

THE ARTICLES OF ASSOCIATION
The Open Dialogue Foundation – Poland

General Provisions

§ 1

The foundation operating under the name: The Open Dialogue Foundation – Poland, hereinafter referred to as the “Foundation” was incorporated by Lyudmyla Kozlovska, hereinafter referred to as the “Founder” by virtue of the Notarial Deed No. 4366/2012 drafted by Monika Strus-Siodłowska, Notary Public, at her domicile in Warsaw on 24th October 2012, operates in accordance with the provisions of the Polish law, including, in particular, the Law on Foundations of 6th April 1984 (i.e. Journal of Laws of 2020, item 2167, as amended) and the present Articles.

§ 2

The Foundation operates as a legal entity.

§ 3

The Foundation has been established for an unlimited period of time.

§ 4

The Foundation’s domicile is the capital city of Warsaw.

§ 5

1. The Foundation shall conduct its operations within the territory of the Republic of Poland, provided however, that to the extent necessary for the proper implementation of its objectives it may also operate outside the Republic of Poland.
2. The Foundation may use translations of its name in the languages of its choice.

§ 6

1. The Foundation reserves the right to establish its branches, establishments, subsidiaries and representative offices both domestically and abroad, and amalgamate with other domestic and international foundations, associations and other types of organisations, whose statutory objectives coincide with, or are identical to those pursued by the Foundation.
2. The Foundation may pursue its statutory objectives in cooperation with other entities whose objectives coincide with, or are identical to those pursued by the Foundation.

§ 7

The competent minister in charge of the Foundation’s affairs shall be the Minister of Foreign Affairs of the Republic of Poland.

The Foundation’s Objectives, Mission and Operating Rules

§ 8

The Foundation's statutory objective ("Statutory Objectives") is to facilitate development of the Republic of Poland and other countries, their citizens, societies and democratic institutions via:

1. cultural activities;
2. educational activities, including the education of students;
3. scientific activities
4. scientific and technical activities;
5. physical culture and sports;
6. environmental protection;
7. activities in the field of charity
8. health care activities
9. activities in the field of social assistance;
10. activity in the field of vocational and social rehabilitation of the disabled; and
11. activities in the area of religious worship.

§ 9

By implementing its Statutory Objectives listed in § 8 of these Articles, the Foundation intends to fulfil its mission ("Mission") in the area of protection of human rights and the promotion of democracy and the rule of law by:

1. facilitating civil society initiatives, movements and societies mostly within the territory of the Republic of Poland and states of the former Union of Soviet Socialist Republics, taking advantage of the systemic transformation experience of the Republic of Poland, as well as values and standards governing the public life in the Member States of the European Union;
2. building and developing partnerships among the Republic of Poland and other countries, including, in particular, those referred to in item 1 hereinabove, and among their citizens;
3. promoting and supporting mutual cooperation and integration of civil society initiatives, movements and societies and countries including, in particular, those referred to in in item 1 hereinabove, with other international law actors;
4. promoting changes aimed at providing citizens, especially in the countries referred to in item 1 hereinabove, with equal opportunities in their intellectual, professional, social and cultural development, and offering them opportunities for the full exercise of their civic rights, including the ability to engage in, and exercise political activity;
5. taking measures aimed at improving public safety and public order, supporting the development of self-governance, education, culture, health care and improving the availability and standards of other public services.

§ 10

The Foundation shall implement its Statutory Objectives and Mission, in particular, by:

1. investigating and analysing human rights violations, including, in particular, civil rights and the right to protection against persecution, as well as social phenomena, also based on empirical data, its synthesis and pooling in databases, as well as its presentation in the form of analyses, reports, presentations, infographics, multimedia and other types of studies;
2. disseminating the issues mentioned in §7 hereof, the knowledge gathered by the Foundation and the Foundation's achievements in the scope of its statutory objectives, among policymakers, state and local government entities, international organisations and opinion leaders, the mass media and social media, in particular in the form of photographs, recordings and broadcasts, films, statements, articles and interviews, especially in the forms listed in item 1 hereof;
3. hosting and leading trainings, workshops, seminars and conferences addressed to individuals, enterprises, state institutions, local governments, students' and professional self-governments, employers' associations, trade unions, religious societies, social movements, political groups, press, TV, radio and Internet publications, NGOs and other entities within the scope of the Foundation's statutory objectives;
4. providing advice in favour of individuals, enterprises, state institutions, local governments, students' and professional self-governments, employers' associations, trade unions, religious societies, social movements, political groups, press, TV, radio and Internet publications, NGOs and other entities within the scope of the Foundation's statutory objectives;
5. organising public assemblies, including demonstrations and protest actions, as well as charity events, auctions, exhibitions, vernissages, happenings, promotional and advertising actions, music concerts and other events within the scope of the Foundation's statutory objectives;
6. publishing activities;
7. providing financial, material, legal and organisational assistance to enterprises, state and local government institutions, professional self-governments, employers' organisations, trade unions, religious societies, social movements, political groupings, press, TV, radio and Internet publications, non-governmental organisations and other natural and legal persons, including persons in need of humanitarian and medical aid, including the organisation of medical and first-aid training courses, within the scope and in compliance with the legal regulations in force and by qualified persons;
8. setting up funds and scholarship programmes and financing of scholarships for children, young people and students who are particularly gifted, socially active, as well as for persons subjected to repressions or being in a difficult financial situation;
9. arranging observation missions, including election observation missions and study visits within the scope of the Foundation's statutory objectives;

