



# Foundation Statute

## The Congress of Civic Democratic Movements

### Chapter I

#### General Provisions

##### §1

1. Foundation, in the Statute hereafter called “The Foundation”, carries out its activities under the name “Congress of Civil Democratic Movements”.
2. The Foundation was created by Robert Hojda, hereafter called the Founder, on the basis of the notary drawn up by the notary Tadeusz Miron Hamera in Grojec, on October 11, 2019.
3. The headquarters of the Foundation is located in the city of Warsaw.
4. The Foundation may establish its branch offices, affiliates, clubs, and also join other foundations, associations and organisations.

##### §2

1. For the proper implementation of its statutory objectives, the Foundation’s activity encompasses the territory of the Republic of Poland, however, to an extent necessary for the implementation of its objectives, the Foundation has the right to perform its activities also outside the territory of the Republic of Poland.
2. For the purpose of its international co-operation, the Foundation is permitted to use its name as translated into other languages.

##### §3

The proper minister as related to the objectives of the Foundation is The Minister of Science and Higher Education.

### Chapter II

#### Objectives, means and principles of the activities of the Foundation

##### §4

Objectives of the Foundation are as follows:

- 1). Ensuring a comprehensive development of the Polish society;
- 2). Activity in favour of social, cultural, information, scientific and educational for the development of democracy in Poland;
- 2). Activities supporting protection of human rights;

- 3). Activities in favour of rapprochement of the societies of Central and Eastern Europe and other nations within the European Union;
- 4). Work for the purpose of Poland's involvement in the strengthening of European unity, which is the crucial condition of Polish freedom and independence.

## §5

The Foundation performs its statutory objectives through:

2. Supporting institutions:
  - a. Whose activities aim at protection and promotion of values incorporated in the Constitution of the Republic of Poland;
  - b. Acting in purpose of agreement among and integration of civil movements in Poland;
  - c. That promote activities for the creation of civil society;
  - d. Providing direct assistance to representatives of local democratic communities, who fall victim to repression for their democratic and human rights activities;
  - e. Active in the field of protection of the civil rights and freedoms, equal rights of women, rights of the disabled, as well as protection of sexual, national, ethnic, religious and cultural minorities;
  - f. Carrying out activities in support of civil access to information, legal assistance and the system of justice, as well and promoting the conduct of civil activity and responsibility;
  - g. Whose objectives are to create culture of social dialogue, including social and electronic media, in the spirit of respect for differentiated opinions and for other members of debates, irrespective of their beliefs or worldview.
3. Organisation of public and cultural events, picket lines, demonstrations, concerts and other events that demonstrate and promote democratic and European values;
4. Promotion of the protection of natural environment in Poland and Europe, as well as shaping attitudes of responsibility for the state of environment.
5. Recognition of preservation of historic values, support for activities and institutions promoting Polish and European patriotism.

## Chapter III

### The Foundation's property and income

## §6

1. The capital of the Foundation is comprised of its statutory fund in the amount of 2.500,- PLN (two thousand five hundred PLN) contributed by the Founder, as well as financial

assets, property rights, including fixed property and movables, and also other possessions and rights acquired by the Foundation.

2. The Foundation's income comprises in particular:
  - a) Donations, subventions, grants, bequests, inherited property and other gratis benefits,
  - b) Income from fundraising, auctions and public events organised by the Foundation or for the Foundation,
  - c) Bank interest and other capital income,
  - d) Payments and contributions made by members of projects organised by the Foundation.
3. Incomes from the Foundation's property may only be used for the realisation of its statutory objectives and for covering necessary costs of the Foundation's activity.
4. From the statutory fund of the Foundation the sum for its economic activity amounts to 1.000,- PLN (one thousand PLN).
5. The Foundation conducts economic activity only for the realisation of its statutory objectives.
6. The scope of the Foundation's economic activity is as follows:
  - a) 47.61.Z – retail sales of books conducted in specialised shops;
  - b) 47.62.Z – retail sales of newspapers and articles conducted in specialised shops;
  - c) 47.63.Z - retail sales of sound and audiovisual recordings conducted in specialised shops;
  - d) 58.1 – publishing of books and periodicals, as well as other editorial activity, with the exclusion of software;
  - e) 59.1 - activity connected with films, video recordings and TV programmes;
  - f) 59.2 – activity in the scope of sound and musical recordings;
  - g) 62.09.Z – the remaining service activity within IT and computer technologies;
  - h) 63.12.Z – activity in the field of web portals;
  - i) 73.11.Z – activity of advertising agencies;
  - j) 82.30.Z – activity involving organisation of fairs, exhibitions and congresses;
  - k) 85.52.Z – extracurricular forms of artistic education;
  - l) 85.60.Z – activity supporting education;
  - m) 90.01.Z – activity connected with staging of artistic events;
  - n) 90.02.Z – activity in support of staging of artistic events;
  - o) 90.04.Z – activity of cultural institutions.

