

STATUTES

of the Foundation "Institute for Human Rights & Media"

(Instytut Praw Człowieka i Mediów)

CHAPTER I – GENERAL PROVISIONS

§ 1. Name and Registered Office

1. The Foundation operates under the name „**Instytut Praw Człowieka i Mediów**”, abbreviated as: **IPCiM**.
2. Name in English: **Institute for Human Rights & Media**, abbreviated as: **IHRM**.
3. In legal and commercial transactions, the Foundation may use the name "Instytut Praw Człowieka i Mediów" as well as both names (Polish and English) interchangeably.
4. The registered office of the Foundation is located in Warsaw.
5. The Foundation possesses legal personality and operates on the basis of the Act on Foundations and these Statutes.
6. The duration of the Foundation is indefinite.
7. The territory of the Foundation's activity is the Republic of Poland and, to the extent necessary for the implementation of its statutory goals, also abroad.
8. The Foundation may establish branches, field offices, and other organizational units in Poland and abroad.

§ 2. Supervision

1. The minister responsible with respect to the goals of the Foundation (Article 9(3) of the Act on Foundations) is the Minister of Justice.
2. The Foundation submits annual reports on its activities to the Minister, in accordance with applicable provisions of law.

§ 3. Founder

1. The Founder of the Foundation is **Agata Ewa Ogrocka**.
2. The Founder contributes initial endowment assets in the amount of PLN 1,000 (say: one thousand Polish zlotys).
3. The Founder exercises supervision over the activities of the Foundation in accordance with the provisions of these Statutes, in particular:
 - a. The Founder appoints the first Management Board of the Foundation. Until the Foundation Council is appointed and constituted, the Founder holds the decision-making powers assigned to the Foundation Council in these Statutes, including the right to appoint and dismiss subsequent Management Boards and the right to approve amendments to the Statutes.
 - b. The Founder appoints the first Foundation Council (at her own discretion regarding the timing of its appointment) and has the right at any time to appoint or dismiss members of the Foundation Council, as well as to supplement its composition. Candidacy for a member of the Foundation Council requires a positive opinion of the Founder.

- c. The Founder appoints the first Ethics Council (at her own discretion regarding the timing of its appointment) and has the right at any time to appoint or dismiss members of the Ethics Council, as well as to supplement its composition.
- d. The Founder has the right to full access to the Foundation's documentation, including financial, substantive, legal, and organizational documents, at any time and upon any justified request, subject to personal data protection in accordance with legal regulations.
- e. The Founder has the right to participate in all meetings of the Management Board, the Foundation Council, and the Ethics Council in an advisory capacity, with the right to submit motions and legislative initiatives.
- f. The governing bodies of the Foundation (Management Board, Foundation Council) are obliged to regularly inform the Founder about the Foundation's activities, including key decisions, plans, financial and substantive results, and any significant events. Information is provided to the Founder:
 - **Without delay (within 14 days)** in significant matters requiring the Founder's knowledge or decision, in particular regarding: changes in governing bodies, undertaking economic activity, significant financial obligations exceeding PLN 50,000, court proceedings against the Foundation, significant changes in the Foundation's strategy or policies;
 - In the form of **annual substantive and financial reports**, submitted by March 31 of the following year.
- g. The Founder has the right to initiate amendments to the Statutes by submitting reasoned motions to the Management Board or the Foundation Council. The Management Board is obliged to consider such motions within no more than 60 days and present its position together with justification to the Founder.
- h. The Founder has the right to demand the convening of an extraordinary meeting of the Management Board or the Foundation Council to discuss matters essential to the realization of statutory goals. Such a meeting shall be convened within 14 days of the request.
- i. In the event of a serious violation by the Foundation's bodies of legal provisions, the provisions of the Statutes, or a threat to the realization of statutory goals, the Founder has the right to request the competent body (Foundation Council or Management Board) to take corrective actions. In the absence of a response within 30 days, the Founder may apply to the court for appropriate supervisory measures in accordance with the Act on Foundations.

CHAPTER II – GOALS AND MODES OF OPERATION

§ 4. Goals of the Foundation

The Foundation conducts activities in the sphere of public benefit tasks specified in the Act on Public Benefit Activity and Volunteer Work. The goals of the Foundation are:

1. Defense of human rights, with particular emphasis on the right to information, freedom of expression, and privacy.
2. Protection, promotion, and support of freedom of speech, as well as the independence, pluralism, and reliability of media.
3. Counteracting disinformation, hate speech, hate online, and violence in the media and digital space.