10. purchasing equipment, devices, materials and services enabling the fulfilment of the Foundation's statutory objectives, as well as transferring them free of charge or making them available to individuals and other entities, acting within the scope of the Foundation's statutory objectives.

§ 11

1. Apart from implementation of its own initiatives, in the course of fulfilment of its Statutory Objectives, the Foundation also cooperates with various individuals and entities. Such cooperation may take the form of providing financial support, including partial or full funding of specific projects, or assistance in obtaining the necessary funds from other sources, as well as informational, material, legal and organisational support, or accepting any such type of support by the Foundation.

2. The Foundation implements its Statutory Objectives also by being a member of organisations which bring together NGOs and other types of Polish and/or international entities, whose objectives coincide with, or are identical to those pursued by the Foundation.

3. In the course of implementation of its Statutory Objectives, the Foundation may institute proceedings and participate in proceedings before law enforcement and judicial authorities and public administration bodies as a social organisation in a manner set forth in, and pursuant to the binding legislation.

The Foundation's Assets and Income

§ 12

1. The Foundation's assets include its founding capital of PLN 50 000.00 (say: fifty thousand zlotys), of which PLN 5 000.00 (say: five thousand zlotys) shall be allocated for the business activity.

2. The remaining property and other property titles, include financial resources, securities, intangibles and other tangible assets, including movable and immovable property acquired by the Foundation in the course of its operations.

§ 13

1. The Foundation's income is derived from:

- a) donations, legacies, bequests, grants, subsidies, subsidy allocations, other types of gratuities;
- b) securities and equity investments;
- c) bank interest and income from movable assets and real estate;
- d) income from business activity;
- e) crowdfunding, public events, lotteries and other types of social initiatives organised by the Foundation in compliance with the applicable laws;
- f) property rights;
- g) shareholdings in companies;

2. The income listed in item 1 may be generated both domestically and abroad.

3. The income derived from the source referred to in item 1 letter a) may be used for the implementation of the Foundation's Statutory Objectives solely at the Board's discretion, unless any specific objective consistent with the Foundation's Statutory Objectives has been indicated by the donors.

4. In the matters related to the acceptance of donations and inheritances, all declarations of will required by law shall be issued the Foundation's Board.

5. If the Foundation has become eligible to inherit any assets, the Foundation's Board shall issue a statement of acceptance of inheritance up to the level of net assets, provided that it is clear at the time when such statement is made that the value of such assets substantially exceeds the debts arising under the succession.

6. The Foundation shall not accept any income from the source indicated in item 1 letter a) if the acceptance thereof would be incompatible with the Foundation's activities.

§ 14

The assets possessed and acquired by the Foundation may only be used for the purpose of implementation of its Statutory Objectives. They may not be regarded as a source of income by the Founder, members of its statutory authorities or employees, or by their spouses, or direct or indirect relatives up to the second degree of consanguinity, or anybody else related to them by virtue of adoption, custody or guardianship.

§ 15

It is forbidden to:

- a) grant loans or to secure liabilities by means of the Foundation's assets in the case of its Founder, members of its statutory bodies or employees, as well as their spouses, or direct or indirect relatives up to the second degree of consanguinity, or anybody else related to them by virtue of adoption, custody or guardianship, hereinafter referred to as "relatives";
- b) transfer the Foundation's assets in favour of its Founder, members of its statutory bodies or employees and their relatives, on conditions different than those applicable to third parties, in particular if such transfer is made free of charge or on preferential terms;
- c) make use of the Foundation's assets for the benefit of the Founder, members of its statutory bodies or employees and their relatives, on conditions different than those applicable to third parties, unless such use is directly related to its Statutory Objectives.

Business Activity

§ 16

1. The Foundation may carry out business operations as long as they facilitate implementation of its Statutory Objective in accordance with the principles set forth in separate regulations. Any such business operations may only be of a secondary and auxiliary nature, and should facilitate obtaining

funds for the Foundation's statutory activities. All income from business activities must be allocated to the fulfilment of the Foundation's statutory objectives.

