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THE STATUTES OF PANOPTYKON FOUNDATION

General provisions

§ 1

Panoptykon Foundation, hereinafter referred to as the Foundation has been established by:

- Piotr Drobek,
- Krystian Legierski,
- Małgorzata Szumańska,
- Katarzyna Szymielewicz,

hereinafter referred to as the *Founders*, by declaration of will expressed in the form of a notarial deed drawn up by notary public Bartłomiej Jabłoński in his notary's office in Warsaw at ul. Świętokrzyska 36 lok. [suite] 12 on 5 March 2009 (Register of Deeds number 1739/2009).

§ 2

1. The seat of the Foundation is Warsaw.
2. The area of activity of the Foundation is the entire territory of the Republic of Poland, whereas in the scope necessary for the implementation of the Foundation's purposes it may carry out its activity outside the borders of the Republic of Poland.
3. For the purposes of international cooperation the Foundation may use its translated name in selected languages.

§ 3

The Foundation has a distinctive logo. The Foundation also uses other markings and the seal according to the template accepted by the Board of the Foundation.

§ 4

1. The lifetime of the Foundation shall be unspecified.
2. Supervision over the Foundation shall be exercised by the minister competent for justice matters.

The purposes and principles of activity of the Foundation

§ 5

The purposes of the Foundation are as follows:

- 1) acting for the benefit of protection of human rights in the surveillance society, including personal data protection and consumer protection;
- 2) initiating and increasing the level of the public debate on the mechanisms and technologies enabling the exercise of surveillance of the society and using the information on individuals;
- 3) undertaking research initiatives regarding the development of the surveillance society and the analysis of social consequences of that process;
- 4) undertaking educational activities aimed at increasing the knowledge of rights vested in individuals and the social awareness of threats connected with the development of the surveillance society.

§ 6

The Foundation carries out its purposes, including (but not limited to), by and through:

- 1) the preparation of studies, expert opinions and analyses concerning the domain of human rights protection in the surveillance society;
- 2) monitoring law, legislative changes and the functioning of law;
- 3) drafting amendments to laws and undertaking efforts aimed at their implementation;
- 4) providing legal aid;
- 5) initiating proceedings and representing individuals before domestic and international court, administrative and social authorities in the scope provided for in the applicable legal regulations;
- 6) joining proceedings pending before domestic and international court, administrative and social authorities in the capacity of a social representative;
- 7) cooperating with natural persons, legal persons and other entities, including, i.a. organizations, media, public institutions;
- 8) organizing and carrying out trainings, conferences and educational programs;
- 9) organizing and financing lectures, seminars, symposia, workshops, as well as other forms of educational activity, including those addressed to students;
- 10) conducting publishing activities, including preparation and publication of educational materials;
- 11) collecting and making available materials concerning the development of the surveillance society;
- 12) commissioning, financing and conducting social research;
- 13) conducting artistic activities and happenings;
- 14) initiating and conducting the public debate on the functioning of the surveillance society;
- 15) financing the activity, as set forth in the statutes;
- 16) conducting economic activity.

§ 7

The activity of the Foundation falls within the scope of the following public benefit activities:

- 1) science and education;
- 2) public order and security and counteracting social pathologies;
- 3) propagation and protection of freedom and human rights and social freedoms, as well as actions supporting the development of democracy.

§ 8

1. The Foundation cooperates with other institutions, organizations and individuals in order to achieve common purposes as set forth in the statutes. That cooperation may assume the form of an organizational support, partial or entire financing of an enterprise, or providing aid in obtaining necessary funds from other sources.

2. The Foundation may effect its purposes as set forth in the statutes also through membership in institutions gathering Polish and foreign entities having their purposes similar or identical to those of the Foundation.

Property and income of the Foundation

§ 9

1. The founding capital in the amount of 2,000 (two thousand) zlotys and other property acquired by the Foundation in the course of its activity constitutes property of the Foundation.
2. Within the framework of the property of the Foundation the amount of 1,000 (one thousand) zlotys is separated.

§ 10

1. The income of the Foundation may originate, including (but not limited to), from:
 - a) gifts, inheritances, bequests,
 - b) donations, subsidies and grants from domestic, EU and foreign funds,
 - c) public collections and events,
 - d) economic and non-economic rights of the Foundation,
 - e) non-gratuitous public benefit activity,
 - f) bank interest and other capital income/gains
 - g) conducting economic activity.
2. The entire income obtained by the Foundation is designated solely for the activity as set forth in the statutes.
3. In the matters regarding acceptance of gifts and inheritances representations required by the law shall be filed by the Board of the Foundation. Should the Foundation be appointed for inheritance, the Board of the Foundation shall file a representation on accepting the inheritance with the benefit of the inventory or on rejection of such inheritance.