## Chapter IV

### Bodies of the Foundation

#### §7

1. Bodies of the Foundation are:
  - a) Management Board
  - b) Foundation Board
  - c) Founder
2. Management Board is an executive organ of the Foundation, it manages current activities of the Foundation and is its representative outside the Foundation.
3. Management Board consists of 1 to 3 persons, including President of the Management Board.
4. Member of the Board and President of the Board are appointed and recalled by the Founder. Member of the Management Board can also be recalled by the Foundation Board. Resolution on recalling member of the Management Board can be passed only by an absolute majority with participation of all members of the Foundation Board..
5. Member of the Management Board cannot become member of the Foundation Board.
6. In case of a one-man Management Board, this Management Board's member performs the duties of the President of the Board. When appointing more members of the Management Board, the Founder chooses among the members and appoints President of the Board and alternatively Deputy President of the Board. Appointment of the President, Deputy President and member of the Management Board is performed for an indefinite period of time.
7. Membership of the Management Board expires as a result of:
  - a) Recall by the Founder or the Foundation Board;
  - b) Submission of written resignation to the Foundation's address;
8. In case of a one-man Management Board, declarations of intent on behalf of the Foundation can be made solely by the President of the Board acting independently.
9. In case of a two-person Management Board, declarations of intent on behalf of the Foundation can be made independently by the President of the Board or together with the other member of the Board. In case of a three-member Management Board, the Foundation is represented by its President or by 2 members of the Board acting together.
10. In agreements between the Foundation and the Founder, the Foundation is represented by the Management Board, unless the Founder is also member of the Board. In such case the Foundation is represented by 2 members of the Foundation Board.
11. In agreements between the Foundation and a member of the Management Board, the foundation is represented by 2 members of the Foundation Board.

12. Meetings of the Management Board are convened by every member of the Board on his own initiative or at the request of the Founder. Information concerning time of the meeting should be sent via electronic mail or recorded delivery letter, delivered 3 days before the planned meeting at the latest. All members of the Board and the Founder (who has the right to participate in it) should be informed about the meeting.
13. All matters requiring decision of the Management Board can be undertaken through written vote or with the use of means of direct contact at a distance, without holding a meeting. A decision taken this way is valid when all members of the Board have been informed about the content of the decision project. Such a decision should be confirmed in writing by the President of the Management Board or – in case of his absence – by another member of the Board, who should then inform all members of the Board.
14. Management Board takes decisions through simple majority. Should the votes divide equally, the casting vote shall be that of the Head of the Foundation Board.

## §8

1. Foundation Board is a supervisory and consultative body of the Foundation, whose competencies are determined by this Statute.
2. Foundation Board consists of four to nine members. Members of the Foundation Board, including Head of the Board, are appointed by the Founder from among persons indicated by the Foundation Board. Resolution of the Foundation Board indicating these persons to the Founder should be taken by an absolute majority of votes with all the members of the Foundation Board present.
3. Appointment of a member of the Foundation Board is made for an indefinite period of time. Members of the first Foundation Board the Founder appoints according to his own will.
4. Membership of the Foundation Board expires as a result:
  - a) Recall by the Founder of the Foundation Board;
  - b) Submitting of written resignation to the Foundation's address;
5. Member of the Foundation Board can be recalled by the Founder of the Foundation Board at any time. Members of the Foundation Board can pass a resolution to recall a member of the Foundation Board should be made by an absolute majority with all its members present.
6. Meetings of the Foundation Board are convened by its Head or by two members of the Board on their own initiative or at the request of the Founder. Information about the date of the planned meeting should be sent via electronic mail or recorded delivery letter, delivered at least 7 days before the meeting. All members of the Board and the Founder (who has the right to participate in it) should be informed about the meeting.
7. All matters requiring resolution of the Foundation Board can be undertaken through written vote or with the use of means of direct contact at a distance, without holding a meeting. Resolution of the Foundation Board concerning recall of a member of the Management

Board or recall of a member of the Foundation Board can be passed only at the meeting of the Foundation Board.

8. Resolution of the Foundation Board is valid only if all members of the Foundation Board have been informed about the meeting and its planned agenda.
9. Passing a resolution through direct contact at a distance requires written confirmation of the passing of a resolution by the Head of the Board or – in case of his absence – by another member of the Board, of which he informs the remaining members of the Board and the Founder, via electronic mail or recorded delivery letter. Vote according to the above procedure is excluded in matters concerning examining reports of the Board's activities and vote of approval for members of the Board for fulfilling their tasks.
10. Foundation Board passes resolutions by simple majority during a meeting (or through a vote with the use of means of direct contact at a distance) on condition that at least half of the Board members are present. Should the votes divide equally, the casting vote shall be that of the Head of the Foundation Board.
11. Foundation Board is responsible for:
  - a) Examination of reports of the Management Board's activities and granting vote of approval for it;
  - b) Supervision and control over work of the Management Board;
  - c) Examination of all documents and data concerning activities of the Foundation, as well as demanding explanations from members of the Management Board;
  - d) Submitting reports on the Board's activities to the Founder;
  - e) Recalling members of the Board;
  - f) Recalling members of the Management Board and the Programme Board;
12. Indicating to the Founder of persons from among whom he should choose members of the Foundation Board.
13. Putting forward a proposal to appoint the Programme Board.