2. The Foundation may carry out business activities in the following scope:

- 1) 16.24.Z Manufacture of wooden packs;
- 2) 17.12.Z Manufacture of paper and cardboard;
- 3) 17.21.Z Manufacture of corrugated paper and paperboard and containers made thereof;
- 4) 18.12.Z Other types of printing services;
- 5) 18.13.Z Services related to the preparation for print;
- 6) 18.20.Z Reproduction of recorded data carriers;
- 7) 26.80.Z Production of magnetic and optical non-recorded data carriers;
- 8) 32.40.Z Manufacture of games and toys;
- 9) 58 Publishing activity;
- 10) 59.11.Z Motion picture, video and television programme production services;
- 11) 59.20.Z Sound and music recording activities;
- 12) 62.01.Z Activities related to software;
- 13) 62.09.Z Other information and computer technology service activities; 14) 63 Information service activities;
- 15) 73.20.Z Market research and public opinion polls;
- 16) 74.20.Z Photographic services;
- 17) 82.19.Z Photocopying, document preparation and other specialised office-support services;
- 18) 70.2 Management consultancy services;
- 19) 70.21.Z Public relations and communication;
- 20) 70.22.Z Other business and management consultancy activities;
- 21) 46.18.Z Operations of agents specialising in the sale of other specific goods;
- 22) 46.19.Z Operations of agents involved in the sale of a variety of goods;
- 23) 46.44.Z Wholesale of porcelain, ceramic and glass articles and cleaning materials
- 24) 46.48.Z Wholesale trade of watches, clocks and jewellery
- 25) 46.9 Non-specialised wholesale trade;
- 26) 47 Retail trade, except for sales of motor vehicles;
- 27) 74.3 Translation services;
- 28) 82.3 Organisation of trade fairs, exhibitions and congresses;
- 29) 85.59.B Other extracurricular forms of education not classified elsewhere;
- 30) 85.6 Education support services;
- 31) 92.00 Gambling and betting activities.

3. Any activities requiring permits, licences or other decisions or authorisations prescribed by the applicable laws, will be undertaken by the Foundation only after obtaining such permits, licences, decisions or authorisations.

The Board of the Foundation

§ 17

The Foundation's governing body is the Board of the Foundation, hereinafter referred to as the "Board".

§ 18

1. The Board shall manage the Foundation's operations and represent it before third parties.
2. The Board shall be in charge of:
 - a) managing the Foundation's day-to-day operations;
 - b) determining the Foundation's core operating policies and ongoing implementation of its objectives;
 - c) managing the Foundation's assets;
 - d) taking decisions concerning the Foundation's headcount and employees' salaries;
 - e) managing and supervising the Foundation's business activities;
 - f) accepting subsidies, donations, inheritances and legacies;
 - g) establishing and winding up of organisational units and structure of the Foundation.

§ 19

1. The Board shall be composed of 1 to 5 members.
2. The Board members shall be appointed for an indefinite term of office, and dismissed by the Founder in writing, subject to the provisions of item 3 hereunder.
3. Pursuant to these Articles, the initial Board shall be composed of a single member i.e. the Founder, Lyudmyla Kozlovska, who shall perform the function of the President of the Board.
4. A member of the Board shall discontinue to perform his/her function if s/he files a notice of resignation, or has been dismissed, or in the event of his/her death.

§ 20

1. The Board shall adopt its decisions in the form of resolutions which shall be passed during its sessions in the presence of at least one Board member. In the event of an equal number of votes for and against, the President of the Board shall have a casting vote.
2. Board sessions shall be convened by the President of the Board, acting upon his/her own initiative, or upon request of another Board member.

3. All members of the Board must be notified of the meeting. The form in which the members of the Board are notified of the meeting is arbitrary.

Mode of Representation

§ 21

Each Board member shall be authorised to issue and sign declarations of will on behalf of the Foundation independently.

Amendments of the Foundations' Objectives or Articles of Association

§ 22

1. The Founder shall reserve the right to amend the Foundation's objectives and its Articles may only be amended by its Founder.
2. No amendments of the Articles may narrow down the statutory objectives of the Foundations which have been set forth in its deed of association.
3. All matters referred to in item 1 hereinabove shall be resolved in the form of the Founder's decision.

Final Provisions

§ 23

1. The Foundation may merge with another foundation in order to facilitate implementation of its objectives.
2. Such merger may not be effected if it might result in a substantial change of the Foundation's objective.
3. All matters pertaining to a merger with another foundation shall be settled by the Board of the Foundation.
4. All decisions referred to in item 1 hereinabove must be adopted by the Board univocally.

§ 24

1. The Foundation shall be wound up when the purposes for which it was established have been achieved or when its financial resources and assets have been exhausted.
2. The decision to liquidate the Foundation must be taken unanimously by its Board.
3. The Foundation's liquidators shall be appointed and dismissed by the Board.

§ 25

Any funds and assets remaining after the liquidation of the Foundation may be allocated, by virtue of the Board's decision, in favour of other foundations which pursue similar objectives and operate within the territory of the Republic of Poland.

§ 26

In all matters unregulated herein, relevant provisions of the Law on Foundations of 6th April 1984 (i.e. Journal of Laws of 2000, item 2167, as amended) shall apply.