

Consolidated text of the Articles of Association of the Auxiliator Civil Liberties Foundation pursuant to Resolution No. 3/04/2024 on amending the Articles of Association dated April 20, 2024.

## **Chapter I. General Provisions**

### **§ 1**

1. The Foundation under the name of Auxiliator Foundation for Civil Liberties, hereinafter referred to as the Foundation, established by Paweł Krzyżanowski, hereinafter referred to as the Founder, by means of a notarial deed drawn up by notary Magdalena Karczewska-Woźnica at the Notary Public Office Jolanta Monika Niedziela, Magdalena Karczewska-Woźnica Notaries Civil Partnership in Warsaw, ul. Emilii Plater 20 lok. 8, 00-688 Warsaw, on February 28, 2024, acts on the basis of the provisions of the Act of April 6, 1984 on Foundations (Journal of Laws of 2023, item 166 ) and this statute.
2. The foundation is apolitical and not affiliated with any religion.

### **§ 2**

1. The seat of the Foundation is the city of Warsaw.
2. The duration of the foundation is indefinite.
3. The area of operation of the Foundation is the entire territory of the Republic of Poland, but to the extent necessary for the proper implementation of the objectives, the Foundation may also conduct activities outside the borders of the Republic of Poland.

### **§ 3**

1. The Foundation has legal personality.
2. Supervision of the Foundation is exercised by the Minister of Justice and the district governor, i.e. the President of the Capital City of Warsaw, who has jurisdiction over its seat.

### **§ 4**

1. The Foundation may establish certificates, badges and award them along with other awards and prizes to individuals and legal entities of merit to the Foundation, contributing to the realization of the objectives of the Foundation.

### **§ 5**

1. The Foundation may use the abbreviation Auxiliator Foundation and FSO Auxiliator. The name, logo and abbreviation of the Foundation enjoy legal protection.

## ***Chapter II. Objectives and principles of the Foundation***

### **§ 6**

1. The Foundation's goal is:
  - a. The realization of the principles of a democratic state of law;
  - b. Education on the law, including labor rights;
  - c. Improving the quality of the law;
  - d. Improving the public's legal awareness;
  - e. Promoting and organizing the idea of volunteerism;
  - f. Promoting human rights and civil liberties;

- g. Disseminating knowledge about workers' rights, trade unions, workers' councils and other organizations working for the rights of workers;
- h. Promoting minority rights,
- i. Anti-discrimination,
- j. Promotion of employment and vocational activation of the unemployed and those at risk of being laid off;
- k. Integration of foreigners;
- l. The development of technology, invention and innovation, and the dissemination and implementation of new technical solutions in economic practice;
- m. Economic development, including the development of entrepreneurship;
- n. European integration and the development of contacts and cooperation between societies;
- o. Promotion of the Republic of Poland abroad;

## **§ 7**

- 1. The Foundation pursues its statutory objectives through:
  - a. Promoting democratic principles at home and abroad,
  - b. Promoting the development of legal education,
  - c. Conducting publishing activities, including in the pursuit of statutory goals,
  - d. Conducting research,
  - e. Conducting development and implementation work,
  - f. Running web portals,

- g. Conducting training,
- h. Organizing and participating in Conferences, workshops, lectures, symposia,
- i. Preparing opinions and ascendancy on the activities of the foundation,
- j. Cooperation with state bodies and non-governmental organizations in the areas listed in the objectives of the Foundation.
- k. The foundation's statutory activities are non-profit.

## **§ 8**

1. In order to achieve its goals, the Foundation may support the activities of other individuals and institutions that coincide with its objectives.
2. The Foundation may belong to other national and international organizations with concurrent objectives, as long as this does not violate the obligations arising from international agreements to which the Republic of Poland is a party.
3. The decision to join or withdraw from the organizations referred to in paragraph 2 shall be made by the Board of the Foundation.

## **§ 9**

1. The Foundation may establish organizational and field units.
2. To coordinate the work of an organizational or field unit, the Board of Directors may appoint a manager or director responsible for representing and managing the affairs of the unit.
3. The appointment and dismissal of the head or director of a field unit, as well as the determination of the scope of duties

and the scope of authority for this position, shall be made by resolution of the Foundation's Board of Directors.

