

Arnošt Lustig Foundation: Statutes of International Board of Trustees

International Board of Trustees (further only “Board”)

1. Introductory provisions

- 1.1. The Board contributes to the Foundation’s mission, good name, and visibility on a global scale, with an eye to a diversity of perspectives enriching its activities.**
- 1.2. The Board is the Foundation’s advisory body consisting of respected and esteemed individuals. Like the Foundation’s executive board, this body appreciates the humanist principles, values, and experience of Arnošt Lustig, keeping in mind his exceptional literary and cinematic legacy and the European and worldwide context of his life story. The board realizes the importance of the timeless intellectual legacy of this writer, Shoah witness, and humanist, including his ability to tell the difference between good and evil and to say NO to totalitarian regimes regardless of the**

geographical borders within which the Foundation operates. At the same time, the Board is aware of the message contained in Arnošt Lustig's artistic work regarding the universal nature of man, meaning his message about us and about what is most important in life.

2. Area of activity

2.1. In performing their functions, the members of the Board shall, at their meetings and elsewhere and either on their own accord or in response to a request from the president of the executive board, provide recommendations aimed at fulfilling the Foundation's mission and objectives.

2.2. The members of the Board have the right to:

- a) be invited to all of the Foundation's activities;
- b) receive all reports and information related to the Foundation's activities, including those necessary for evaluating these activities.

3. Rules for membership

3.1. Above all, members share the Foundation's humanist values and enjoy an international professional reputation for their outstanding contributions in fields covered by the Foundation's activities. These include the following areas in particular: art, human rights, social sciences and the humanities, education, media and communications, and entrepreneurship. The Board's members identify with the mission, purpose, and objectives of the Foundation, which they hope to support through their actions.

- 3.2. Membership on the Board is honorary and members have no claim to remuneration for the performance of their duties.**
- 3.3. In performing their duties, members are obligated to act with proper care for preserving the Foundation's good name.**
- 3.4. In performing their duties, members are obligated to observe the Foundation's Code of Ethics and other internal regulations.**
- 3.5. In performing their duties, members are obligated to observe confidentiality regarding any information related to the Foundation; the Foundation's current and planned strategies, activities, donations, programs, and projects; the Foundation's income and expenditures; and members of the Foundation's bodies or persons that work with the Foundation.**

4. Number of members and term of office; president

- 4.1. The minimum number of the Board's members is 8 (in words: eight); the maximum number is 13 (in words: thirteen), depending on a decision from the executive board.**
- 4.2. Members of the Board are nominated by the Foundation's executive board. Nominees must have received prior consent from both founders, if they are still living and on the executive board. Should one of the founders no longer**

be alive or no longer be performing the duties of a member of the executive board, the second founder has veto power.

4.3. The term of office of members of the Board is 3 (in words: three) years. All members of the Board may be elected to multiple terms.

4.4. The president of the Board is named by the executive board upon prior consent from the founders. The term of office of the president of the Board is 3 (in words: three) years. Additional terms of office or vice-presidents of the Board are voted on by the Board from among its members. The Board may also remove the president from office.

5. Convening the Board; decision-making

5.1. The Board shall convene as needed, but at least once (1x) every 12 (in words: twelve) months.

5.2. Meetings must be attended by at least three quarters of all members.

5.3. Meetings can be held as in-person meetings or remotely or as a combination of both forms, depending on members' ability to travel and on the Foundation's financial capacity to cover, in accordance with the conditions of the decision to convene, the costs associated with the meeting.

5.4. Meetings of the Board are called by the Board's president. If the president fails to convene the board even when demanded by the Foundation's interests, a meeting of the Board may be called by any other member of the Board. If no member of the Board calls a meeting within 7 (in words: seven) days after eleven months have passed since the

previous meeting, this task shall be undertaken by the president of the executive board.

