

**Statutes
of the Copernicus Science Centre**

I. GENERAL PROVISIONS

§ 1

The cultural institution known as “The Copernicus Science Centre”, hereinafter the “Science Centre”, operates in particular on the basis of:

- 1) the Polish Act on Organising and Engaging in Cultural Activity of 25 October 1991 (Journal of Laws of 2012, item 406 as amended), hereinafter the “Act on Cultural Activity”,
- 2) an agreement on creating a joint cultural institution known as “The Copernicus Science Centre”, hereinafter the “Organisers’ Agreement”, concluded on 1 June 2005 between the City of Warsaw, the Polish Minister of Science and Information Technology and the Polish Minister of National Education and Sport and
- 3) the present Statutes.

§ 2

1. The Science Centre is a joint cultural institution entered in the register of cultural institutions maintained by the City of Warsaw.
2. The Science Centre’s organisers include:
 - a) the City of Warsaw, hereinafter the “City”,
 - b) the Polish Minister of Science and Higher Education, hereinafter the “Minister of Science” and
 - c) the Polish Minister of National Education, hereinafter the “Minister of Education”,
hereinafter the “Organisers”
3. The Science Centre’s registered office is in Warsaw.
4. The Science Centre operates in the Republic of Poland and abroad.
5. While pursuing its objectives and tasks, the Science Centre cooperates with Polish and international institutions, with the government administration and with local governments, educational institutions, the media, as well as with other legal entities, unincorporated organisational units and with individuals.
6. The Organisers ensure the funding necessary for the Science Centre’s maintenance and development within the scope and terms specified in the Organisers’ Agreement and in accordance with the applicable provisions of law.
7. The Science Centre independently manages the assets assigned to it or acquired by it and handles its own financial management within the scope of its own financial resources, utilizing these assets and funds effectively.

II. SCOPE OF ACTIVITY

§ 3

The purpose of the Science Centre's activity is to build scientific and social capital and to change the culture of education by engaging society, particularly visitors, in various forms of activity, as well as to carry out research-and-development (R&D) work and scientific research towards the above objectives.

§ 4

1. The Science Centre pursues the objectives specified in § 3 by performing cultural, educational and scientific activity, in particular by:
 - a) ensuring its visitors a high-quality experience, through the arrangement of a workshop space and by providing access to exhibits which enable independent observation, experimentation, creation and construction, as well as through visitor interactions with scientists, science-explainers and other visitors,
 - b) performing R&D work with regards to the design of exhibits and devices enabling independent observation and experimentation,
 - c) facilitating visitors' active discovery of R&D processes by creating and delivering laboratory classes and workshops,
 - d) fostering better understanding of the nature of various phenomena, the history of research on them and their applications, through novel narrative forms of presentation,
 - e) designing and developing various forms of science communication and researching interactive cognitive and social processes in their participants,
 - f) creating a space for aesthetic experiences by exhibiting works of art and organising artistic events,
 - g) engaging in scientific research, basic research, and development work, in particular in the fields of science, technology, multimedia, space-related issues, as well as with regards to educational methods and tools aimed at harnessing existing knowledge for creating and developing innovative products, projects and services to further the popularisation of science,
 - h) disseminating the results of the work described in item g) through publishing, conferences, training sessions and advisory services and promoting their broad use by developing a network of educators,
 - i) developing and supporting communities engaged in educational development and creating scientific capital by promoting and participating in local, regional and international networks,
 - j) making visitors more familiar with space-related issues as well as other scientific and cultural issues by organising shows at the planetarium,
 - k) creating specialist planetarium infrastructure and using it for shows and films,
 - l) inspiring, organising or co-organising meetings, lectures, conferences, training sessions, workshops, shows, events and ceremonies as well as other events of a scientific, technological, pro-innovative, artistic and social nature,

- m) creating a high quality public space with a programme open for all social groups, harnessing the potential of the Science Centre's riverfront location in Warsaw and the engagement of the local community,
- n) implementing research projects independently and in cooperation with national and foreign science centres,
- o) creating travelling exhibitions and making them available to local communities,
- p) supporting the development of public and non-profit centres of similar character and objectives,
- q) developing cooperative relations with foreign institutions as sources of competence and the possibility of presenting Poland's achievements internationally,
- r) communicating through websites, newsletters, the media and social media, as well as drafting, publishing and disseminating books, magazines and multimedia materials on its activity.