4. Support and representation of victims of violations of human rights and personal rights committed by media, publications, or digital activities in Poland and abroad.
5. Development of media education, dissemination of journalistic standards, and conducting activities in the area of media literacy.
6. Protection of personal rights, including honor, personal data, and image in the public and media space.
7. Participation in national and international legislative work, consultations, expert and advisory bodies in the field of human rights, media freedom, and new technologies.
8. Acting as *amicus curiae* (friend of the court) by submitting opinions and expert reports in judicial and administrative proceedings within the scope of statutory activity.
9. Cooperation with state institutions and international organizations for the protection of human rights and media freedom.

§ 5. Modes of Realizing Goals

The Foundation realizes its goals in particular through:

1. Conducting publishing and media activities (web portals, magazines, podcasts, reports, educational programs).
2. Organizing conferences, training sessions, workshops, debates, and public awareness campaigns.
3. Media and internet monitoring, fact-checking, conducting analyses, and publishing reports on disinformation and rights violations.
4. Providing legal assistance, expert support, interventions, mediation, and representation for injured parties and on its own behalf.
5. Representing victims, filing lawsuits, complaints, interpellations, and participating in court, administrative, and international proceedings.
6. Participating in legislative processes and public consultations, as well as preparing legal opinions and expert evaluations.
7. Establishing expert teams, commissions, and advisory councils.
8. Raising funds and conducting economic activity serving exclusively the implementation of statutory goals.

CHAPTER III – ORGANIZATION AND BODIES OF THE FOUNDATION

§ 6. Bodies of the Foundation

1. The bodies of the Foundation are:
 - a. **Management Board of the Foundation** (mandatory body).
2. The Founder may also appoint the **Foundation Council** and the **Ethics Council**, which then become bodies of the Foundation.

§ 7. Management Board of the Foundation

1. The Management Board consists of 1 to 7 members, including the President.
2. The first Management Board is appointed by the Founder. Subsequent Management Boards are appointed and dismissed by the Foundation Council, provided it has been appointed and constituted.

3. In the event that the Foundation Council has not been appointed, subsequent Management Boards are appointed and dismissed by the Founder.
4. The term of office of the Management Board is 5 years; unlimited re-election is permitted.
5. The Management Board manages the current activities of the Foundation and represents it externally.
6. The competencies of the Management Board include in particular:
 - a. Managing the assets of the Foundation and conducting financial policy.
 - b. Realizing the statutory goals of the Foundation.
 - c. Adopting and implementing internal regulations and policies of the Foundation (not requiring approval by the Foundation Council).
 - d. Making decisions on all interventions, legal representation, and mediation for victims.
 - e. Making decisions to start and terminate the economic activities of the Foundation.
 - f. Appointing and dismissing expert teams, commissions, and editorial boards.
 - g. Adopting and approving the substantive and financial reports of the Foundation prior to their submission to the Foundation Council (if appointed) or to the Founder.
 - h. Appointing and dismissing experts and permanent collaborators of the Foundation.
7. Resolutions of the Management Board:
 - a. Resolutions of the Management Board are adopted by a simple majority of votes in the presence of at least half of its members (quorum).
 - b. In the event of a tie, the President of the Management Board has the casting vote.
 - c. The Management Board convenes at meetings called by the President on their own initiative or upon the request of at least two members of the Management Board, no less than once a month.
 - d. Resolutions may be adopted by written procedure (circular resolution) or using means of remote communication, subject to matters requiring personal participation of members (e.g., approval of financial statements).
 - e. In urgent matters requiring immediate action, a written/circular/remote procedure is allowed, in which all Management Board members receive a draft resolution with the option to cast a vote within 3 business days. Lack of response shall be deemed an abstention. A resolution adopted in this mode requires presentation for information at the next Management Board meeting.
8. Mode of Representation of the Foundation:
 - a. In the case of a single-member Management Board, the Foundation is represented and statements of intent are submitted on its behalf by the President of the Management Board, acting individually.
 - b. In the case of a multi-member Management Board, the President of the Management Board acting individually, or two members of the Management Board acting jointly, are authorized to submit statements of intent on behalf of the Foundation.

§ 7a. Conflict of Interest

1. Members of the Foundation's bodies are obliged to disclose to the Management Board any circumstances that may cause a conflict of interest.
2. A person subject to a conflict of interest may not participate in voting on the given matter.
3. Detailed rules are specified in the Code of Ethics of the Foundation.