- 5.5. Meetings are called via written invitation sent to all members of the Board and of the executive board. The invitation shall indicate the place, date, and hour of the meeting and the meeting agenda. The invitation must be delivered to the members of the Board and the members of the executive board as guests (observers) at least 7 (in words: seven) days in advance. Meetings of the Board may be called electronically by sending the invitation and agenda to the Board members' electronic addresses listed in the minutes of the meeting of the members of the executive board.
- 5.6. The Board makes decisions via a vote by its members. When making decisions, each member of the Board in attendance has one vote. Decisions are passed by majority vote of those present. In case of a tie vote, the president's vote is decisive. Members of the executive board attend the meeting as guests (observers) without the right to vote.
- 5.7. The Board can also make decisions outside of meetings with any number of Board members using remote technologies such as a telephone or the internet. The president is entitled to call meetings for such a purpose by sending the proposal for the decision to both addresses (regular mail and electronic) on the list of members of the Board and members of the executive board as contained in the foundation register.

The proposal for the decision shall also include a deadline for members of the Board to submit their opinion, including abstentions from voting, in written form using remote technological means, via regular mail, or both. The deadline may not be shorter than 7 (in words: seven) days or longer than 20 (in words: twenty) days. Members of the Board who do not deliver their approval with the proposed resolution within the above-indicated deadline, shall be considered to have abstained.

- 5.8. With the consent of the president of the Board, any member of the Board may, at his or her discretion, invite members of the Foundation's other bodies or staff or other experts in fields related to the Foundation's mission; in such a case, the member is obligated to, without undue delay, inform the other members of the Board and the members of the executive board as to which persons he or she has invited to the Board meeting and for what reasons. The total number of invited persons shall not exceed 2 (in words: two) for any meeting of the Board. This limitation does not apply to attendance by members of the executive board.
- 5.9. Meetings of the Board are presided over by the president. A record of the meeting, written up by the meeting secretary, shall be made within 7 (in words: seven) days of the meeting. The secretary is nominated by the Board president. The minutes of the Board's meeting are signed

by the Board president and the secretary appointed by the president.

- 5.10. The president of the Board shall submit the Board's decisions in writing via electronic mail to the executive board within 15 (in words: fifteen) days of the meeting.
- 5.11. Costs associated with the meeting of the Board shall be paid by the members from out of their own pocket. Only if the executive board has given prior written consent to cover any expenses shall the Foundation cover such expenses to the extent determined by the executive board.

6. End of membership

- 6.1. Membership on the Board comes to an end with:
 - a) death;
 - b) expiry of the term of office;
 - c) removal;
 - d) resignation;
 - e) the Board's abolition.
- 6.2. The executive board may remove any member of the Board, among other things for serious or repeated violations of one or more of the Board members' rules of behavior and/or duties or if they otherwise act in a manner not compatible with the Foundation's interests. If the executive board fails to do so without undue delay, the removal of said member may be decided by the Foundation's founders if they are living; otherwise the decision is done by the surviving founder. Removal of a member of the Board is done via

written decision delivered to the member in question via regular or electronic mail, with an electronic copy sent to the other members of the Board. The member's term of office ends on the day given in the announcement, but not prior to the day of its delivery.

- 6.3. Members of the board may resign their office via written declaration delivered to the president of the executive board. In such a case, the member's term of office ends thirty days after delivery of the written declaration to the president of the executive board.
- 6.4. If a member's membership on the Board comes to an end, the executive board is not required to elect a new member in his or her place on the assumption that the Board will have at least its minimum number of members.
- 6.5. If a member's membership on the Board has come to an end for one of the above-mentioned reasons, the member whose term of office has come to an end is obligated to return, without undue delay, any documents or things owned by the Foundation and to observe confidentiality regarding any information related to the Foundation; the Foundation's current and planned strategies, activities, donations, programs, and projects; the Foundation's income and expenditures; and members of the Foundation's bodies or persons that work with the Foundation, and to do so for a period of at least 3 (in words: three) years from the day on which their membership came to an end.

- 6.6. The Board may be abolished by a decision of the executive board, among other things if this body is no longer of benefit to the Foundation. Such decision shall be delivered to the members of the Board in writing and via electronic mail.**
- 6.7. Upon conclusion of membership, the member whose membership has come to an end is no longer entitled to make use of any status or to in any way associate his or her name with the Foundation and its activities.**