

REGULATIONS OF THE FOUNDATION COUNCIL

Human Rights and Media Institute Foundation (IPCiM)

§ 1. General Provisions

The Foundation Council, hereinafter referred to as the "Council", is an optional supervisory and control body of the "Human Rights and Media Institute" Foundation.

During any period in which the Foundation Council has not been appointed or constituted, the Founder exercises full supervision over the Foundation, assuming all statutory powers of the Foundation Council during such period. The Council operates based on the IPCiM Articles of Association and these Regulations.

§ 2. Composition, Appointment, and Dismissal

The Council consists of 3 to 7 members. Members are appointed and dismissed by the Founder, who determines its initial composition. The Founder may at any time appoint or dismiss members of the Council and supplement its composition. The term of office is 5 years, with no limit on the number of terms.

§ 3. Competences and Operating Mode

The Council exercises constant supervision over the Foundation's activities, in particular:

- **a)** Appointing and dismissing members of the Management Board after the expiry of the first term.
- **b)** Approving amendments to the Articles of Association and regulations of key bodies, as well as reviewing other strategic policies.
- **c)** Approving annual and multi-annual operational plans.
- **d)** Evaluating substantive and financial reports of the Management Board and granting discharge to Board members.
- **e)** Deciding on the acquisition or disposal of fixed assets if transaction value exceeds PLN 100,000.
- **f)** Consenting to the liquidation of the Foundation.
- **g)** Supervising Board operations, including inspecting documentation, financial policy, and statutory compliance.

Council meetings take place as needed, at least once a year, convened by the Chairperson (or the Founder on critical issues).

§ 4. Adoption of Resolutions and Quorum

1. Resolutions are adopted by a simple majority of votes with a quorum of at least half of the Council's members.
2. For particularly vital matters (amendments to Statutes, granting discharge, liquidation), a qualified 2/3 majority in the presence of at least 2/3 of members is required.
3. Voting is open unless specified otherwise by the Statutes or Regulations (e.g., personnel matters).

§ 5. Co-optation of Council Members

In the event of resignation, dismissal, or death of a Council member, subsequent members are appointed and dismissed by the Foundation Council by co-optation after consultation with the Founder. Candidates require a positive opinion from the Founder (30-day review period). In case of a negative opinion with justification, the Council may submit a new candidate or re-pass the resolution by a 2/3 majority.

§ 6. Cooperation with the Founder

The Founder has the right to full access to all Foundation documentation (financial, legal, substantive) at any time upon reasonable request, to participate in all Council meetings in an advisory capacity, and to request extraordinary meetings within 14 days. The Council shall regularly inform the Founder of key decisions (within 7 days), quarterly summaries, and annual reports.

§ 7. Final Provisions

In matters not regulated herein, statutory provisions and applicable law shall apply. The Regulations enter into force on the date of adoption by the Founder.