## §9

The Founder is responsible for:

1. Appointment and recall of the members of the Management Board;
2. Appointment and recall of the members of the Foundation Board;
3. Introducing amendments to the Foundation's Statute;
4. Making decisions about consolidation with other foundations;
5. Making decisions about dissolution of the Foundation, appointing a liquidator and about the transferring of the Foundation's property;
6. Accepting reports of the activities of the Management Board and the Foundation Board;

7. Putting forward proposals to the Head of the Board to convene meetings and participation in the Board's meetings. If the Founder is not the Foundation Board's member, he can take part in the meetings but without the right to vote;
8. Putting forward proposals to the President of the Management Board to hold a meeting of the Board and participation in the meeting. If the Founder is not the Management Board's member, he can take part in it but without the right to vote;
9. Giving his consent in writing to purchase by the Foundation of fixed property and other property rights of over 20,000 PLN worth;
10. Providing written approval for encumbrance of the Foundation's assets with limited real rights or taking a bank loan of amount exceeding 10,000 PLN;
11. Providing written approval for making declaration by the Management Board about rejection of an inheritance by the Foundation;
12. Providing written approval for purchasing shares in a company or creating a company with the Foundation's participation;
13. Submitting to the Management Board and the Foundation Board of proposals, motions and remarks in all matters concerning the Foundation.

## **§10**

1. The founder, independently or on the request of the Foundation Board, can appoint the Program Board, who is not part of the Foundation's authorities. The Program Board consists of three to five members and performs only consultative and advisory functions.
2. Members of the Program Board are appointed by the Founder for the period of one year. Appointment to the Program Board can take place several times.
3. The Program Board can choose its Head who would organise the Board's work.
4. Meetings of the Program Board are convened by the Founder or the Head of the Program Board.
5. Resolutions of the Program Board are passed by simple majority, when at least half of the Board's members are present. Should the votes divide equally, the casting vote shall be that of the Head of the Program Board.
6. The Program Board is in particular responsible for:
  - a. consulting and advising The Management Board and the Founder in the scope of matters submitted to the Board;
  - b. presenting to the Management Board or the Founder of opinions, initiatives and proposals on all the matters concerning Foundation's activity;
  - c. trying to obtain new forms of organisational, conceptual and financial support for the Foundation's activity.
7. Member of the Program Board can be recalled at any time.

8. Membership in the Program Board expires as a result of:
  - a. recall by the Founder;
  - b. recall by the Foundation Board. Resolution of the Foundation Board should be passed by an absolute majority of votes by all members of the Foundation Board;
  - c. submitting of written resignation to the Foundation's address.

## **Chapter V**

### **Amendment to the Statute**

#### **§11**

Amendments to the Foundation's Statute require written decision of the Founder or resolution of the Foundation Board, in case described in paragraph 13 of the Statute.

## **Chapter VI**

### **Concluding provisions**

#### **§12**

1. Foundation can consolidate with other foundations.
2. Consolidation with other foundations can be decided by the Management Board upon prior consent of the Foundation Board and the Founder.
3. Decision about liquidation of the Foundation, designating a liquidator and transferring the Foundation's property is taken by the Founder.
4. Financial assets and its property after liquidation of the Foundation will be transferred for organisations, whose goals are close to or identical with those of the Foundation.

#### **§13**

1. In case of the Founder's death, the Foundation Board acquires additional competences foreseen in article 2 and 3 below, on condition that it is composed of minimum number of members foreseen in this Statute. If in case of the Founder's death or any other time after it the number of the Foundation Board's members will be insufficient (in relation to the minimum foreseen in this Statute), the members or a member of the Foundation Board should invite the required number of persons to take part in it. It should be done by decision taken unanimously by two members of the Board or by a one-man decision of the only member. This decision to co-opt other members should be made in writing. In case the members are not co-opted to the Board to fulfil the minimum number foreseen by this Statute, the missing members of the Board will be designated by the eldest heir of the Founder.
2. After the Founder's death, the Foundation Board appoints and recalls its members by an unanimous resolution. The member concerned in the resolution does not participate in the vote.

3. In case of death of the Founder, the Foundation Board will have additional competences foreseen in paragraph 9 of this Statute.

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Robert Hojda

The Founder