

Statute of the Helsinki Foundation for Human Rights

Chapter I: General Provisions

§ 1. The Foundation under the name of Helsinki Foundation for Human Rights was established by a certified act of 31 July 1989 (Office of State Notary Public Wołomin, Ref. No. A-3838/89) by the will of the following individual founders:

1. Piotr Ł. J. Andrzejewski,
2. Halina Bortnowska-Dąbrowska,
3. Jerzy Ciemniowski,
4. Janusz Grzelak,
5. Jarosław Kaczyński,
6. Marek Nowicki,
7. Danuta Przywara,
8. Jan Rosner,
9. Stefan Starczewski,
10. Zofia Wasilkowska,
11. Tadeusz Zieliński,

and operates under provisions of the Foundations Act (Journal of Laws No. 27/89 item 97 with subsequent changes).

§ 2. The Foundation has a legal personality.

§ 3. The Foundation has been established for an unspecified period of time.

§ 4. The Foundation operates within the territory of the Republic of Poland and outside of that territory under the law of the Republic of Poland.

§ 5. The Foundation is seated in the Capital City of Warsaw.

§ 6. The Foundation uses a round seal with the name and seat of the Foundation stated on the rim. The seal may also contain the Foundation's logo.

§ 7. The Foundation is supervised by the minister responsible for science.

Chapter II: Aims and Means; Principles of Operation

§ 8. The Foundation's aims include the following:

1. To launch educational and research initiatives in the area of human rights.
2. To propagate human rights as the foundations of the functioning of the state and society.
3. To strengthen society's respect for human dignity and human rights.
4. To act towards the protection of human rights.

§ 9. The Foundation pursues the aims listed in § 8 through:

1. Activities supporting the culture of human rights and the democratic state ruled by law, including, inter alia, in the area of asylum and migration.
2. Continuous analysis of the human rights situation at home and abroad.

3. Technical assistance and financial support for natural and legal entities acting for human rights, including human rights defenders and their families.
4. Addressing public authorities on issues important from the perspective of human rights, including in individual cases.
5. Initiating proceedings and representing individuals before national and international judicial, administrative and social bodies, as well as joining these proceedings as a social representative, filing amicus curiae briefs and taking any other legal actions aimed at the protection of human rights.
6. Preparation of studies, expert opinions and analyses on protections of human rights issues.
7. Carrying out scientific research and development work in the field of social sciences and humanities.
8. Organising and conducting training.
9. Organising and conducting conferences, exhibitions and congresses.
10. Carrying out educational activities.
11. Providing legal information to victims of human rights violations.
12. Cooperation with natural persons, organisations and state institutions and the media.
13. Conducting publishing activities.
14. Operating web portals.
15. Conducting activities related to the distribution of films, video recordings and television programmes.
16. Carrying out cultural activities, including in the audiovisual sector.
17. Conducting activities related to the screening of films.
18. Financing of statutory activities. § 9a. The activities specified in § 9 are carried out by the Foundation in the form of paid or free of charge activities.

§ 9b. The activities listed in § 9a above shall be separated, for accounting purposes, from one another and from the economic activities of the Foundation to the extent enabling the determination of revenues, costs and results of each of these activities, subject to the accounting laws and regulations.

§ 9c.

1. If the Foundation carries out paid public benefit activities, the income from these activities shall be used exclusively to carry out public benefit activities.

2. All the Foundation's income (the surplus of revenues over costs) shall be allocated to public benefit activities.

Chapter III: Authorities of the Foundation

§ 10. Authorities of the Foundation include its Council and Board.

§ 11.

1. The Foundation Council may adopt resolutions in two ways: at the Council meeting and remotely.

2. At the meeting a Council resolves if at least half of its members are present at the session and the President of the Council has sent the letter of notification to all of its members at least 14 days before the date of that session. The letter of notification should contain the agenda. The agenda may only be changed with the consent of all members of the Council present at the session.

3. Resolution of the Foundation's authorities are made by the ordinary majority of votes of members present at the session physically or online, to the exception of resolutions concerning: assignment of property and profits towards the Foundation's aims; encumbering of that property; liquidation of the

Foundation and assignment of its property; changes in the statute. In these and other matters specified in the Statute, the majority of two-thirds of votes is required. Voting shall take place in person or by using a remote electronic voting system.

4. The Council may adopt resolutions using means of electronic communication, without a session. The resolution is valid when all members of the Council have been notified about the content of the draft resolution and at least half of the Council members participated in the voting. The Chairperson of the Council at the next Council meeting presents the results of voting conducted in this mode.

5. Adoption of a resolution in the mode specified in section 4 does not apply to cases in which a qualified majority is required and to the appointment, dismissal or suspension of individual or all members of the Board.

§ 11a.