§ 8. Foundation Council

1. The Foundation Council is an optional body and may be appointed by the Founder at any time during the Foundation's existence.
2. During the period in which the Foundation Council has not been appointed, the Founder exercises full supervision over the Foundation, assuming during this period all competencies of the Foundation Council specified in these Statutes, including the right to appoint and dismiss the Management Board and to approve amendments to the Statutes.
3. The Foundation Council is deemed constituted upon the appointment of at least 3 members and holding its first meeting, at which the Chairperson of the Council shall be elected. From that moment, the Council assumes the powers specified in these Statutes.
4. If appointed, the Foundation Council consists of 3 to 7 members.
5. The Foundation Council is appointed by the Founder, who determines its initial composition.
6. Subsequent members of the Council are appointed and dismissed by the Foundation Council through co-optation, after consultation with the Founder.
7. The Founder may at any time appoint or dismiss members of the Foundation Council and supplement its composition.
8. Co-optation of Foundation Council members:
 - a. Candidacy for a member of the Foundation Council requires a positive opinion of the Founder.
 - b. The Foundation Council submits the candidacy together with justification (CV, cover letter, recommendations) to the Founder.
 - c. The Founder has 30 days to issue an opinion; failure to respond within this period is deemed a positive opinion.
 - d. In the event of a negative opinion, the Founder presents a written justification; the Council may present a new candidate or adopt a resolution on the same matter again by a 2/3 majority vote.
9. The term of office is 5 years, with the possibility of re-election.
10. The competencies of the Foundation Council include in particular:
 - a. Appointing and dismissing the Management Board of the Foundation (after the first term) in line with the Foundation's policy and applicable legal provisions, respecting the role and rights of the Founder.
 - b. Supervising the activities of the Management Board, including review of documentation, financial policy, and proper implementation of statutory goals.
 - c. Approving annual financial statements, substantive reports, budgets, and main activity plans of the Foundation.
 - d. Approving amendments to the Statutes and regulations of the most important bodies of the Foundation, as well as providing opinions on other strategic policies.
 - e. Evaluating the activities of the Foundation in terms of compliance with its mission, values, and statutory goals; initiating audits.
 - f. Initiating or providing opinions on the establishment of expert commissions, thematic committees, editorial boards, and strategic partnerships.
 - g. Approving the development strategy of the Foundation, transparency policy principles, and evaluating ethics policy.

- h. Ensuring the Founder has the opportunity to express opinions on candidates for the Foundation Council before their appointment and incorporating her recommendations into this process.
- i. Cooperating with the Ethics Council, particularly in cases requiring ethical evaluation, disputes, or standard violations.

11. Resolutions of the Foundation Council:

- a. The Foundation Council adopts resolutions by a simple majority of votes in the presence of at least half of its members (quorum).
- b. In particularly important matters (amendment of the Statutes, dismissal of the Management Board, liquidation), a qualified majority of 2/3 of the total number of Council members (absolute majority of 2/3) is required, in the presence of at least 2/3 of the Council members.

§ 9. Ethics Council

1. The Ethics Council is an optional body and may be appointed by the Founder at any time during the Foundation's existence.
2. If appointed, the Ethics Council is an expert and mediation body consisting of 3 to 7 members of recognized competence in media, ethics, human rights, non-governmental organizations, or academia.
3. The Ethics Council is appointed by the Founder, who determines its composition.
4. The Founder may at any time appoint or dismiss members of the Ethics Council and supplement its composition.
5. The term of office of the Ethics Council is 5 years, with the possibility of re-election.
6. The competencies of the Ethics Council include in particular:
 - Monitoring and expressing opinions on compliance with ethical principles;
 - Reviewing complaints concerning ethical issues;
 - Conducting mediations;
 - Issuing recommendations to the Management Board and the Foundation Council;
 - Periodically evaluating the Foundation's Code of Ethics.

CHAPTER IV – ECONOMIC ACTIVITY, ASSETS AND FINANCES

§ 10. Economic Activity

1. The Foundation may conduct economic activity of an additional nature relative to its statutory activities.
2. The scope of economic activity of the Foundation includes the following PKD (Polish Classification of Activities) codes or their equivalents in the event of changes to the Polish Classification of Activities:

58.11.Z	Book publishing
58.14.Z	Publishing of journals and periodicals
58.19.Z	Other publishing activities
62.02.Z	Computer consultancy activities
63.11.Z	Data processing, hosting and related activities

63.12.Z	Web portals
70.22.Z	Business and other management consultancy activities
72.20.Z	Research and experimental development on social sciences and humanities
73.11.Z	Advertising agencies
73.20.Z	Market research and public opinion polling
82.11.Z	Combined office administrative service activities
82.30.Z	Organization of conventions and trade shows
82.99.Z	Other business support service activities n.e.c.
85.59.B	Other out-of-school forms of education, not elsewhere classified
90.03.Z	Artistic creation
91.01.B	Archives activities

3. The Foundation provides legal assistance as part of non-profit statutory activity, without conducting commercial economic activity in the field of legal services (PKD 69.10.Z).
4. All income generated from economic activity shall be allocated exclusively to the implementation of the statutory goals of the Foundation.
5. Commencement of economic activity requires a resolution of the Management Board.

