

Foundation Sunflowers Statute

Consolidated text of the Foundation Sunflowers Statute, based in Warsaw,
adopted by Resolution of the Founders No. 1/2023 of February 2, 2023

Preamble

The Foundation Sunflowers was established as a result of the initiative of non-governmental organizations, the Polish National Bar Association and individuals who unite to work together for the protection of human rights in the broadest sense. To this end, on the basis of this Statute, the Foundation will undertake activities aimed at creating platforms to securely transmit, store and make available to authorized bodies information regarding international crimes, victims of these crimes, provide assistance in obtaining reparations and surround them with psychological care.

Chapter I. General Provisions

§ 1.

The Foundation was established by:

- a. Association for Legal Intervention, represented by Witold Klaus,
- b. Anna Adamska-Gallant,
- c. Ewa Hofmańska,
- d. Natalia Klima-Piotrowska,
- e. Mikołaj Pietrzak,
- f. Oksana Senatorova,
- g. Mykhaylo Shepitko,
- h. Paweł Wiliński,

hereinafter referred to as the Founders, in accordance with the contents of the Foundation Deed containing the declaration of intent to establish the Foundation, drawn up in the form of a notarial deed Rep. A No. 2379/2022 by notary Mariusz Białecki in the Notary's Office in Warsaw, Poland, at 69 Koszykowa street loc. 2, on July 25, 2022, as amended by the Founders' declaration of intent drawn up in the form of a notarial deed Rep. A No. 669/2023 by notary Mariusz Białecki in the Notary's Office in Warsaw, Poland, at 69 Koszykowa street loc. 2, on February 2, 2023.

§ 2.

1. The headquarters of the Foundation is in Warsaw.
2. The Foundation was established for an indefinite period.
3. The Foundation operates in the Republic of Poland and abroad, within the scope of the applicable laws.
4. The Foundation may establish branches, subsidiaries and plants in the country and abroad.

§ 3.

The Foundation has legal personality.

Chapter II. Objectives and Principles of the Foundation

§ 4.

The objectives of the Foundation are:

- a. Supporting efforts to collect information on evidence of international crimes,

- b. Supporting victims of international crimes in their efforts to obtain remedies and repair the damage suffered by them,
- c. Raising the public's legal awareness of responsibility for international crimes and the rights of victims of these crimes,
- d. Dissemination and protection of freedom and human rights and civil liberties, as well as activities supporting the development of democracy,
- e. Providing free citizen counseling,
- f. Promotion and organization of volunteerism.

§5.

1. The Foundation pursues its objectives through:
 - a. Promoting knowledge of international crimes, principles of accountability of perpetrators of these crimes and the procedures for its enforcement,
 - b. Organizing training on international humanitarian law,
 - c. Creating a network of lawyers involved in information gathering,
 - d. Collecting information on evidence of international crimes for the purpose of passing it on to international or national law enforcement or judicial authorities in cases of these crimes,
 - e. Collecting information to qualify victims of international crimes and the scope of damage suffered by them,
 - f. Protection of the identification data of the persons providing the information referred to in d. and e. and the information provided by them,
 - g. Organizing training for volunteers involved in the collection of information referred to in d. and e.,
 - h. Provide psychological support to the information providers referred to in d. and e. and the volunteers referred to in g.
2. In order to achieve its objectives, the Foundation may support the activities of natural and legal persons, provided that they are consistent with the statutory objectives of the Foundation.

Chapter III. Assets and Income of the Foundation

§6.

The assets of the Foundation consist of an initial fund in the amount of PLN 1,000 contributed by the Founders, as well as financial resources, movable and immovable property acquired by the Foundation in the course of its activities.

§7.

1. The Foundation's income may come from:
 - a. Donations, inheritances, bequests,
 - b. Grants and subsidies of legal and natural persons,
 - c. Income from public collections within the meaning of the Law on Public Collections,
 - d. Income from the Foundation's assets and other property rights,
 - e. Bank interest,
 - f. Endowment funds,
 - g. Crowdfunding activities,
 - h. Paid public benefit activities.

2. All income received by the Foundation is used exclusively for statutory activities.
3. The Foundation is not authorized to:
 - a. lending to members of its bodies, employees, spouses of employees, relatives of employees or persons who are related to employees by adoption, guardianship or custody,
 - b. to secure the obligations of the persons listed in paragraph 3(a) above,
 - c. transfer of the assets of the Foundation for the benefit of the persons mentioned in paragraph 3(a) above.
4. The Foundation may, upon the adoption of an appropriate resolution by the Foundation Council at the request of the Executive Board, conduct business activities only to the extent necessary to finance its statutory activities. The commencement of business activity by the Foundation must also be preceded by an amendment to the Statute and registration of the amendment in the relevant register.