1. The Foundation's Council is composed of the Founders who, within 14 days of the date on which the Court's decision to sanction the present amendments becomes valid, express their will to be members of the Council. Other persons may also be co-opted to the Council. The membership of the Council of a Founder who has been appointed to the Foundation's Board is subject to suspension.

1a. The Foundation's Council is composed of ordinary and honorary members.

1b. The ordinary members are the Founders who, within 14 days of the date on which the Court's decision to sanction the present amendments becomes valid, express their will to be members of the Council. Other persons may also be co-opted to the Council. The membership of the Council of a Founder who has been appointed to the Foundation's Board is subject to suspension.

2. The Foundation's Council is made up of 6 to 9 members

3. A new member of the Council may be co-opted by the majority of votes of two-thirds of members of the Council present at the session.

4. The term in office of a co-opted member of the Council shall be 5 years. If re-elected to the Council, such person acquires the status of a regular member of the Council.

5. The Foundation's Council appoints its President for the term of 1 year.

5a. An honorary member may be a natural person who has made a prominent contribution to the promotion of human rights.

5b. An honorary member shall be appointed upon a proposal of the Board or at least two ordinary members of the Council approved by two-thirds of the votes of ordinary members of the Council of the Foundation.

6. The Foundation's Council convenes at least once a year. Sessions of the Foundation's Council are convened by its President on his own initiative or on motion of at least one-third of the Council's composition.

7. Members of the Foundation Council:

a) may not sit on the Foundation Board or be related to members of the Foundation Board by virtue of familial relation or subordination in an employment relationship;

b) should not be convicted by a final court judgement of having committed an intentional offence prosecuted by public prosecution or a fiscal offence.

c) may receive only the reimbursement of reasonable expenses relating to their participation in Foundation Council sessions with respect to their discharge of duties in the capacity of Foundation Council member.

§ 12. The Council is the Foundation's supervisory authority. Its competencies include:

a) approving of the Foundation's financial plans;

b) approving of the annual budget and financial and narrative report on the Foundation's activity;

c) resolving on the Foundation's liquidation and on the assignment of its property in the case of such liquidation;

d) resolving on amendments of the Foundation's statute;

e) defining the main lines of the Foundation's activity;

f) appointing and recalling members of the Foundation's Board, its President, Vice-President, Secretary and Treasurer;

(g) inspecting the Foundation's activity if necessary and making recommendations for the Board.

§ 12a. The Foundation Council shall be a body separate from the Foundation's Board and shall not be subject to the Board as regards the exercise of internal control or supervision.

§ 13 (deleted)

§ 14 The Foundation may not take actions comprising:

a) extension of loans from, or securing liabilities with the Foundation's assets with respect to members of its Council, members of the Board, employees and members of the Helsinki Initiative, as well as to persons with whom members of the Council, members of the Board, employees and members of the Helsinki Initiative are married, in cohabitation or in a relationship of kinship or affinity in the direct line, kinship or affinity in the collateral line to the second degree or in adoption, custody or guardianship (hereinafter referred to as "related persons")

b) placing Foundation assets at the disposal of members of the Council, members of the Board, employees, members of the Helsinki Initiative and of their related persons subject to terms and conditions other than as would be applied to third parties, particularly where such placing at disposal proceeds on a free of charge basis or on preferential terms

c) use of Foundation assets to the benefit of members of the Council, members of the Board, employees, members of the Helsinki Initiative and of their related persons subject to terms and conditions other than as would be applied to third parties unless such use directly results from a statutory aim

d) purchase of goods and/or services from entities in which members of the Council, members of the Board, employees, members of the Helsinki Initiative and their related persons participate, subject to terms and conditions other than as would be applied to third parties or at prices higher than market prices.

§ 15.

1. The Board is composed of 5 persons, including the president, Vice-President, Secretary and Treasurer.

2. The Board manages the Foundation's activity and represents it in external contacts.

2a. Members of the Board should not be convicted by a final court judgement of having committed an intentional offence prosecuted by public prosecution or a fiscal offence.

3. The competencies of the Board include in particular:

- a) representing the Foundation in external contacts;
 - b) managing the Foundation's activity and property, and granting powers of attorney;
 - c) accepting donations, legacies, and bequests;
 - d) drawing up the Foundation's financial plans and financial balance sheets, as well as the annual reports on the Foundation's activity;
 - e) determination of the scope of free of charge or paid public benefit activity;
 - f) appointing, if necessary, as well as recalling the Foundation's Director. The Director's competencies shall be specified by the Board;
 - g) carrying out the Foundation's liquidation if thus resolved by the Foundation's Council;
 - h) performing other functions not reserved as competencies of the Foundation's other authorities.
4. Meetings of the Board shall be held whenever necessary, but at least once a month.
5. To the exception of office holders, members of the Board receive no remuneration for performing their functions.
6. President of the Board is obliged to convene a meeting of the Board upon request of the minister who supervises the Foundation, the Foundation's Council, or at least 2 members of the Board; the meeting shall be convened within 14 days of the date of delivery of such request.
7. The Board may appoint Problem Committees. Unless they are not members of the Board, the chairmen of such Committees may attend meetings of the Board in the capacity of advisers.
8. (deleted)
9. (deleted)
10. The terms of work and remuneration of the Foundation's staff shall be laid down by the Board.

