

## **Articles of the Citizens Network Watchdog Poland**

The Citizens Network Watchdog Poland ARTICLES were adopted by the General Members' Meeting on June 5, 2016

### **Chapter I**

#### **Association name, principal place of business and mission**

##### **§1**

The Citizens Network Watchdog Poland, hereinafter referred to as Association, has legal personality and acts subject to universally binding law of the Republic of Poland, including Law on Associations, Public Benefit and Volunteer Work Act and the Articles.

##### **§2**

The Association has been established for an indefinite period of time.

##### **§3**

The Association's principal place of business shall be the capital city of Warsaw.

##### **§4**

The Association shall conduct its activity within the territory of the Republic of Poland. To fulfill its goals, the Association may also conduct activity abroad.

##### **§5**

The Association shall cooperate with national, foreign and international organisations and institutions whose goals (as per the Articles) are the same or similar, and may be a fully autonomous member of such organisations.

##### **§6**

The Association shall base its activity on the social activity of its members. It may employ people to manage its affairs.

##### **§7**

The Association's mission is to conduct activity aimed at promoting and putting into practice the idea of good governance.

## **Chapter II**

### **Association's goals and their fulfillment methods**

#### **§8**

The goal of the Association is to promote and protect human rights, freedoms and civil liberties, as well as actions supporting the development of democracy. It also aims at supporting monitoring and educational actions, especially those undertaken by Association members and their cooperators, in order to increase public life transparency and honesty, including:

- 1) supporting free access to public information;
- 2) supporting effective, law-abiding, open to public scrutiny and transparent management of public assets and public policies;
- 3) substantive and financial support of individuals and organisations in public scrutiny implementation;
- 4) undertaking actions to promote public life ethics and activities designed to counteract corruption.

#### **§9**

1. The Association fulfills its goals by the following statutory activity:
  - 1) Monitoring public entities and other parties that receive public funding.
  - 2) Organising massive events and other forms of promotion for the Association.
  - 3) Conducting educational activity for adults and adolescents.
  - 4) Providing consultancy services, support and assistance to institutions and individuals whose activity lies within the scope of the Association's goals.
  - 5) Petitioning, filing applications and appealing to public authorities.
  - 6) Preparing and conducting projects implemented by Association members.
  - 7) Conducting publishing activity.
  - 8) Maintaining contact with similar organisations within the Republic of Poland and abroad.
  - 9) Establishing cooperation with local governments, state institutions, the economic sector and the media within the scope of Association's goal fulfillment.

10) Providing legal assistance in terms of Association's goal fulfillment (as per the Articles) in the form of provision of appropriate legal representation by authorised persons in court and administrative proceedings, as well as legal counseling by authorised individuals.

11) Actions related to the financial analysis of election campaigns.

12) Undertaking other actions aimed at fulfilling the organisation's goals as per the Articles, including the use of new technologies and innovations boosting the effectiveness of the undertaken actions and helping popularise their effects.

13) Initiating, opinion-making and commenting on legal regulations.

14) Subsidising activities undertaken by individuals and legal entities, convergent with the Association's goals as per the Articles.

2. The scope of the conducted public utility activity, either payable or free of charge, shall be determined by the Association in a Board resolution.

#### **§10**

1. The Association may file complaints and represent Association members and other persons in cases involving their legal interests or the Association's activity set forth in the Articles.

2. Within the scope of the binding law, the Association may undertake judicial action in court or administrative proceedings.

3. The Association shall have the right to apply for a referendum on the scope of the its activity as per the Articles and to campaign for a referendum.

### **Chapter III Association Members**

#### **§11**

Association members can be divided into:

1. ordinary members,

2. supporting members,

3. honorary members.

#### **§12**

1. Both individuals, including minors, and legal entities may become Association members. Legal entities shall act within the Association via their representatives.

2. Legal entities may act solely as supporting Association members.

### §13

1. Individuals may become ordinary members upon submitting a declaration together with recommendations by two ordinary members or documenting activity which is in line with the Association's goals as per the Articles.
2. The decision concerning the acceptance of a new member shall be taken by the Board via a resolution within two months of the day on which the declaration was submitted.
3. If rejected, the interested party shall have the right to appeal to the General Meeting in the form of a formal request submitted with the Board within 14 days of decision communication. The General Meeting shall then consider the appeal at the next session. The resolution of the General Meeting shall be considered final.
4. If an Association member holds a position in the management of a political party or holds public office determined by the universally binding law that generates a conflict of interests with the Association's activity, their membership shall be revoked. The revocation shall be effected by means of a Board resolution upon the receipt of an Ethics Committee opinion on the existence of a conflict of interests.
5. If an Association member decides to apply for a public post to be filled by means of a general election, they shall be revoked in their membership rights via a Board resolution.
6. The Board may suspend a member upon its own motion or upon request of the member, in the situation generating a conflict of interests with the Association's activity or any other activity that may temporarily damage the good name of the Association.