Chapter IV. Bodies of the Foundation

§8.

1. The Foundation operates through the work of members of the statutory bodies, employees and volunteers. In order to achieve its statutory objectives, the Foundation may cooperate with other institutions, organizations and individuals through organizational support, partial or full financing of projects, as well as assistance in obtaining funds for further sources.
2. The Foundation operates through its Bodies.
3. In order to achieve the highest standards in the performance of the Foundation's Bodies in carrying out their duties and discharging them in an effective manner, only persons with appropriate qualifications and experience are appointed to the Foundation's Bodies.

§9.

The Bodies of the Foundation are:

1. The Executive Board of the Foundation, hereinafter referred to as the Board.
2. Council of the Foundation, hereinafter referred to as the Council.

§10.

1. The Foundation's Board consists of three to five members, including one President.
2. The members of the Board and the President, are appointment and dismissed by the Board, subject to paragraph 5 below.
3. Only a natural person with full legal capacity and who has not been convicted of an intentional crime prosecuted by public indictment or a fiscal crime may be a member of the Board.
4. The Board, including the President, is elected for a joint term of three years. The term of office expires on the date of the meeting of the Board, which will elect the next Board. The term of office of a Board Member appointed during the term of office shall expire on the date the term of office of the Board ends.
5. The first composition of the Board is appointed by the Founders. The term of office begins on the date of registration of the Foundation.
6. The function of a member of the Board may be held for more than one term.
7. Membership on the Board shall cease as result:
 - a. written resignation delivered to the Foundation and the Council, effective upon delivery of the statement to the last entity,

- b. loss of civil rights or full legal capacity,
 - c. conviction by a final court sentence for a crime committed with intentional fault prosecuted by public indictment or for a fiscal offence,
 - d. death of a Board member,
 - e. appeal by the Council.
8. Members of the Board may be employed by the Foundation on the basis of an employment contract or other legal relationship, or receive remuneration for participation in Board meetings.
 9. In contracts between the Foundation and a member of the Board and in a dispute with he/she, the Foundation shall be represented by the Foundation Council, on behalf of which the Chairman of the Foundation Council or another member of the Foundation Council shall act.

§11.

1. The Board manages the activities of the Foundation and represents it externally.
2. The Board's responsibilities include:
 - a. Accepting subsidies, donations, inheritances and bequests,
 - b. Implementation of the statutory objectives of the Foundation,
 - c. Drawing up work plans and budget of the Foundation,
 - d. Preparation of reports on the activities of the Foundation,
 - e. Exercise management over the assets of the Foundation,
 - f. Representing the Foundation to the outside world,
 - g. Hiring employees and setting their salaries,
 - h. Awarding individuals and legal entities with prizes, orders,
 - i. Requesting the Council to amend the Statute.
3. For the implementation of specific tasks of the Foundation, the Board may create auxiliary bodies.
4. The Board is obliged to immediately inform the Founders of the occurrence of circumstances justifying the liquidation of the Foundation, as referred to in §21 section 1.

§12.

1. Board meetings are held as needed, but at least once a month.
2. Meetings of the Board shall be convened by the President, sending information about the date of the meeting to the e-mail address designated by each Board Member at least 7 days before the scheduled meeting.
3. All Board members must be invited to the meeting.
4. Members of the Board may participate in meetings and exercise their voting rights in person or by means of telecommunications (e.g. teleconference, videoconference).
5. Minutes of the Board's meeting is taken.
6. The Board adopts resolutions at meetings. The Board may also adopt resolutions in writing, electronically or by means of direct remote communication, if all Board Members have been notified of the content of the draft resolution.
7. Resolutions of the Board shall be adopted by a simple majority of votes with the presence of all members of the Board, unless other provisions of the Statute provide otherwise. In the event of an equal distribution of votes, the President of the Board shall have the casting vote.

