

**STATUTE
OF
FUNDACJA DAJEMY DZIECIOM SIŁĘ / EMPOWERING CHILDREN FOUNDATION
Uniform text, amended on the 10th of May 2024**

**Chapter I
GENERAL PROVISIONS**

Article 1

The Foundation bearing the name “FUNDACJA DAJEMY DZIECIOM SIŁĘ” (“EMPOWERING CHILDREN FOUNDATION”), hereinafter referred to as „the Foundation” (formerly known as “FUNDACJA DZIECI NICZYJE” or “NOBODY’S CHILDREN FOUNDATION), established by PLEOGRAF Spółka z ograniczoną odpowiedzialnością (Limited Liability Company) domiciled in Warsaw, hereinafter referred to as „the Founder” – by a notary deed issued at the Notary Office No. 59 in Warsaw, repertory number 125/91, for indefinite time, shall operate under the Foundation Act and the provisions hereof.

The Foundation may use the English name “EMPOWERING CHILDREN FOUNDATION”

Article 2

The Foundation is a legal entity.

Article 3

1. The Foundation may use its translated name for purposes of international collaboration.
2. The Foundation may use an iconic or combination mark logo corresponding to its name.

Article 4

The Foundation shall be based in the capital city of Warsaw.

Article 5

1. The Foundation shall operate in the Republic of Poland.
2. The Foundation shall be supervised by the competent minister responsible for social affairs.
3. In order to pursue its purposes the Foundation may also operate outside the Republic of Poland.

Chapter II

THE FOUNDATION’S PURPOSE AND PRINCIPLES OF OPERATION

Article 6

The purpose of the Foundation shall be to protect children from abuse and social exclusion and to help children, families, and persons in crisis, as well as to support initiatives for protecting children’s rights and preventing social exclusion.

Article 7

1. To fulfil this purpose the Foundation shall, in particular:
 - 1) organize and carry out interventions and psychological, legal, social and medical help within the scope defined by the Foundation's purpose,
 - 2) organize and implement mental health services provided by psychologists, therapists, and psychiatrists, including in the form of psychotherapy,
 - 3) support and educate professionals who provide psychological, legal, social, and medical help for children, families, and persons in crisis,
 - 4) spread knowledge and provide education on counteracting child abuse and protecting children's rights, and promote civic activity and responsibility in this respect by organising conferences, seminars, workshops, and meetings, including by use of electronic media,
 - 5) conduct research, awareness-raising, and publishing programmes to acquire and spread knowledge about protecting children's rights and counteracting abuse and social exclusion of children,
 - 6) engage in efforts aimed at providing equal opportunities for groups that are disadvantaged or at risk of social exclusion (such as families at risk or abused children),
 - 7) advocate for the protection of children's rights (e.g., for child-friendly justice, effective legislative and institutional solutions),
 - 8) support efforts to prevent child abuse, protecting children's rights, and counteracting social exclusion, undertaken by local communities, NGOs and other institutions working for the public benefit in various domains of public life (such as education, science, health care, social services, charity and humanitarian help),
 - 9) support the development of skills among children and young people, university students, volunteers, and professionals in different fields, within the scope defined by the Foundation's purpose – by carrying out internship, grant, and training programmes.
2. The Foundation shall cooperate with other institutions, organisations, and individuals to fulfil shared statutory purposes in Poland and abroad. Such cooperation may take the form of partnership in carrying out certain activities, organizational or financial support, or assistance in raising the necessary funds.
3. The Foundation shall also fulfil its statutory purpose by joining associations of Polish and international foundations having the same or similar statutory purposes.
4. In order to pursue its statutory purpose the Foundation may initiate or join proceedings pending before judicial or public administration organs as a social or civil society organisation, in line with the applicable law.
5. In order to achieve its statutory objectives, the Foundation shall support the development of skills among its employees.

