

CONSOLIDATED STATUTE OF THE OPEN DIALOG FOUNDATION

General Provisions

§1

The Open Dialog Foundation, hereinafter referred to as the Foundation, established by the 'Founders' on the basis of the notary act No. 3938/2009, drawn up on 9 December, 2009, by Notary Krzysztof Młynarski in the city of Kraśnik, acts in compliance with the Law On Foundations of 6 April, 1984 (Dz. U. of 1991, No. 46, item 203, as amended) and on the basis of this Statute.

§ 2

The Foundation is a legal entity.

§ 3

The headquarters of the Foundation is located in the city of Warsaw.

§ 4

1. The Foundation's activity encompasses the territory of the Republic of Poland; however, to an extent necessary for the proper implementation of its statutory objectives, the Foundation has the right to perform its activities outside the territory of the Republic of Poland.
2. The Foundation is permitted to use its name as translated into other languages.

§ 4a

1. The Foundation may establish and run its branch offices, agencies, affiliates and representative offices in the country and abroad, and also be part of other national and international foundations, associations and other organisations for purposes consistent with or identical to the statutory objectives of the Foundation.
2. Implementation of the statutory objectives by the Foundation may be performed in cooperation with other entities representing objectives convergent or identical to the statutory objectives of the Foundation.

§ 5

The Foundation's period of operation is unlimited.

§ 6

Due to the nature of its statutory objectives, the Foundation is subordinated to the Foreign Ministry of the Republic of Poland.

Objectives and Principles of Activities of the Foundation

§ 7

The Objectives of the Foundation are human rights protection as well as support for democracy and the rule of law through:

1. Activities supporting the development of initiatives, movements and civic societies, in particular, in the countries previously belonging to the former Soviet Union, based on the experience of the system transformation in Poland as well as the values and standards of the functioning of public life in the Member States of the European Union.
2. Activities aimed at building partnership between Poland and other states, in particular, those referred to in subparagraph 1, as well as between citizens of those states.

3. Activities aimed at cooperation and integration of initiatives, movements, civic societies and states, in particular, those referred to in subparagraph 1, with other subjects of international law.
4. Activities promoting changes, designed to provide citizens, in particular, of the states referred to in subparagraph 1, with equal possibilities for intellectual, professional, social and cultural development and to fully exercise their civil rights, including undertaking political activity.
5. Activities supporting security and public order, development of self-governance, education, culture, health protection as well as the increase of availability and improvement of the standards of the functioning of other public services.

§ 8

The Foundation seeks to meet its objectives through:

1. Research and analysis of incidents of human rights violations, especially civil rights and the right to protection from persecution, as well as social phenomena, also based on empirical data, their synthesis and the compiling of databases and their presentation in the form of studies, reports, presentations, infographics, multimedia and studies of other types.
2. Promotion, especially among political decision-makers, public and local administration bodies, international organisations, as well as in bodies of opinion, mass media and social networking websites, especially in the form of photos, records, records of auditions, movies, statements, articles and interviews, matters described in §7, as well as knowledge gathered by the Foundation, especially in forms provided by subparagraph 1 and achievements of the Foundation within its statutory objectives.
3. Organisation and delivery of training sessions, workshops, seminars and conferences, especially for natural persons, enterprises, public and local institutions, student governments, professional self-governments, employers' organisations, professional unions as well as religious associations, civil movements, political parties and NGOs within the scope of the Foundation's statutory objectives.
4. Provision of consultations to natural persons, natural persons, enterprises, public and local institutions, student governments, professional self-governments, employers' organisations, professional unions as well as religious associations, civil movements, political parties and NGOs within the scope of the Foundation's statutory objectives.
5. Organisation of public meetings, including manifestations, protest actions and charity events, auctions, exhibitions, vernissages, happenings, promotional actions, advertising campaigns, concerts as well as other events within the scope of the Foundation's statutory objectives.
6. Publishing activity.
7. Rendering financial, in lieu, legal and organisational assistance to representatives of enterprises, public and self-government institutions, professional self-governments, religious associations, civil movements, political parties, other NGOs and natural persons; especially those who require medical and humanitarian aid, including the organisation of medical training sessions and workshops regarding first aid in the scope and in accordance with valid provisions of law and conducted by qualified staff.
8. Establishment of scholarship funds and initiating scholarship programmes as well as scholarship financing for children, youth, exceptionally talented students, socially active persons subjected to oppression or those in a difficult financial situation.
9. Organising 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, conducive to the fulfilment of the Foundation's statutory objectives, as well as providing their free-of-charge transfer or access to natural persons and other entities acting within the scope of the Foundation's statutory objectives.