§ 11. Assets and Finances

1. The assets of the Foundation consist of: the Founder's contribution, donations, inheritances, bequests, subsidies, grants, revenues from economic activity, and other income.
2. The Foundation maintains full accounting records in accordance with applicable legal provisions.
3. Annual financial statements and substantive reports are public and shall be published.

CHAPTER V – POLICIES, REGULATIONS AND DOCUMENTS OF THE FOUNDATION

§ 12. Internal Regulations, Policies and Procedures of the Foundation

1. In order to ensure effective and transparent implementation of the Foundation's mission, together with the founding deed, the Founder establishes, approves, and puts into effect the following organizational documents (constituting annexes to the founding deed and the Integral Document System of the Foundation):
 - a. Regulations of the Management Board of the Foundation,
 - b. Regulations of the Foundation Council,
 - c. Regulations of the Ethics Council,
 - d. IPCiM Transparency Policy,
 - e. Press Alerts and Rapid Expert Response Procedure,
 - f. Regulations and templates for applications/complaints and handling procedures,
 - g. Regulations for the creation and operation of expert commissions,
 - h. Code of Ethics / template of ethical declaration for employee/expert/volunteer,

- i. International Communication Procedure,
 - j. Templates of annual substantive and financial reports,
 - k. Whistleblowing Policy,
 - l. Personal Data Protection Policy (GDPR),
 - m. Other necessary regulations or policies indicated by the Founder upon the founding deed, as well as documents created by the Management Board in the future to optimize the Foundation's operations.
2. The regulations and policies are binding on all persons appointed to the Foundation's bodies, employees, volunteers, and experts.
3. These documents (and amendments thereto) are available at the Foundation's registered office, provided to governing bodies at the beginning of their duties, and published to the extent necessary on the Foundation's website.
4. Amendments to the regulations of the Foundation's bodies take place under the terms specified in those regulations and the Statutes.
5. Amendments to other regulations and policies are made by resolution of the Management Board, provided that the principles of transparency and operational efficiency of the Foundation are maintained.

CHAPTER VI – FINAL PROVISIONS

§ 13. Amendment of the Statutes

1. Amendment of the Statutes requires:
 - a. A resolution of the Management Board adopted by a 2/3 majority vote, and
 - b. Approval by the Foundation Council, provided the Foundation Council has been appointed and constituted; otherwise, amendment of the Statutes requires approval by the Founder.
2. The Founder has the right to:
 - a. Initiate amendments to the Statutes by submitting reasoned requests to the Management Board or the Foundation Council.
 - b. Requests of the Founder regarding amendments to the Statutes are considered on a priority basis – the Management Board presents a draft resolution on amending the Statutes within no more than 60 days of receiving the request.
 - c. In the event that an amendment to the Statutes concerns essential matters related to fulfilling the Founder's intent expressed in the founding deed, the Foundation Council shall consult the Founder before adopting a final resolution.
3. An amendment to the Statutes requires entry into the National Court Register (KRS) and takes legal effect upon such entry.

§ 14. Liquidation of the Foundation

1. The decision to liquidate the Foundation is taken by the Management Board by a 2/3 majority vote.
2. A resolution of the Management Board on liquidation requires:
 - a. Consent of the Foundation Council (if appointed and constituted) expressed by a 2/3 majority vote, and

- b. Consent of the Founder expressed in writing within 60 days of presentation of the Management Board's resolution.
3. Assets remaining after the liquidation of the Foundation and satisfaction of creditors shall be designated for goals aligned with the Foundation's mission, specified in the liquidation resolution, after consultation with the Founder.
4. In the absence of a designated specific organization or purpose, the remaining assets shall be transferred to a public benefit organization operating in the area of human rights protection and media freedom, selected by the liquidator after consultation with the Founder.

§ 15. Applicable Law and Interpretation

1. In matters not governed by these Statutes, the provisions of the Act on Foundations and the principles of Polish law shall apply.
2. Annexes to the founding deed are specified by the Founder – they take binding effect within the Foundation from the date of its establishment.