2. The Science Centre may implement scholarship programmes within its scope of activity in accordance to the applicable provisions of law.
3. The Science Centre may establish local branches.

III. ORGANISATION Managing Authority

§ 5

The managing authority of the Science Centre is its Managing Director, appointed for specific period of 5 years, in accordance with the terms specified in § 8.

§ 6

1. The Science Centre is an employer in the sense of provisions of the Polish Labour Code of 26 June 1974 (Journal of Laws of 204, item 1502, as amended).
2. All actions with respect to the Managing Director of the Science Centre under the scope of labour law, with regards to commencing and terminating the employment relationship under the terms and conditions specified above, granting awards and applying any penalty for breach of employment obligations, are performed by the Mayor of Warsaw.

§ 7

1. The Managing Director manages the Science Centre's operations and represents the Science Centre.
2. The Managing Director's tasks include in particular:
 - a) ensuring the performance of the statutory objectives through proper planning and creating the conditions necessary for the pursuit of the Science Centre's operating programme,
 - b) ensuring the Science Centre's development by setting out its strategies, forging strategic agreements and partnerships, procuring funds for the operations and creating the conditions necessary for the professional development of its employees,
 - c) general supervision over the Science Centre's movable and immovable assets,
 - d) presenting financial plans and subsequent reports on their actual performance to the appropriate institutions and to the Organisers,

- e) issuing orders, regulations, decisions and other internal by-laws of the Science Centre,
- f) performing all actions under the scope of labour law with respect to the Science Centre's employees,

3. The Organizers must be consulted on any decision by the Managing Director involving:

- a) concluding an agreement involving the disposal of rights or contracting an obligation amounting to over five million PLN, or the equivalent in other currencies,
- b) disposing of the Science Centre's assets with a one-time value in excess of three million PLN, or the equivalent in other currencies.

§ 8

1. The Managing Director of the Science Centre is appointed by the City. The Managing Director's appointment takes place upon the Organisers' approval, subject to the provisions of items 2 to 9 and subject to the requirements specified in the law.
2. An outgoing Managing Director may be appointed to the position again.
3. A natural person meeting the requirements of law may be appointed to the position of Managing Director of the Science Centre. The decision to appoint a Managing Director will be made taking into account the following additional requirements:
 - a) a master's degree or similar university diploma,
 - b) at least 5 years' work experience,
 - c) at least 3 years' experience in management positions,
 - d) documented, lasting contributions to science communication and informal education,
 - e) excellent knowledge of written and spoken English,
 - f) enjoying unrestricted civil rights and having no criminal record for any offence committed intentionally or any fiscal offence.
4. In the case of each replacement of the Managing Director of the Science Centre, the City is obliged to ask the Programme Council to present each Organiser with a candidate or candidates for the position within 21 days from the date of receipt of such a request in writing, subject to Clause 5. The request is conveyed to the other Organisers for notification purposes.
5. The Programme Council may at its own initiative ask the Organisers to present a candidate or candidates for the position of Managing Director of the Science Centre.
6. The Organisers may accept the Programme Council's suggestion or reject it within 14 days from its receipt and suggest their own candidate. Each of the Organisers may suggest their own candidate also in the event that no candidate is suggested by the Programme Council within the time limit specified in Clause 4.
7. If a candidate for the position of Managing Director is suggested by one of the Organisers, the opinion of the Programme Council must be consulted (which the Council issues at the City's request within 7 days from its receipt of such request) and the candidate must be approved by the other Organisers.
8. The candidate approved by the Organisers is appointed to the position by the City.

9. If:

- a) the Programme Council fails to present, and the Managing Director fails to suggest at least one candidate for the Science Centre's Managing Director within the time limit specified in Clause 4 and 6,
or
- b) the Organisers fail to agree on any of the suggested candidates within 21 days from the expiry of the time limit described in Clause 6,

the selection of a candidate for the position of Managing Director will proceed in accordance with the competition procedure announced by the City.

10. To carry out this competition procedure, within 21 days from the expiry of the time limit specified in Clause 9 items a or b, the Organisers will specify the competition rules and will appoint a selection board comprising 9 individuals. The selection board will include 2 individuals appointed by the Minister of Science, 2 individuals appointed by the Minister of Education and 4 individuals appointed by the City. The Chairman of the Science Centre's Programme Council will chair the selection board.