§ 9

1. In addition to the implemented initiatives, the Foundation also cooperates with natural persons and other entities in order to achieve the Foundation's statutory tasks. Such cooperation may take the form of financial support, including partial or full funding of a specific initiative, or assistance in raising funds from different sources, as well as informative, legal, in lieu and organisational support; the Foundation may also become a recipient of such support within analogous scope.
2. The Foundation implements its statutory objectives through membership of organisations which unite non-governmental organisations and other Polish and foreign entities with objectives which are shared or similar to the Foundation's statutory objectives.
3. In order to implement its statutory objectives, the Foundation has the right to initiate and participate in proceedings carried out by investigative and judicial bodies, as well as public administration bodies as an NGO in compliance with the valid legal norms.

The Foundation's Property and Income

§ 10

The Foundation's capital is comprised of:

1. The statutory fund – a monetary contribution of the Founders in the amount of 10,000.00 PLN (ten thousand zlotys), whereby the amount of 2,500.00 PLN (two thousand five hundred) zlotys from the statutory fund has been allocated to economic activity.
2. The remaining property and other property rights, including financial means, securities, intangible assets and other fixed assets including real estate and movable property acquired by the Foundation during its operation.

§ 11

1. The Foundation's income comprises:
 - a) donations, inherited property, bequests, subsidies, grants and other gratis benefits;
 - b) securities, capital investments;
 - c) bank interest and income from real property and personal property;
 - d) revenue from economic activity;
 - e) income from fundraising, public events, lotteries and other social events organised by the Foundation upon receipt of appropriate permits;
 - f) revenue from property rights;
 - g) shares and other equity in companies.
2. Revenues listed in subparagraph 1 originating from domestic and foreign sources are permitted.
3. Revenues from the source described in subparagraph 1 pt. a) may only be used for implementation of the Foundation's statutory objectives at the discretion of its Management Board, provided that the donors have not specified a specific goal, for which the funds are to be assigned, and that the goal is consistent with the Foundation's statutory objectives.
4. With regards to acceptance of donations and inheritance, declarations of intent shall be made by the Management Board .
5. In case of appointment of the Foundation as an heir, the Management Board shall produce a declaration of intent regarding the acceptance of the inheritance up to the level of net assets provided that at the moment when the declaration of intent is to be made, it is clear that the assets of succession significantly exceed the succession debts.
6. The Foundation will not accept revenues from the source described in subparagraph 1 point a) if their acceptance would be contradictory to the activities conducted by the Foundation.

§ 12

The funds, owned by the Foundation or received by it, may only be used to implement statutory objectives. These funds cannot serve as a source of profit for the Founders, members of statutory

bodies, employees or persons to whom the employees are married or in a relationship of direct kinship in a straight line, consanguinity or affinity in the collateral line to the second degree, or are related by adoption, custody or guardianship.

§ 13

The following activities are prohibited:

- a) issuing loans or securing liabilities with the Foundation's assets to its Founders, members of its statutory bodies or employees and persons to whom they are wed or in a relationship of direct kinship or affinity, consanguinity or secondary kinship, or are associated by adoption, custody or guardianship, hereinafter referred to as 'close relatives';
- b) transferring the Foundation's assets to its Founders, members of its statutory bodies or employees and their close relatives, on other grounds than those that apply to third persons, especially, if such transfers are made free-of-charge or under preferential conditions;
- c) using the Foundation's assets for the benefit of its founders, members of its statutory bodies or employees and their close relatives, on other grounds than those that apply to third persons, unless such usage is directly provided for in the statutory objective of the Foundation.