### ***Chapter III. Assets and income of the Foundation***

#### **§ 10**

1. The assets of the Foundation consist of its founding fund, as well as funds, movable and immovable property acquired by the Foundation during its operation.

#### **§ 11**

1. The Foundation shall not grant loans or security of obligations with its assets for the benefit of members of the Foundation's organs, employees and persons with whom the members of the organs and employees are married, in cohabitation or in a relationship of kinship or affinity in a direct line, kinship or affinity in the collateral line to the second degree, or are related by adoption, guardianship or custody, hereinafter referred to as "related persons".
2. The Foundation shall not transfer the assets of the organization for the benefit of the members of the Foundation's bodies, employees and their relatives on principles other than in relation to third parties, in particular if the transfer is made free of charge or on preferential terms.

#### **§ 12**

1. Income derived from grants, subsidies, donations, bequests and legacies may be used to achieve the objectives of the Foundation only with respect to the will of the heirs or donors.

2. In matters of acceptance of donations and inheritance, the declarations required by law are made by the Board of the Foundation.
3. If the Foundation is called to inherit, its Board of Directors shall make a declaration of acceptance of the inheritance with the benefit of inventory.

### **§ 13**

1. The Foundation's income comes from:
  - a. Donations, inheritances, bequests,
  - b. Grants and subsidies from legal entities,
  - c. Public collections within the meaning of the Law on Principles of Public Collections,
  - d. Assets of the foundation,
  - e. Interest and bank deposits.
2. All of the revenue generated by the Foundation is used exclusively for statutory activities.

## ***Chapter IV. Authorities of the Foundation***

### **§ 14**

1. The organs of the Foundation are:
  - a. The Board of Directors of the Foundation, hereinafter referred to as the "Board",
  - b. Audit Committee,
  - c. Foundation Board,

d. Funder.

## **Foundation Board**

### **§ 15**

1. The Foundation's Board of Directors manages the Foundation's activities and represents it externally.
2. The tasks of the Board of Directors of the Foundation include, in particular:
  - a. Directing the day-to-day operations of the Foundation;
  - b. Implementation of the statutory objectives of the Foundation;
  - c. Adoption of the Foundation's annual operating and financial plans;
  - d. Enacting bylaws;
  - e. Exercise management of the Foundation's assets;
  - f. Determining the size of employment and the amount of funds for the salaries of the Foundation's employees;
  - g. Accepting donations, inheritances and bequests, subsidies and grants.
3. The Board of the Foundation may appoint proxies to manage a separate sphere of matters belonging to the tasks of the Board of the Foundation.
4. The Foundation's Board of Directors is obliged, by the end of the year, to publish on the Foundation's internet site a report

on the annual activities of the Foundation for the previous year.

### **§ 16**

1. The Foundation's Board of Directors is appointed and dismissed by the Founder.
2. The Board of Directors of the Foundation shall consist of not less than two and not more than five persons, including the President of the Board.
3. Membership in the Board of Directors of the Foundation shall cease in the event of written resignation from membership or death of a member of the Board.
4. The Foundation's Board of Directors appoints and dismisses the President of the Board by an absolute majority of votes in the presence of at least two Board members.
5. Members of the Board of the Foundation are entitled to reimbursement of documented expenses related to participation in the work of the Board and representation of the Foundation, including reimbursement of travel expenses

## **§ 17**

1. The Board of Directors of the Foundation makes decisions at meetings in the form of resolutions by a simple majority of votes in the presence of at least two members of the Board, unless the statute stipulates a different majority.
2. Meetings of the Board of the Foundation are held at least twice a year. Meetings are convened by the President of the Board on his own initiative or at the request of at least two Board members.
3. The Chairman of the Board shall notify the members of the Board of Directors of the meeting.