11. If the Organisers fail to agree on the rules of the competition within the time limit specified in Clause 10, the competition will be carried out by the City under terms and conditions analogical to the procedure specified in the provisions regulating the competitive selection of directors for cultural institutions, described in Article 16 of the Act on Cultural Activity, except for Article 16 Paragraph 4 of the Act on Cultural Activity.

12. The City will appoint as Managing Director the candidate who meets the conditions specified in Clause 3, selected in the competition procedure, within 7 days from its conclusion.

13. If a vacancy is created as a result of a change in the position of Managing Director, upon obtaining a positive opinion from the other Organisers and the Programme Council of the Science Centre, the City will appoint an acting Managing Director for the period until a new Managing Director takes office. An opinion on candidates for the above position should be issued within 7 days from the receipt of the City's request in this regard. If the above opinion is negative after the City has three times presented candidates for the position of acting Managing Director, or if the Organisers fail to issue any opinion on this within 7 days from the receipt of the request from the City, the City may appoint an acting Managing Director without obtaining a positive opinion from the other Organisers and the Programme Council.

§ 9

1. The Managing Director may be dismissed from his or her position by the City at any time before the expiry of his or her term, in cases provided for in the provisions of law.
2. The dismissal of the Managing Director takes place at the initiative of the City with the written consent of the Minister of Science and the Minister of Education, or at the request of another Organiser, with the consent of the other Organisers, having consulted the opinion of the Programme Council and in compliance with the requirements of law.
3. An individual dismissed from the position of Managing Director continues to perform his or her duties until another Managing Director is appointed, unless the City decides otherwise. In such case, the City designates another individual to perform the duties of the Managing Director during this period, in accordance with the provisions of Clause 13.

§ 10

1. The Managing Director manages the Science Centre with the assistance of six directors:
 - a) the Programme Director,
 - b) the Director for Education,
 - c) the Director for Scientific and Artistic Events,
 - d) the Director for Development,
 - e) the Administrative Director,
 - f) the Director for Investments, appointed only if large investment projects are implemented,
2. The Managing Director appoints and dismisses these directors. While appointing them, the Managing Director specifies the scope of their responsibilities.

§ 11

1. Actions on behalf of the Science Centre may be performed by the Managing Director solely, or by two individuals authorised by him jointly. Only the directors indicated in § 10 Clause 1 and the Chief Accountant may be so authorised.
2. The Science Centre's Managing Director may authorise an individual to act solely on behalf of the Science Centre, for actions which do not contract financial obligations amounting to more than 50,000.00 PLN, each time specifying the specific scope of such authorisation.

§ 12

The internal organisation of the Science Centre and the scope of the tasks of its organisational units are specified by the Organisation Regulations approved by the Managing Director, after consulting the opinions required by the Act on Cultural Activity.

Advisory Bodies

§ 13

1. The Programme Council is an advisory body to the Managing Director of the Science Centre. It comprises 8 to 16 members appointed for six-year terms, selected from among outstanding representatives of circles related to science, education, art, civic society and business, from Poland and abroad.
2. The Programme Council is appointed by the Organisers under a written agreement.
3. The Organizers appoint Programme Council members, taking into account the candidates for the Programme Council recommended by the Managing Director of the Science Centre.
4. The tasks of the Programme Council include supervising the Science Centre's mission and duties towards society, in particular supervising the performance of objectives specified in § 3 and advising the Managing Director with regards to the programme of activity.
5. The competences of the Programme Council include:
 - a) advising and expressing opinions on the Science Centre's strategic plans,

- b) advising and expressing opinions on the substantive activity of the Science Centre,
- c) issuing opinions on the Science Centre's annual financial plans and annual activity programmes,
- d) issuing opinions on annual reports concerning the actual performance of the financial plan and activity programme,
- e) suggesting candidates for the position of the Science Centre's Managing Director to the Organisers, in accordance with the terms specified in § 8,
- f) expressing opinions on appointing and dismissing the Science Centre's Managing Director, in accordance with the terms specified in § 8 and § 9,
- g) presenting suggestions of new undertakings within the scope of the Science Centre's activity to the Managing Director,
- h) initiating and maintaining strong links between the Science Centre and its cultural, scientific, educational and social environment,
- i) securing support from the public, non-governmental and business sectors for the performance of the Science Centre's objectives and tasks.

6. The work of the Programme Council is managed by its Chairman, appointed by the Organisers under the written agreement described in Clause 2.