§13. Foundation Council

1. The Council is the controlling and reviewing body of the Foundation.
2. The Council consists of 5 to 10 people.
3. The Founders appoint the first composition of the Council. Subsequent persons are appointed to the Council by the Council by unanimous vote.
4. The Council elects a Chairman from among its members, who directs its work.
5. A Council member acts in person or through a designed person.
6. A member of the Council may only be a natural person with full legal capacity and who has not been convicted by a final judgment of an offense for an intentional crime prosecuted by public indictment or a fiscal offense.
7. Membership in the Council is terminated upon:
 - a. To submit a written resignation from office delivered to the Foundation,
 - b. Loss of civil rights or full legal capacity,
 - c. Conviction by a final court sentence for a crime committed through intentional fault prosecuted by public indictment or for a fiscal offense,
 - d. Death of a Council member,
 - e. Appeal by the Council,
 - f. Dissolution, liquidation, bankruptcy or other termination of activities – in case the Founder is a legal entity or an organizational unit with legal capacity.
8. Members of the Council, including persons appointed to act on behalf of the Founder, which is a legal person or an organizational unit with legal capacity, may not be members of the Foundation's Board or be related to them by marriage, in cohabitation, in a relationship of consanguinity, affinity or business subordination. Upon election of a Council member as a Board member, his/her membership in the Council shall be suspended for the duration of his/her term as a Board member.
9. Council members do not receive remuneration for their roles.

§14.

1. Council meetings are held as needed, with at least once in the year.
2. Meetings are convened by the Chairman of the Council on the initiative of the Council or at the request of the Foundation Board.
3. A meeting of the Council shall be chaired by the Chairman of the Council, and in his absence the members of the Council shall elect a chairman of the meeting in question.
4. Members of the Council may participate in meetings and exercise their voting rights in person or through telecommunications (e.g. teleconference, videoconference).
5. Minutes of the Council meetings will be taken, signed by the chairman of the meeting and the recorder. In the case of adoption of a resolution under the procedure referred to in paragraph 6, sentence 2 below, the minutes shall be signed using a qualified electronic signature.
6. The Council adopts resolutions at meetings. The Board may also adopt resolutions in writing, electronically or by means of direct remote communication, if all members of the Board have been notified of the content of the draft resolution, except as provided in paragraph 7 below.
7. The possibility of voting by the Council in writing, in electronic form or by means of direct remote communication is excluded in the case of voting on: the appointment and dismissal of members of the Foundation's bodies or liquidator, holding them accountable, as well as on personal matters, unless the method of voting makes it possible to keep the vote secret.

8. Resolutions of the Board shall be adopted by a simple majority of votes with the presence of at least half of the members of the Board or the casting of votes by at least half of the members of the Board in the voting referred to in paragraph 6, sentence 2 above, unless other provisions of the Statute provide otherwise. In the event of a tie, the Chairman's vote shall prevail.
9. Resolutions of the Council shall require at least $\frac{2}{3}$ votes, with at least half of the members of the Council present, or the casting of votes by at least half of the members of the Council in the voting referred to in paragraph 6, sentence 2 above, in the following cases:
 - a. Removal of members of the Council or the Board,
 - b. Mergers with another foundation,
 - c. Amendments to the Statute,
 - d. Transfer of collected data to international or national law enforcement or justice authorities in cases of international crimes,
 - e. Granting and revoking the status of Partner and the status of Ambassador of the Foundation,
 - f. Approval of the Foundation's business activities.
10. Resolutions of the Council to decide on the liquidation of the Foundation, the election of liquidators and the appointment of new Council members shall require unanimity of the Council with the presence of at least half of the Council members or the casting of votes by all Council members in the voting referred to in paragraph 6, sentence 2 above.

§15.

The Council responsibilities include:

1. Setting the main directions of the Foundation's activities,
2. Supervision and control of the Foundation's activities, in particular, control of the Foundation's assets,
3. Approve the report on the Foundation's activities and discharge the Board,
4. Appointment and dismissal of Board members, including the President,
5. Adoption of the Foundation's draft budget, approval of the Foundation's budget and significant changes to the budget,
6. Approval of the Foundations' financial statements,
7. Deciding on the transfer of collected data to international or domestic law enforcement or justice authorities in cases of international crimes,
8. Making amendments to the Statute,
9. Deciding to merge with another foundation,
10. Making decisions on all other matters not reserved to the competence of other bodies,
11. Determining remuneration for Board members,
12. Representing the Foundation in contracts between the Foundation and a member of the Board and in disputes with him/her,
13. Granting and revoking the status of Partner and Ambassador of the Foundation,
14. Deciding on the liquidation of the Foundation and electing liquidators,
15. Appointment of new Council members.

§16. Method of Representation of the Foundation

1. Statements of will on behalf of the Foundation, including in property matters may be made by two Board members acting together jointly or by the President alone.

2. Incurring liabilities with a value exceeding PLN 50,000 requires a declaration of intent by two Board members acting jointly.