Economic activity

§14

1. The Foundation may conduct economic activity within the scope serving to pursue its statutory objectives, as laid down in separate regulations. Said economic activity may only take the form of side, auxiliary activity, serving to acquire funds in order to conduct and develop said statutory activity. The income from the economic activity shall be allocated in full to the implementation of statutory objectives. The Foundation allocates 2,500.00 PLN (two thousand five hundred zlotys) for conducting economic activity.

2. The Foundation may conduct economic activity in the following areas:

- 1) 16.24.Z Manufacture of wooden containers
- 2) 17.12.Z Manufacture of paper and cardboard
- 3) 17.21.Z Manufacture of corrugated paper and corrugated texture and containers of paper and paperboard
- 4) 18.12.Z Other printing
- 5) 18.13.Z Service activities related to preparation for printing
- 6) 18.20.Z Reproduction of recorded media
- 7) 26.80.Z Manufacture of magnetic and optical media
- 8) 32.40.Z Manufacture of games and toys
- 9) 58 Publishing activities
- 10) 59.11.Z Activities related to the production of films, videos and television programmes
- 11) 59.20 Sound recording and music publishing activities
- 12) 62.01.Z Computer programming activities
- 13) 62.09.Z Other service activities in the field of information technology and computers
- 14) 63. Activity in the area of information services
- 15) 73.20.Z Market research and public opinion polling
- 16) 74.20.Z Photographic activities
- 17) 82.19.Z Performing photocopying, document preparation and other specialized office support activities
- 18) 70.2 Management consultancy activities
- 19) 70.21.Z Public relations and communications
- 20) 70.22.Z Other consultancy in the field of business and management
- 21) 46.18.Z. 20 Activity of agents specialising in sales of miscellaneous goods

- 22) 46.19.Z Agents involved in the sale of a variety of goods
- 23) 46.44.Z Wholesale of porcelain, ceramic and glass house ware and cleaning agents
- 24) 46.48.Z Wholesale of watches, clocks and jewellery
- 25) 46.9 Non-specialised wholesale trade
- 26) 47 Retail trade, except of motor vehicles
- 27) 74.3 Activity connected with translation
- 28) 82.3 Organisation of trades fairs, exhibitions and congresses
- 29) 85.59 Other extra curricula forms of education, not classified elsewhere
- 30) 85.6 Activities which support education
- 31) 92.00.Z Gambling and betting activities

3. In the case where starting a business in any of the above mentioned fields requires obtaining of a licence or permit, the Foundation shall undertake such activities following the obtainment of the appropriate licence or permit.

Management of the Foundation

§15

The management of the Foundation is performed by:

- a) Foundation Board;
- b) Management Board

The Foundation Board

§ 16

1. The Foundation Board is a body which makes decisions, monitors the activity and assesses the work of the Foundation.
2. The Foundation Board determines the general directions of the Foundation's activity and performs other functions as stipulated in this Statute.
3. The Foundation Board may comprise from two to seven persons, including the Head of the Foundation Board and members of the Foundation Board, appointed for an indefinite period.
4. Members of the first Board are appointed by the founders. The subsequent members of the Board in place of those who have ceased to hold office or are appointed to extend the composition of the Board, shall be appointed by decision of the Foundation Board. The Board of the Foundation shall elect the Head of the Foundation Board from among its members.
5. In the event of death, resignation or recall of a member of the Foundation Board, the decisions of the Board, including those introducing changes to the Statute, shall continue to be in force only if the Board comprises at least 3 members. If only one or two members of the Foundation Board remain, they are obliged to expand the composition of the Board within 3 months so as to accumulate the required minimum number of members.

