydowskiej**  
**[Jewish Culture Festival Society]**

**BY-LAWS**

**Chapter I**  
**General**

1.

The Jewish Culture Festival Society, hereinafter referred to as the "Society," shall operate on the basis of the provisions of the Association Law of April 7, 1989 (published in *Dz.U.* 1990, No. 14, Item 86), and these By-laws.

2.

The Society is a legal person.

3.

The Society's territory of operation shall be the Republic of Poland.

4.

The principal office of the Society shall be in Kraków.

5.

1. The Society relies in its activities on the community services offered by its members.
2. The Society may employ workers to conduct its affairs.
3. The Society may establish its local organizational branches.

**Chapter II**  
**Goal and Principles of Operation**

6.

The objectives of the Society are as follows:

1. to restore and strengthen the awareness of the world of Jewish culture, mainly that which has been developed on the Polish soil during centuries;
  2. to disseminate knowledge of the Jewish culture heritage, display areas of contact, penetration, and mutual relations between Polish and Jewish cultures;
  3. to promote a Polish-Jewish dialog;
  4. to support and act in favor of the integration of cultural initiatives and circles promoting Jewish culture in Poland and abroad;
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5. to develop bonds between the Polish and Israeli cultures;
6. to disseminate and promote the knowledge of the history and cultural heritage of Kazimierz Jews, including the protection of heritage;
7. to conduct educational activities;
8. to prevent any instances of xenophobia, chauvinism or anti-Semitism.

7.

The Society shall attain its goal based on its operations on the territory of the Republic of Poland, as well as international activities. In particular, conducting the following activities shall attain the goal:

1. organization of the Jewish Culture Festival in Kraków, as possibly the widest presentation of Jewish culture, religious and lay, developed until 1939 and later, including the Israeli art and culture;
2. creative cooperation with both domestic and foreign organizations, representing the same or similar scopes of activities in Diaspora and Israel;
3. conducting "creativity workshops," giving a possibility of direct and authentic contact with living Jewish art;
4. promoting the works on and artists involved in Jewish issues;
5. conducting antique and gallery businesses;
6. organization of seminars, exhibitions, film shows, concerts and meetings with authors;
7. publishing;
8. tourist services;
9. cooperation with schools;
10. inspiring and conducting research and scientific works devoted to Jewish culture, with special dedication to the culture and art of Kraków's Jews;
11. production and distribution of films on Jewish issues;
12. conducting a video collection on Jewish issues;
13. conducting restaurant and other commercial businesses.

8.

The Society may conduct business operations either through its own companies, or in the form of shares in domestic corporations, companies with foreign participation, foreign companies, or by joining other business entities.

### **Chapter III Goal and Principles of Operation**

9.

The following categories of membership shall be distinguished:

1. regular,
  2. regular-founder,
  3. supporting,
  4. honorary.
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10.

1. A regular member can be a natural person who applies to the Society and is ready to contribute actively to the attainment of the Society's goal.
2. A supporting member can be either a natural or a legal person who supports the Society's activities.
3. A honorary member can be a person who is especially merited in the activities conducted for the attainment of the Society's goal.
4. Admission of regular and supporting members and striking them out of the membership list, as well as granting the title of honorary member, shall belong to the competence of the Society's Management Board.

11.

1. A regular member shall have the following rights:
  - (a) to participate in the Society's meetings in accordance with the provisions hereof;
  - (b) to elect and to be elected to the Society's authorities.
2. Supporting members shall have the right to participate in the Society's meetings with advisory power, without passive or active election rights. A supporting member, being a legal entity, may participate in the Society's meetings through its proxies.

12.

The members' obligations shall be as follows:

- (a) to work actively for the attainment of the Society's goal;
- (b) to observe the provisions of these By-laws and the resolutions of the Society's authorities;
- (c) to pay membership dues on a regular basis.

13.

1. Membership shall cease in the following cases:
  - (a) upon voluntary resignation by making a written declaration submitted to the Management Board;
  - (b) upon striking a member out of the membership list;
  - (c) upon removal from the Society.
2. Striking a member out of the membership list may be effected on the basis of a resolution of the Society's Management Board when a member has not paid dues for more than six (6) months. The same may also happen when a member offers his or her voluntary resignation or dies.
3. Removal from the Society may be effected on the basis of a resolution of the Society's Management Board when a member has either gravely breached the provisions hereof, or impaired the Society's good reputation and authority by undignified conduct, or acted to the Society's detriment.

A member shall have a right of appeal against such a resolution to the General Meeting, within thirty (30) days of the receipt thereof. The resolution approved by the General Meeting upon consideration of an appeal shall be final.

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**Chapter IV**  
**Authorities and Organizational Structure**

14.

The following shall be the Society's authorities:

1. General Meeting,
2. Management Board,
3. Audit Committee.

**General Meeting**

15.

1. The General Meeting shall be the highest authority of the Society.
2. The General Meeting may be either Ordinary or Extraordinary.

16.

An Ordinary General Meeting shall be held within four months of the end of a calendar year to consider, among others, the Management Board Report, the Audit Committee Report, and evaluation of the Society's activities. The Agenda shall be established by the Management Board.

17.

1. An Extraordinary General Meeting shall be convened either by the Management Board by its initiative, or by a written request of 1/5 members of the Society, or by request of the Audit Committee.
2. In the last two cases, the Management Board shall convene the Extraordinary General Meeting within three (3) weeks of the request.