### §14

1. Ordinary members shall have the right, based on rules as per the universally binding law, to:
  - 1) elect and be elected Association management members,
  - 2) participate in General Meetings with the right to vote,
  - 3) submit motions and demands to the Association's management,
  - 4) use Association's help and facilities to perform actions which are in line with the Association's goals set forth in the Articles,
  - 5) participate in meetings, reunions and conferences organised by the Association.
2. Ordinary members shall:
  - 1) follow the provisions of the Articles, rules and regulations, and resolutions of the Association's management,
  - 2) actively participate in the fulfillment of the Association's goals,
  - 3) pay contributions on a regular basis,

- 4) take care of the Association's property,
- 5) follow the rules of the Ethics Code adopted by the General Members' Meeting.

#### **§15**

1. Individuals and legal entities interested in the Association's substantive activity and accepting its goals may become supporting members upon submitting a written support declaration and being accepted by the Board. The same procedure applies in the case of cessation of the Association's supporting membership.
2. Supporting members have the right to participate in the Association's activities as advisors, as well as submit motions and demands concerning the tasks undertaken by the Association.
3. Supporting members must follow the arrangements set forth in the signed declaration.

#### **§16**

1. Individuals with exceptional merit with respect to the fulfillment of Association goals may become honorary members.
2. Honorary membership shall be assigned by the General Meeting upon a Board request.
3. Honorary members have neither passive nor active voting right, but may form part of the Association's management as advisors. Apart from that, they shall have the same rights as ordinary members.
4. Honorary members shall be relieved from the obligation of paying membership contributions.

#### **§17**

##### 1. Members shall

- 1) have their membership revoked by means of a Board resolution due to:
  - a) failure to pay membership contributions,
  - b) reasons determined in the provisions of §13 sections 4 and 5,
- 2) be excluded from the Association by Board resolution due to non-observance of the Articles, the Ethics Code, rules and regulations and/or management resolutions, by means of a Board resolution upon consultation with the Ethics Committee
- 3) be suspended upon their own request as per the provisions of §13 section 6.

#### **§18**

##### 1. Association membership shall cease following:

- 1) a resignation from Association membership submitted with the Board in writing,

- 2) death or loss of legal capacity or expiry of legal personality.

#### **Chapter IV**

##### Association Management

#### **§19**

Association Management shall consist of:

- 1) The General Association Members' Meeting, hereinafter referred to as "General Meeting",
- 2) Association Board of Directors, hereinafter referred to as "the Board",
- 3) Scrutiny Committee.

#### **§20**

The President of the Board, Board members, Scrutiny Committee and Ethics Committee members shall be elected at the General Meeting by simple majority in a secret voting procedure.

#### **§21**

1. The General Members' Meeting is the highest authority in the Association.
2. The General Members' Meeting may be:
  - 1) Ordinary
  - 2) Extraordinary
3. The Ordinary Members' Meeting is called by the Board once a year for reporting purposes or as a reporting and election meeting in the case of lapse of the term of office of the Association's bodies listed in the Articles. The Board shall notify the Members in writing about the date, place and suggested agenda of the Meeting at least 14 days in advance.
4. The General Members' Meeting shall debate subject to the adopted rules of procedure.
5. The Extraordinary Members' Meeting shall be called by the Board:
  - 1) on its own initiative,
  - 2) upon a Scrutiny Committee request,
  - 3) upon a written request of at least 1/3 of the Association's ordinary members with a voting right.
6. The Extraordinary Members' Meeting should be called within a month of the date of meeting request or demand and should consider matters with reference to which it was called.
7. If a quorum cannot be obtained at the selected date, the Board shall determine a different date for the General Meeting. The Meeting shall then take place no later than 20 days of the first date. In

such a case, resolutions shall be passed by a simple majority of votes, regardless of the number of members present at the meeting.