Chapter III

THE FOUNDATION'S ASSETS AND REVENUES

Article 8

1. The Foundation's assets shall include the initial capital amounting to PLN 1500.00 (say one thousand five hundred Polish zlotys).
2. Moreover, the Foundation's assets shall include funds, movables, and immovables acquired in the course of the Foundation's activity.

Article 9

The Foundation's revenues shall include, in particular:

1. donations, bequests, and legacies
2. subsidies granted by legal entities
3. revenues from collections and public events
4. bank interest
5. revenues from the Foundation's assets
6. revenues generated by the Foundation's business activity.

Article 10

The entire revenue shall be used exclusively for the purposes identified in articles 6 and 7 hereof.

Chapter IV

GOVERNING BODIES OF THE FOUNDATION

Article 11

The Foundation's governing bodies are:

1. The Foundation Board.
2. The Management Board.

Article 12

1. The Foundation Board is a collegial supervisory body, separate from the Management Board and not subordinate to the Management Board in its supervisory role.
2. Members of the Foundation Board – in the number of three to ten – shall be appointed and dismissed by the Board itself, with a resolution passed by at least two thirds of votes, with the minimum of two thirds of all Foundation Board members present.
3. Foundation Board membership may expire upon a written resignation or death of a Board member.
4. Board membership may also be granted to a legal entity, having a single vote and represented by legally entitled persons.
5. The Board shall elect from among its members the Chairperson and the Vice Chairperson. The Chairperson shall direct the Board's work, convene and chair the Board's sessions, and represent the Board externally. When reasonably justified, the Chairperson may be substituted by the Vice Chairperson.
6. Members of the Foundation Board shall perform their tasks without compensation, having the right to reimbursement of documented travel expenses.

Article 13

1. The Foundation Board shall work at meetings convened at least twice a year.
2. The Foundation Board's meetings may be attended by members of the Management Board, unless the Foundation Board decides otherwise. Members of the Management Board participating in the Foundation Board's sessions shall not have the voting right.

3. Meetings of the Foundation Board may be held with the Board members simultaneously present at the same place and time, with the use of electronic means of remote communication in real time, or using both methods simultaneously.

Article 14

The Foundation Board is entitled to, in particular:

1. initiate the directions of the Foundation's statutory activities, as defined in articles 6 and 7 hereof,
2. formulate opinions on the Foundation's programs and activity plans,
3. approve annual activity reports prepared by the Management Board and grant discharge to the Management Board,
4. evaluate the Management Board's activity,
5. express opinions on issues presented by the Management Board,
6. adopt resolutions on any amendments to the Foundation's Statute,
7. appoint and dismiss the President, Vice President, and members of the Management Board. Such decisions shall be made by at least two thirds of votes, with the minimum of two thirds of all Board members present,
8. make decisions about the employment of members of the Management Board,
9. have access to all documents concerning the Foundation's activity,
10. request written or oral explanations from members of the Management Board,
11. adopt "Regulations on Employment and Remuneration of ECF Management" and pass resolutions on employment and remuneration of members of the Foundation's Management Board and their affiliated entities, in accordance with the adopted Regulations.

Article 15

1. Sessions of the Foundation Board shall be convened by the Chairperson or another authorized member of the Foundation Board, on his or her own initiative or when requested by the Management Board.
2. Members of the Foundation Board shall be informed about such meetings with at least two-week notice, unless all members of the Council agree to a session being convened on a shorter notice.
3. The Foundation Board shall express its positions in a form of resolutions passed by a simple majority of voting members, with at least half of all Board members present. The method of voting shall be decided upon by the Foundation Board.
- 3¹. The Foundation Board may adopt resolutions by means of remote electronic communication. When using this possibility, the President of the Foundation Board or another authorized member of the Foundation Board shall send all the remaining Board members information on the vote being conducted by means of remote electronic communication, together with a draft resolution, and set an appropriate deadline for casting a vote (not less than 5 working days).
- 3². A resolution shall be considered adopted by means of remote electronic communication when it has been passed by a majority of votes of the overall number of members of the Foundation Board.
- 3³. After the voting deadline has passed or all votes have been cast, the President or another authorized member of the Foundation Board shall declare the adoption or rejection of the resolution and shall archive the resolution, together with the confirmation of notifying the members of the Foundation Board of the vote and the confirmation of the votes cast.
- 3⁴. The means of remote electronic communication may include in particular: telephone, smartphone, teleconference, videoconference with the use of appropriate IT tools, and electronic mail.