## **§ 18**

1. Statements of intent on behalf of the Foundation, subject to paragraph 2, shall be made by two members of the Board of the Foundation acting jointly.
2. In matters relating to the employment of employees and in matters not involving the assumption of property obligations in excess of PLN 25,000 (twenty-five thousand), declarations of intent on behalf of the Foundation may be made by the President of the Board of Directors acting alone.

### ***Foundation Council***

## **§ 19**

1. The founder may appoint the Foundation Council.
2. The Foundation Council is formed by at least 3 members.
3. The Foundation Council makes decisions by a majority of votes of all members of the Council. In the case referred to in

paragraph 11, the Council in matters belonging to the Founder's competition shall make decisions by a majority of 3/4 votes.

4. The term of office of a Council Member shall cease upon resignation, death of the Member or dismissal by the Founder.
5. Members of the Council serve in an honorary capacity.
6. The Foundation Council is an advisory body whose tasks include, in particular:
  7. Promoting the statutory goals of the Foundation;
  8. Expressing opinions on matters presented by the Foundation Council and the Board of Directors;
  9. participation in actions, events and undertakings organized by or with the participation of the Foundation.
10. Meetings of the Council of the Foundation may also be carried out by means of non-direct remote communication.
11. The Foundation Board may adopt resolutions by circulation.
12. The procedures of the Council of the Foundation are determined by regulations adopted by the Founder.
13. Review Committee

## **§ 20**

1. The Founder may appoint an Audit Committee as a control body of the Foundation. The Audit Committee shall consist of at least three members.
2. The members of the Audit Committee are appointed and dismissed by the Founder.
3. Members of the Review Committee:
  - a. may not be members of the Foundation's Board of Directors or be related to members of the Foundation's Board of

- Directors by marriage, cohabitation, relationship of consanguinity, affinity or business subordination;
- b. must not have been convicted by a final judgment of an intentional crime prosecuted by public indictment or a fiscal crime;
  - c. may receive only reimbursement of reasonable expenses for attendance at meetings of the Review Committee for serving as a member of the Review Committee.
4. The Audit Committee meets at least once a year.
  5. The Audit Committee makes decisions in the form of resolutions - by a simple majority of votes.
  6. Meetings of the Audit Committee may also be conducted by means of direct remote communication.
  7. The Review Committee may adopt resolutions by circulation.
  8. The modus operandi of the Review Committee may be determined by the Rules of Procedure adopted by it.
  9. The tasks of the Audit Committee include, in particular:
  10. Supervision of the Foundation's activities;
  11. Evaluating the work of the Board of Directors, adopting annual reports or balance sheets and granting discharge to Board members.
  12. Manner of representation and contracting of property obligations

## **§ 21**

1. Two members of the Board of Directors acting jointly, including the President of the Board, are authorized to make

declarations of intent on behalf of the Foundation, including in property matters.

### ***Chapter. V. Final Provisions***

#### **§ 22**

1. In matters of amending the Articles of Association of the Foundation, the Founder has jurisdiction.
2. Amendments to the Articles of Association may not narrow the objectives, set forth in the founding act, for the realization of which the Foundation was established.

#### **§ 23**

1. The foundation may merge with another foundation for the effective realization of its goals.
2. A merger with another foundation may not take place if, as a result, the purpose of the foundation could be significantly altered.
3. In matters of merger with another foundation, the decision is made by the Founder or the Board with the consent of the Founder unanimously.

## **§ 24**

1. The Foundation shall be liquidated if it achieves the purposes for which it was established or if its financial resources and assets are exhausted.
2. The decision to liquidate the Foundation Board shall be made unanimously.
3. The liquidator of the Foundation shall be appointed and dismissed by the Foundation Board.

## **§ 25**

1. The financial resources and assets remaining after the liquidation of the Foundation may be allocated by the decision of the Foundation's Board to foundations operating in the Republic of Poland with similar objectives.

## **§ 26**

1. The Articles of Association shall enter into force on the date of their approval by the District Court in Warsaw, Division of the National Court Register.

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This consolidated text is based on the Articles of Association of the Foundation dated 13 April 2024r. including changes introduced by resolution No. 3/04/2024 of April 20, 2024 in Warsaw.

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