§ 16a

1. Meetings of the Foundation Board are held on the initiative of its members whenever necessary by initiative of at least 1/3 of its members, but no less frequently than once a year. The meeting is convened by the Head of the Foundation Board.
2. The decisions of the Foundation Board are made by majority votes on condition that at least half of the Board members are present at the meeting, and should the votes divide equally, the casting vote shall be that of the Head of the Foundation Board.
3. The appointment or recall of a member of the Foundation Board shall be carried out by the decision of the Foundation Board by the majority of votes through a secret ballot in the presence of the Head of the Foundation Board. If a member of the Board is absent from the meeting, he is able transfer his powers through written consent to another member of the Board or grant power of power of attorney to third person.

4. Resolution on the appointment and recall of a member of the Board requires for validity prior written consent regarding its adoption from the Head of the Foundation Board.
5. Meetings of the Foundation Board may be held by means of electronic communication.
6. Upon invitation from the Foundation Board, members of the Management Board and other guests may be present at its meetings as observers.

§ 16b

The objectives of the Foundation Board include:

- a) appointment and recall of members of the Management Board of the Foundation, including the Head of the Management Board, hereinafter referred to as the President of the Foundation, as well as the laying down of principles of remuneration for Management Board members, and approving the scope of their powers;
- b) assessment of the work of the Management Board, approval of annual reports and acknowledgment of the fulfilment of duties by members of the Management Board;
- c) monitoring of the current activity of the Management Board;
- d) supervision over the Foundation's activity;
- e) upon request from the Management Board, issuing decisions on consolidation with other Foundations or on the dissolution of the Foundation.

The order of appointment and recall of members of the Management Board

§ 17

1. Two weeks prior to the meeting regarding the appointment or recall of a member of the Management Board, the Foundation Board shall inform the person concerned by registered letter of the intention to adopt the resolution in question.
2. Appointment and recall of a member of the Management Board requires a resolution adopted by an absolute majority of the members of the Foundation Board.
3. For validation, a resolution on the appointment and recall of a member of the Management Board requires prior written permission for its adoption by the Head of the Foundation Board.
4. In the case of the adoption of a resolution on the appointment or recall of a member of the Management Board without prior written approval of the Head of the Foundation Board, the said resolution shall be deemed null and void.

Management Board of the Foundation

§ 18

1. The Management Board conducts the current activity of the Foundation and represents the Foundation outside its premises. The Management Board is responsible for all matters which are not reserved to the competence of other bodies of the Foundation, in particular:
 - a) manages the Foundation's property;
 - b) implements the resolutions of the Foundation Board;
 - c) determines the number of employees and the extent of funds for remuneration;
 - d) organises and supervises the economic activity of the Foundation;
 - e) accepts subsidies, donations, inherited property and bequests;
 - f) establishes and liquidates units and organisational structures of the Foundation.
2. The powers of the Management Board include proposals pertaining to the introduction of amendments to the Statute of the Foundation and the merging or dissolution of the Foundation.

§ 19

If the Management Board consists of multiple members, all decisions shall be made by a simple majority of votes on condition that at least half of the Management Board members are present at the meeting. If the votes divide equally, the casting vote shall be that of the President of the Management Board.

Representation of Interests

§ 20

Statements are made individually by the President of the Management Board, two members of the Management Board acting jointly, or a proxy appointed by resolution of the Management Board .

Transitional and Concluding Provisions

§ 21

The Foundation Board reserves the right to introduce changes to this Statute and objectives of the Foundation listed herein. Any changes shall come into force by decision of the Foundation Board should votes in favour equate to at least $\frac{3}{4}$ of its members.

§ 22

1. The Foundation Board shall come to decision on the Foundation's dissolution.
2. Any decision on the dissolution of the Foundation shall be made by the Foundation Board, if it was voted in favour by at least $\frac{3}{4}$ of its members upon consent of the Head of the Foundation Board.
3. The property remaining upon dissolution of the Foundation shall be transferred to another organisation with objectives which are shared or similar to the Foundation's statutory objectives.

§ 23

In matters not provided for in this Statute, the provisions of the Act on Foundations of 6 April, 1984, (Journal of Laws No. 46 of 1991, item 203) shall apply.

Warsaw, 24 June, 2014.