§ 10a

1. The Foundation may conduct economic activity in Poland and abroad, in accordance with the applicable regulations.
2. Economic activity may be conducted in the following fields:
 - a) Education and training activities (Polish Classification of Economic Activity code: PKD 85.5),
 - b) Publishing activities (PKD 58),
 - c) Scientific activities (PKD 72.2),
 - d) Retail trade not in stores, stalls or markets (PKD 47.9).
3. The income from economic activities of the Foundation shall serve exclusively the implementation of the purposes as set forth in the statutes.
4. The Foundation shall conduct its economic activity exclusively in the size serving the meeting of the purposes as set forth in the statutes.

5. The economic activity of the Foundation is separated on the bookkeeping and accounting level.

§ 11

The property and income of the Foundation may not be:

- 1) used for granting loans or securing obligations in relation to its Founders, members of governing bodies or employees and persons with whom the above mentioned persons are in a marital relationship, in cohabitation, or in a relation of direct kinship or consanguinity, collateral kinship or consanguinity to the second degree, or related by way of adoption, care or custody, hereinafter referred to as "close persons";
- 2) transferred for the benefit of the Founders, members of the governing bodies or employees and their close persons, on the principles other than those applied in relation to third parties, including (but not limited to), if such transfer is effected gratuitously or on preferential conditions;
- 3) used for the benefit of the Founders, members of governing bodies or employees and their close persons on the principles other than those applied in relation to third parties, unless such use directly appears from the purposes of the Foundation;
- 4) used for the purposes of purchasing goods or services from entities in which there participate the Founders, members of the governing bodies or employees and their close persons, on the principles other than those applied in relation to third parties or at prices higher than market prices.

Governing bodies of the Foundation

§ 12

1. The governing bodies of the Foundation are:
 - a) Council of the Foundation, hereinafter referred to as the *Council*,
 - b) the Board of the Foundation, hereinafter referred to as the *Board*.
2. The Foundation may have the Program Board operating within its framework.

§ 13

1. Whenever in the Statutes there is a reference to a session, it shall be also understood as the members of the governing bodies of the Foundation communicating by means of videoconferences or other means of telecommunication.
2. Whenever in the Statutes there is a reference to passing resolutions, it shall be understood also as collecting votes of members of governing bodies of the Foundation via electronic mail. In this case votes are collected respectively by the Chairperson of the Council or the President of the Board.
3. The Council and the Board may adopt regulations specifying the manner of their functioning.

Council

§ 14

1. The Council is a controlling and opinion-making body of the Foundation.

2. The Council's tasks include:
 - a) setting the main directions of activity for the Foundation;
 - b) supervision and control over the Foundation's activity, including (but not limited to) controlling the economic status of the Foundation;
 - c) approving annual reports of the Board regarding the activity and granting a vote of approval to the Board;
 - d) *(repealed)*;
 - e) appointing and dismissing members of the Board;
 - f) reaching decisions on amending the statutes of the Foundation;
 - g) reaching decisions on consolidating with another foundation or on liquidating the Foundation.
3. In order to perform its tasks, the Council is authorized to:
 - a) demand that the Board present all or any documents concerning the activity of the Foundation;
 - b) exercising financial control of the Foundation.

§ 15

1. The Council is composed of the Founders and from 1 to 5 other members. The Council may not be composed of fewer than 3 members.
2. Members of the first composition of the Council shall be appointed by the Founders. The Council has the right to appoint members of the Council in the place of the persons who ceased to fulfil that function or in order to increase the number of members of the Council, upon consent of all of the Founders sitting in the Council.
3. The Council elects the Chairperson from among its members who manages its works.
4. Members of the Council do not receive remuneration in connection with their participation in the works of that body, except for a refund of documented expenses connected with their participation in the meetings of the Council, including the costs of travel.
5. It is not allowed to combine the membership in the Council with a function in the Board or the employment relationship with the Foundation. Should a member of the Council upon his or her consent be appointed to the Board or should the employment relationship with the Foundation be initiated – the membership of such person in the Council is suspended, respectively for the time of fulfilling the function or for the duration of the employment relationship, respectively.
6. In particularly justified cases, a dismissal of a member the Council may take place as a result of a resolution adopted unanimously by the remaining members of the Council of the Foundation. The Founders may not thereby be deprived of their membership in the Council.
7. Membership in the Council may expire also as a result of:
 - a) filing a written resignation to the Chairperson of the Council,
 - b) conviction by a valid and enforceable court judgment for a crime committed intentionally,

- c) death.