7. If the Programme Council fails to express an opinion on an issue stipulated as a competence of the Organizers or the Managing Director, with regards to which its opinion must be consulted in accordance with the Organiser's Agreement or the Statutes, the Organiser or the Managing Director respectively may make a decision of their own accord. Before making such a decision the Managing Director should first consult the Chairman or, in his absence, the Deputy Chairman of the Programme Council.

8. Membership in the Programme Council expires:

- a) as a result of a written resignation, filed to the Chairman of the Council – or, in the case of the Chairman's resignation, to the Organisers,
- b) when the Programme Council's term expires,
- c) as a result of a member's dismissal from the Programme Council,
- d) as a result of the death of a Programme Council member,
- e) when a Programme Council member receives a legally binding conviction for a criminal offence committed intentionally,
- f) as a result of a legally binding judgement by a court against a member of the Programme Council involving the loss of their civil rights, a prohibition against holding positions in public institutions, a prohibition against performing their profession or a prohibition against conducting business activity,
- g) as a result of a Programme Council member being detained.

9. A member of the Programme Council may be dismissed pursuant to a unanimous decision of the Organisers, having consulted the Managing Director of the Science Centre and the Chairman of the Programme Council.

10. Programme Council vacancies are filled during the Council's term by a unanimous decision of the Organisers, at the request of at least one Organiser or at the request of the Programme Council or the Managing Director.
11. The Programme Council's means of organisation and operating methods are specified in the regulations adopted by the Programme Council.
12. Organisational and administrative services for the Programme Council are provided by the Science Centre.

§ 14

1. The Managing Director may set up councils, boards or consulting teams, of a standing nature or for the performance of a specific undertaking. In his or her decision on appointing such a council, board or team, the Managing Director specifies the purpose of its creation, its tasks and its means of proceeding, as well as the means by which this body issues opinions.
2. Such a council, college or team comprises individuals appointed by the Managing Director from among the employees of the Science Centre or from other circles.

IV. FINANCIAL MANAGEMENT

§ 15

1. The Science Centre conducts its financial management under the terms specified in the Act on Cultural Activity.
2. The basis of the Science Centre's financial management is its annual financial plan prepared by the Managing Director, in observance of the amounts of the annual subsidies provided by the individual Organisers for the Science Centre's activity, agreed in accordance with the rules provided for in the Organisers' Agreement.
3. By 15 April each year, having consulted the opinion of the Programme Council, the Managing Director drafts and presents to the Organisers a draft annual financial plan of the Science Centre for the following year.
4. The Science Centre's assets may be utilised only for its statutory purposes.
5. Each year, by 15 April, the Managing Director drafts and presents to the City an annual report on the actual performance of the activity programme of the Science Centre and a report on the actual performance of its financial plan for the last year.
6. The reports described in Clause 5 are approved by the City after receiving the opinions of other Organisers.
7. Each year, by 31 March, the Managing Director drafts and presents to the City the financial statements of the Science Centre.
8. The report described in Clause 7 is approved by the City after receiving the opinions of other Organisers.
9. The selection of an auditor for reviewing the financial statements described in Clause 7 is made by the City from among the offers forwarded by the Managing Director, having consulted the other Organisers.

10. The City notifies the other Organisers about the approvals described in Clauses 6 and 8 and about the selection of the auditor.

§ 16

1. The Science Centre's revenues include:
 - a) subsidies from the Organisers,
 - b) income from selling tickets,
 - c) income from business activity,
 - d) funds received from natural and legal persons,
 - e) revenues from other sources.
2. The Science Centre may engage in business activity, as an additional form of activity, in accordance with the terms specified in the applicable provisions of law, in particular with regards to:
 - a) developing specialist equipment, exhibits and elements thereof,
 - b) drafting expert opinions, reports and providing consulting services,
 - c) manufacturing souvenirs and educational sets,
 - d) publishing services,
 - e) selling books, magazines, souvenirs and educational sets,
 - f) selling licences and copyrights,
 - g) photographic and film services,
 - h) tourism related services,
 - i) advertising, promotion and sponsoring services,
 - j) event, training, course and conference organising services,
 - k) leasing the Science Centre's assets, including its premises.
3. The funds earned from business activity may be used solely for the purposes of funding the Science Centre's statutory operations.

V. AMENDMENT OF THESE STATUTES

§ 17

Any amendments to the Statutes require the unanimous agreement of all the Organisers and enter into force as of the date when a written agreement is signed in this regard.