18.

The competence of the Extraordinary General Meeting shall include as follows:

1. approval of Activity Programs and Financial Plans of the Society;
  2. consideration of the Management Board Report, the Audit Committee Report, and the evaluation of the Society's activities, with granting ratification of the Management Board performance;
  3. approval of resolutions concerning the business submitted by the Management Board, Audit Committee, or members;
  4. election of the Management Board and the Audit Committee;
  5. approval of a resolution concerning the dissolution of the Society;
  6. amendments of these By-laws;
  7. consideration of appeals against the resolutions of the Management Board concerning removal from the Society;
  8. establishing membership dues;
  9. approval of resolutions concerning the disposal of the Society's real estate.
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19.

1. All the members may participate in a General Meeting. The Management Board shall notify them of the time and venue of a General Meeting by registered letters fourteen (14) days in advance.
2. A General Meeting shall have the capacity to approve binding resolutions when at least 50% of the Society's regular members participate.
3. A General Meeting convened in the follow-up term shall have the capacity to approve binding resolutions regardless of the number of participating members.

20.

1. The resolutions of a General Meeting shall be approved by a majority of votes cast in open ballot unless the General Meeting decides to vote by secret ballot.
2. Minutes of General Meetings shall be kept.

### **Management Board**

21.

1. The Management Board shall be composed of three (3) persons elected by the General Meeting from among the members.
  2. The term of the Management Board shall last four (4) years.
  3. The competence of the Management Board shall include as follows:
    - (a) managing the Society's activities and its property, including representation of the Society outside;
    - (b) preparation of Activity Programs and Financial Plans, as well as Performance Reports;
    - (c) implementation of resolutions approved by the General Meeting;
    - (d) making decisions regarding the Society's property;
    - (e) convening General Meetings;
    - (f) admitting members and approving resolutions regarding striking members out of the list, or removal from the Society;
    - (g) acquisition of rights, contracting obligations, and accepting donations, estates, and legacies on behalf of the Society;
    - (h) establishment of committees, with opinion-making and consultation capacity;
    - (i) collection of financial resources;
    - (j) conducting business operations;
    - (k) approval of resolutions concerning the Society's membership in corporations or other business entities;
    - (l) approval of resolutions concerning the matters not reserved for the competence of other authorities.
  4. The Management Board shall have the right to co-opt not more than 1/3 of the original elected members during a term.
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22.

1. The Management Board shall elect the Chairman, Secretary, and Treasurer from among its members.
2. Management Board meetings shall take place as the need be; however, at least once every two (2) months.
3. The resolutions of the Management Board shall be approved by a majority of votes at the presence of 50% of Management Board members. In the event of equal number of votes, the Chairman shall have the casting vote.

#### **Audit Committee**

1. The Audit Committee shall be an internal audit body in the Society.
2. The Audit Committee shall be composed of three (3) persons elected by the General Meeting from among the members for a four-year term.
3. The Audit Committee shall elect its Chairman and Secretary from among its members.
4. The competence of the Audit Committee shall include as follows:
  - (a) supervision of the financial management in the Society;
  - (b) supervision of membership-due payments;
  - (c) submission of Reports to the General Meeting, including the evaluation of activities and proposals regarding granting ratification of the Management Board performance;
  - (d) presentation to the Management Board and the General Meeting remarks and proposals concerning the Society's activities.
5. The Audit Committee shall have the right to co-opt not more than 1/3 of the original members during a term.

24.

1. The meetings of the Audit Committee shall take place at least twice a year.
2. The members of the Audit Committee shall have the right to participate in the Management Board meetings with advisory capacity.
3. The resolutions of the Audit Committee shall be approved by a simple majority of votes at the presence of 50% of its members.

#### **Chapter V Financial Resources and Property**

25.

1. The property and other financial resources shall include as follows:
    - (a) membership dues;
    - (b) proceeds from collections;
    - (c) donations, estates, and legacies;
    - (d) proceeds from business activities;
    - (e) other proceeds and income.
  2. The Society's property shall also include mobile assets, real estates, property rights, shares, securities, and cash received or acquired during the Society's activities.
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26.

1. Declarations of will regarding the Society's property rights and obligations shall be made jointly by two (2) members of the Management Board, including the Chairman.

**Chapter VI**  
**Amendments and Dissolution**

27.

Amendments hereof shall be approved by the General Meeting by a majority of 2/3 of votes cast by regular members participating in the General Meeting.

28.

1. A resolution concerning the liquidation of the Society shall be made by the General Meeting by a majority of 2/3 of votes cast by regular members participating in the General Meeting.
2. In its resolution concerning the liquidation of the Society, the General Meeting shall determine the designation of its property remaining after liquidation by a majority of 2/3 of votes and by a majority of votes; however, if in the follow-up term, regardless of the number of participating members.

I certify that these By-laws comply with the provisions of law and have been entered under no. 1102 in the Register, kept by the Regional Court in Kraków, on March 1, 1995.

[Signed and sealed by:] (*illegible signature*), Court Secretary.

[Round Seal impressed with the National Emblem of Poland:]

"Regional Court in Kraków, 11."

I certify that to the best of my knowledge the foregoing is a correct and complete translation of the original document presented to me.  
Dated this 11th day of May, 2001, in Kraków. Reg. No. 62/01.

Regional Court Translator

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