§ 16

1. The Council of the Foundation holds its meetings at least once per year.
2. The Council of the Foundation shall be convened by the Chairperson of the Council upon his or her own initiative or motion the Board.
3. The Council of the Foundation reaches decisions during or outside meetings by a written voting, in the form of resolutions adopted, unless the Statutes provide for otherwise, by a simple majority of votes with at least 1/2 of the members present or participating. Each member of the Council holds one vote. In the event of an equal number of votes, the vote of the Chairperson shall prevail.
4. For the purposes of examination of urgent matters, a meeting of the Council may be convened in an extraordinary course by each member of the Council upon his or her own initiative or upon written motion of the Board or of one of the Founders. An extraordinary meeting of the Council should be convened not later than within 21 days following the date of lodging the motion.
5. For a meeting of the Council and its resolutions to be valid it is necessary to notify the members of the Council on its date by registered mail or electronic mail not later than 14 days before the planned date of the meeting. Such notification should contain the agenda of the meeting and draft resolutions.
6. Upon consent of all members of the Council it is possible to refrain from applying the requirements specified in Section 5.

The Board

§ 17

1. The Board manages the activities of the Foundation and represents it in external matters.
2. The competences of the Board include reaching decisions in matters not reserved for the competences of the other governing bodies, and including (but not limited to):
 - a) organizing the day-to-day activity of the Foundation,
 - b) adopting programs of action of the Foundation and financial plans,
 - c) obtaining funds for the activity of the Foundation,
 - d) accepting gifts, inheritances and bequests, subsidies and donations,
 - e) exercising management over the property of the Foundation,
 - f) hiring employees and specifying the amount of their remuneration,
 - g) deciding on membership of the Foundation in other organizations,
 - h) filing a motion to the Council on an amendment to the statutes of the Foundation, consolidation with another foundation or liquidation of the Foundation.
3. Each year the Board is obliged to submit to the Council an annual report regarding the activity of the Foundation.
4. The Board may appoint representatives for the purposes of managing a separate area of issues falling within the scope of the tasks of the Foundation.

§ 18

1. The Board is composed of 2 to 5 members.
2. Members of the first composition of the Board are appointed by the Founders. The Council of the Foundation has the right to appoint members of the Board in the place of those persons who ceased to fulfil that function or for the purposes of extending the composition of the Board.
3. The Founders may be members of the Board, subject to § 15 Section 5.
4. The Board elects the President and Vice-President from among its members. The President of the Board has the right to use the title of the Director of the Foundation.
5. A member of the Board who fails to fulfil his or her obligations or undertakes actions inconsistent with the statutes, may be dismissed by the Council by way of an unanimous resolution.
6. Membership in the Board shall cease also as a result of:
 - a) filing a written resignation to the Chairperson of the Council,
 - b) conviction by a valid and enforceable court judgment for a crime committed intentionally,
 - c) death.
7. *(repealed)*

§ 19

1. The Board reaches decisions during meetings in the form of resolutions – by a simple majority of votes of its members present at the meeting. Each of the members of the Board holds one vote. In the event of an equal number of votes, the vote of the President of the Board shall prevail, however in such case at least two members of the Board must vote in favour of a given resolution.
2. All members of the Board must be notified of a meeting.

The Program Board

§ 20

1. The Board by way of resolution may appoint the Program Board of the Foundation. The Board has the right to appoint and dismiss members of the Program Board.
2. Members of the Program Board may be those persons whose knowledge and authority are significant from the point of view of the Foundation's activity
3. If appointed, the Program Board is an opinion-making and advisory body of the Foundation. Each member of the Program Board individually is also entitled to have the rights to give his or her opinion or advice.
4. Members of the Council of the Foundation may at the same time be members of the Program Board.

Manner of representation

§ 21

1. Declarations of will on behalf of the Foundation, subject to Section 2, may be filed by each member of the Board individually.
2. *(repealed)*.
3. The Board by way of resolution may grant specific powers of attorney for the purposes of undertaking specific tasks and making declarations of will on behalf of the Foundation by the attorney.

Final provisions

§ 22

Amendments to the statutes of the Foundation shall be made by the Council by way of a resolution adopted upon motion of the Board by a majority of 2/3 votes of all its members. A change of the purposes of the Foundation's activity shall require consent of all of the Founders.

§ 23

1. The Foundation may consolidate with another foundation for effective implementation of its purposes.
2. A decision concerning consolidation with another foundation shall be reached by the Council by way of a resolution adopted upon motion of the Board by a majority of 2/3 votes of all members of the Council.

§ 24

1. The Foundation shall be liquidated, should it reach the purposes for which it has been established or should its financial resources and property be exhausted.
2. Liquidators of the Foundation shall be appointed and dismissed by the Council.
3. A decision concerning liquidation shall be reached by the Council in the form of a resolution passed upon motion of the Board by a majority of 2/3 votes of all members of the Council.

Financial resources and property remaining after the liquidation of the Foundation may be designated by way of a resolution of the Council for the benefit of foundations operating in the Republic of Poland having similar purposes.