§17. Foundation Partner

1. The Council may grant the status of a Partner of the Foundation to natural persons with full legal capacity, legal persons, organizations, institutions and other domestic or foreign entities, even if they do not have legal personality.
2. A Founder of the Foundation, a member of the Council or a member of the Board of the Foundation may not become a Partner of the Foundation. A Partner may be an entity in which the Founder/Council member or Board member works, for which the Founder/Council member or Board member provides services or is otherwise involved in the activities of such entity.
3. In order to become a Partner, it is necessary for the entity to be granted Partner status to give its consent.
4. The Partner supports the Foundation in the implementation of its statutory tasks, in particular, by performing services of a voluntary nature for the benefit of the Foundation. The Partner does not receive remuneration for activities for the benefit of the Foundation.
5. The Partner is not entitled to the powers granted exclusively to the Board to represent the Foundation externally. In particular, the Partner is not authorized to make declarations of will or contract obligations on behalf of the Foundation.
6. The Foundation may use the information about the activities carried out by the Partners, referred to in paragraph 4 above, for promotional and informational purposes.
7. The Council may invite the Partner to participate in a meeting of the Council, at which the Partner has the opportunity to express its opinion on the matters of the Foundation that are discussed by the Council. The Partner is not entitled to participate in the Council's votes.
8. Partner status is granted for an indefinite period of time. The Council may deprive an entity of the Partner status at any time.
9. Renunciation of the status of Partner by the entities indicated in paragraph 1 above requires the submission of a written statement to the Foundation.

§18. Ambassador of the Foundation

1. The Council may grant the status of Ambassador of the Foundation to an individual with full legal capacity who enjoys widespread authority.
2. The Foundations' Founder, a member of the Council or a member of the Foundation's Board may not become an Ambassador of the Foundation.
3. In order to become an Ambassador, it is necessary for the entity to which Ambassador status is to be granted to give its consent.
4. The Ambassador, using its authority and public image, supports the Foundation in carrying out its tasks and helps disseminate information about the Foundation and its activities, making this information reach a wider audience.
5. The Ambassador does not have the powers granted exclusively to the Board to represent the Foundation externally. In particular, the Ambassador is not authorized to make statements of intent or incur obligations on behalf of the Foundation.
6. The Ambassador does not receive remuneration for activities on behalf of the Foundation.
7. The Foundation may use information about the benefits provided by the Ambassadors referred to in paragraph 4 above for promotional and informational purposes.

8. The Council may invite the Ambassador to attend a meeting of the Council at which the Ambassador has the opportunity to express their opinion on the Foundations' matters under consideration by the Council. The Ambassador is not entitled to participate in Council votes.
9. Ambassador status is granted for an indefinite period of time. The Council may terminate the status of Ambassador at any time.
10. Renunciation of Ambassador status by the persons indicated in paragraph 1 above requires a written statement to the Foundation.

Chapter VI. Final Provisions

§19.

Amendments to the Statute shall be made by the Council at the request of a Board member or the Council.

§20.

1. The Foundation may merge with another foundation for the effective realization of its objectives.
2. A merge with another foundation may not take place if, as a result, the purpose of the Foundation could be significantly altered.
3. In matters of merge with another foundation, the decision is made by the Council.

§21.

1. The Foundation shall be liquidated if it achieves the purposes for which it was established or if its financial resources and assets are exhausted.
2. The decision to liquidate is made unanimously by the Council, which notifies the Court and the competent minister about the liquidation and appoints the Liquidator.
3. The Liquidator has all the powers of the Board.
4. Financial resources and assets remaining after the liquidation of the Foundation will be transferred by resolution of the Council to organizations operating in the Republic of Poland with similar objectives.

§22.

The status of the Foundation shall not be inherited in the event of the Founder's death, disposed of by the Founder to third parties, or transferred to any successor in title.

§23.

Prohibited:

- a. granting loans or securing liabilities with the Foundation's assets in relation to its members, the Founder, members of the Board, members of the Council, or employees of the Foundation and persons with whom the Founders, members of the Bodies and employees of the Foundation are married, in cohabitation or in a relationship of kinship or affinity in a direct line, kinship or affinity in the collateral line to the second degree, or are related by adoption, custody or guardianship, hereinafter referred to as 'related persons';
- b. transfer of the assets of the Foundation for the benefit of the Founders, its members, members of the Board, members of the Council, employees of the Foundation and their relatives, on principles other than in relation to third parties, in particular, if the transfer is made free of charge or on preferential terms,

- c. use of the assets of the Foundation for the benefit of the Founder, its members, members of the Board, members of the Council, or employees and their relatives on principles other than in relation to third parties, unless this use directly results from the statutory purpose,
- d. purchase of goods or services from entities in which the Founders, Board members, Council members, or employee of the Foundation and their relatives participate, on principles other than in relation to third parties or at prices higher than market prices.