4. The Foundation Board may appoint an Honorary Committee. Members of the Honorary Committee shall be elected by the Foundation Board, upon their consent. Members of the Honorary Committee shall have the right to attend the meetings of the Foundation Board in an advisory capacity. The Foundation Board shall establish the rule of procedure for the Honorary Committee.
5. In order to formulate its position the Foundation Board may appoint working groups.

Article 16

1. No member of the Foundation Board may be an employee of the Foundation.
2. No member of the Foundation Board may:
 - a) be a member of the Foundation's Management Board, or be married to, cohabit with or have a relation of kinship or professional subordination with any of the members of the Management Board.
 - b) have been convicted by a final judgment of an indictable criminal offence or a tax offence.

Article 17

1. The Foundation's Management Board shall comprise from three to seven members, including the President of the Management Board and at least one Vice President of the Management Board, appointed and dismissed by the Foundation Board. Members of the Management Board may not have been convicted by a final judgment of an indictable criminal offence or a tax offence.
- 1¹. A member of the Management Board may be granted remuneration for the performance of their assigned role. The amount and terms of such remuneration shall be set forth in the "Regulations on Employment and Remuneration of ECF Management".
2. The Management Board shall be appointed indefinitely.
3. The President of the Management Board may suspend any member of the Management Board until the Foundation Board makes a decision.
- 3¹. Meetings of the Management Board may be held with the Management Board members simultaneously present at the same place and time, by means of remote electronic communication in real time, or using both methods simultaneously.
4. The President of the Management Board shall convene and chair meetings of the Management Board. In case of a tie vote the President shall have the casting vote.
5. The Management Board shall make decisions during Board meetings by a simple majority of votes cast by members present at the meeting. All members of the Management Board must be notified about the meeting.
- 5¹. The Management Board may adopt resolutions by means of remote electronic communication. The provisions of article 15, sections 3¹ to 3⁴ shall apply *mutatis mutandis* to any such voting of the Management Board by means of remote electronic communication.
6. Statements of will shall be made on behalf of the Foundation by the President or any of the Vice Presidents individually or by two members of the Management Board jointly.
7. Membership in the Management Board may terminate due to dismissal, death or resignation.

Article 18

1. The Management Board shall decide upon all matters not attributed to the Foundation Board by the present Statute.
2. In particular, the Management Board shall:
 - a) manage the Foundation and take responsibility for attaining the Foundation's objectives and the Foundation's financial results,

- b) represent the Foundation,
 - c) establish, consistent with the provisions hereof, the rules of procedure for the Management Board, including the definition of issues to be resolved collegially by the Management Board and the decision-making proceedings,
 - d) launch and liquidate the Foundation's representative offices, branches, bureaus, agencies, and other organizational units, defining their geographical area of operation, objects of activity, governing bodies and their competencies.
3. Adopting the rules of procedure for the Management Board shall require the approval of at least two thirds of the appointed Board members. Until the rules of procedure are established, the manner of the Management Board' proceedings shall be determined by the President of the Management Board.

Chapter V

RULES OF THE FOUNDATION'S BUSINESS ACTIVITY, PUBLIC BENEFIT ACTIVITY, FINANCIAL MANAGEMENT AND BOOKKEEPING

Article 19

1. The Foundation may engage in business activity in Poland and abroad, in accordance with the applicable regulations, particularly in the following areas:
 - Publishing (58.1)
 - Research and experimental development on social sciences and humanities (72.20.Z)
 - Advertising (73.1)
 - Leasing of intellectual property (77.40.Z)
 - Education and training (85.59.B, 85.60.Z)
 - Health care (86.90.E)
 - Amusement and recreation (93.29.Z)
 - Organisation of conventions and trade shows (82.30.Z)
 - Retail sale not in stores, stalls or markets (47.9)
 - Rental and management of own or leased real property (68.20.Z).
2. The Foundation's main area of activity shall be education and training (85.59.B, 85.60.Z).