§ 16. Statements of will on behalf of the Foundation shall be made by the President or Vice-President of the Board together with the Secretary or Treasurer, or by a plenipotentiary appointed to this aim by the Board. Statements of will within ordinary management may be made by one person under a power of attorney.

§ 17. The Board's term in office shall be 5 years.

§ 18. The membership of a member of the Board expires with the end of that member's term in office, with his resignation, recall or death.

§ 19. A member of the Board may be recalled by the Foundation's Council by the majority of two-thirds of votes.

Chapter IV: Property of the Foundation

§ 20. Financial assets mentioned in the statement of will establishing the Foundation amount to 2,200,000 zlotys (PLN 220).

§ 21. The Foundation's property is composed of the property components mentioned in the statement of will establishing the Foundation, movable and immovable assets acquired by the Foundation, as well as financial assets.

§ 22. The Foundation derives its financial assets from:

1. takings from its movable and immovable property and from property rights;
2. profits from its economic activity;
3. donations, legacies and bequests;
4. takings from public collections and events;
5. other sources.

§ 23. Durable property may be disposed of in the following cases:

- 1) if the Foundation's aims justify such disposal;
- 2) the natural wear and tear of such property;
- 3) if continued possession of such property threatens the Foundation's economic existence.

§ 24.

1. The Foundation may establish funds, including intentional funds according to the donor's will and signed with his name.
2. Takings from the property may only be spent on fulfilling the Foundation's basic aims. Takings from donations, legacies and bequests may be spent on fulfilling all of the Foundation's aims unless otherwise decided by the donors.

§ 25. Takings from public collections and events may only be spent towards the aim to which they were originally organized.

§ 26. If the Foundation is summoned to inheritance, it shall either accept the benefit of inventory or reject the legacy.

§ 27.

1. The Foundation may conduct business activities solely for the implementation of its statutory objectives Profits from the Foundation's economic activity shall be used exclusively for carrying out its statutory activity.
2. The Foundation's economic activity can consist of:
 - (a) Retail sale via stalls and markets of other goods (PKD 47.89.Z)
 - (b) Retail sale via mail order houses or via Internet (PKD 47.91.Z)
 - (c) Restaurants and other eating places (PKD 56.10.A)
 - (d) Mobile eating places (PKD 56.10.B)
 - (e) Beverage serving activities (PKD 56.30.Z)
 - (f) Motion picture, video and television programme production activities (PKD 59.11.Z)
 - (g) Motion picture, video and television programme post-production activities (PKD 59.12.Z)

§ 28. Financial management shall follow the financial and administrative provision regulating a given type of activity, as well as the rules contained in internal regulations, which shall, in particular, define the principles of dividing takings from an economic activity into funds, the types of funds, and the principles of their formation and use.

§ 28a. The Foundation's economic activity shall always be separated, for accounting purposes, from the activities listed in § 9a above to the extent enabling the determination of revenues, costs and results of each of these activities, subject to the accounting laws and regulations.

§ 28b.

1. The Foundation may carry out an economic activity only as ancillary to its public benefit activity.
2. The Foundation may not engage in paid public benefit and economic activities in respect of one and the same object of the activity.

§ 29. The Foundation shall be responsible for its liabilities on the pain of forfeiting its property.

Chapter V: Changes of the Statute

§ 30. No change of the Statute may pertain to the aims of the Foundation.

§ 31. (deleted)

Chapter VI: Liquidation of the Foundation

§ 32.

1. The Foundation shall be subject to liquidation in statutory cases if the Foundation's Council resolves to this effect.
2. The moment to determine the Foundation's liquidation on account of the exhaustion of its financial assets and property shall be that of the Foundation's insolvency shown in the balance sheet where the Foundation's property proves insufficient to cover its liabilities.
3. In cases referred to in point 1 above, the Foundation's Council shall be obliged to announce its liquidation. The liquidation shall be carried out by the Foundation's Board or a liquidator appointed by its Board.
4. In the case of liquidation, the property of the Foundation shall be designated to defray any Foundation's obligations; the remainder shall be used for purposes similar to the aims of the Foundation. Within such limits, the Foundation's Council may provide for division of such property, and also for unpaid transfer of individual components to organizational and legal units fulfilling the Foundation's aims.
5. The Foundation shall notify its supervising Minister of the statement of liquidation and of disposal of its property.

§ 33. A Founder's powers that follow from the Foundations Act and this Statute shall expire at the moment of that Founder's death and shall not be inherited.

Chapter VII: Temporary regulations (deleted)