Article 20

Deleted

Article 21

The Foundation's business activity shall not exceed the scope and scale instrumental in attaining the Foundation's statutory purposes.

Article 22

2. The Foundation's business activity shall be conducted by organizational units identified by a decision of the Management Board: departments, publishing houses, bureaus, agencies, etc. The Foundation's business units shall report to the Management Board.
3. Heads of the Foundation's business units shall be appointed by the Management Board.

Article 23

1. The Foundation shall engage in unpaid public benefit activity as stipulated by article 7 hereof.
2. The Foundation shall not engage in paid public benefit activity as defined by the Act of 24 April 2003 on Public Benefit and Volunteer Work.

Article 24

The Foundation shall conduct financial management and bookkeeping consistent with the applicable regulations.

Chapter VI

MERGERS, AMENDMENTS TO THE FOUNDATION'S PURPOSE AND STATUTE

Article 25

1. The Foundation may merge with another foundation having a similar purpose, under terms and conditions defined in a merger agreement entered into by the two foundations.
2. The Management Board shall conclude any such merger agreement on behalf of the Foundation. The merger decision shall be made by a resolution passed unanimously by the Management Board. In order to become effective the resolution shall require approval by the Foundation Board.

Article 26

1. Any amendments to the Foundation's purpose or Statute may be made by the Foundation Board, either at the request of the Management Board or on the Foundation Board's own initiative.
2. Resolutions of the Foundation Board on amendments to the Foundation's purpose or Statute shall require a majority of at least two thirds of votes, with the minimum of two thirds of all Board members present.

Chapter VII

DISSOLVING THE FOUNDATION

Article 27

1. The Foundation may be dissolved or liquidated if the Foundation's funds and assets are exhausted or if the Foundation's statutory activity cannot be continued for any other reason.
2. The decision to dissolve the Foundation shall be made by the Foundation Board and the Management Board, at a joint session, based on at least a two-thirds majority, with the minimum of two thirds of all members of the two decision-making bodies present.
3. The liquidation process shall be managed by a liquidator appointed by the Foundation Board.
4. The liquidator shall have the rights and obligations of the Management Board.
5. The liquidator may employ persons to prepare and conduct the liquidation activities.

6. Upon settling all liabilities and debts, the liquidator shall assign the Foundation's assets for purposes defined in Article 6 hereof and transfer them to an organisation indicated by the Foundation Board.

Chapter VIII

CONCLUDING PROVISIONS

Article 28

The Management Board shall be able to grant awards and honorary prizes to individuals, legal entities, institutions, and civil society organizations contributing to the attainment of the Foundation's purposes or meritorious for the Foundation itself.

Article 29

1. It shall be forbidden to give loans from or secure credit or liabilities with the Foundation's assets with respect to members of the Foundation's governing bodies and to employees of the Foundation, or to individuals related to the Foundation's employees through marriage, cohabitation, first-degree kinship, second-degree kinship, adoption or wardship (hereinafter referred to as "close relatives").
2. It shall be forbidden to transfer the Foundation's assets to members of the Foundation's governing bodies, its employees or their close relatives on different terms than would be applied toward third parties, particularly if such transfer is made free of charge or on preferential terms.
3. It shall be forbidden to use the Foundation's assets for the benefit of members of the Foundation's governing bodies or its employees and their close relatives on different terms than in case of third parties, unless such use of the assets accrues directly from the Foundation's statutory purpose.
4. It shall be forbidden to purchase services and goods from business entities in which members of the Foundation's governing bodies or its employees and their close relatives are directly engaged at prices above regular market prices or on different terms than would be applied toward third parties.

Article 30

The Statute shall come into force on the date of registration by a competent District Court.