8. General Meeting resolutions are passed by a simple majority of votes in an open vote, in the presence of at least half of the Association's ordinary members with a voting right (subject to section 7 and except for matters determined in § 38 sections 1 and 2).

9. Resolutions are passed in a roll call vote upon request of two members of the General Meeting.

10. The General Meeting is presided by the Chair to be elected each time in an open vote, by an absolute majority of votes cast by Association members present at the meeting. The Chair may not form part of the Board or the Scrutiny Committee.

11. In the case of an equal number of votes for and against, the Chair shall have the casting vote.

## **§22**

The powers of the General Meeting include especially:

- 1) determining the directions and program for the Association's activity,
- 2) adopting the Articles and amendments thereto,
- 3) adopting the Ethics Code and amendments thereto,
- 4) approving the Board's rules and regulations,
- 5) approving the Scrutiny Committee's rules and regulations,
- 6) approving the Ethics Committee's rules and regulations,
- 7) electing and recalling the President of the Board, the Board, the Scrutiny Committee and the Ethics Committee,
- 8) deciding whether acknowledgment of the fulfillment of duties should be given to the Board,
- 9) determining the amount of membership contributions,
- 10) passing resolutions on the dissolution of the Association and on the allocation of its assets,
- 11) passing resolutions on calling legal entities into being,
- 12) considering appeals related to Board resolutions,
- 13) assigning honorary Association member titles,
- 14) assessing Board and Scrutiny Committee activity.

## **§23**

1. The Board consists of three to seven members, including the President. At its first meeting, the Board shall elect a Secretary and a Treasurer from amongst its members. It may also elect a Vice-President.
2. The Board term is 4 years.
3. Board meetings shall be called whenever necessary, at least once per quarter.
4. Board meetings shall be called by the President of the Board or two Board members.
5. Board resolutions shall be passed by a simple majority of votes in the presence of at least half of the Board's members. In the case of an equal number of votes for and against a motion, the President shall have the casting vote.
6. If a Board member resigns from his post or is unable to perform his/her function any longer, a new member shall be elected at the next General Meeting.

#### **§24**

The scope of the Board's activity includes:

- 1) execution of the General Meeting's resolutions and managing the Association's activity in line with the goals set forth in the Articles,
- 2) determining Association activity plans and budgetary planning,
- 3) managing the Association's assets,
- 4) adopting rules and regulations regarding Association employee remuneration,
- 5) taking decisions on the purchase or sale of real and personal property,
- 6) taking decisions on starting and expanding the scope of the Association's business activity, with the reservation that business activity may take place solely within the scope necessary to fulfill the goals referred to in the Articles,
- 7) taking decisions on incurring liabilities,
- 8) calling General Meetings,
- 9) passing resolutions on the acceptance, exclusion and suspension of ordinary and supporting members,
- 10) resolving conflicts between members caused with reference to the Association's activity,
- 11) presenting reports on its activity at the General Meetings,
- 12) adopting rules and regulations referred to in the Articles,
- 13) in exceptional cases, relieving members from the contribution payment obligation,

14) representing the Association externally and acting on its behalf,

15) providing means and conditions for proper controlling activity on the part of the Scrutiny Committee.

#### **§25**

The Board shall act subject to the rules and regulations approved by the General Meeting.

#### **§26**

1. The Board may appoint an Association's Director to perform the Board's tasks set forth in § 24 sections 1 and 2 of the Articles.
2. The Board may authorise the Director to individually submit statements of intent and incur liabilities, including financial liabilities.
3. The Board may call into being an Association Office to perform its tasks.
4. Such Office shall act subject to the rules and regulations adopted by the Board.

#### **§27**

1. The Scrutiny Committee is an Association body appointed to exert control over its activity.
2. The Scrutiny Committee shall consist of three members elected at the General Meeting.
3. Committee members shall elect a Chair and a Secretary from among themselves.
4. The Scrutiny Committee term is 3 years.
5. If a Scrutiny Committee member resigns from his post or is unable to perform his/her function any longer, a new member shall be elected at the next General Meeting.
6. Once a year, the Scrutiny Committee shall present an annual work plan to the General Members' Meeting.

#### **§28**

The scope of activity of the Scrutiny Committee includes:

- 1) controlling, at least once a year, the whole of the Association's activity,
- 2) presenting the Board with conclusions related to the conducted controls and clarification demands,
- 3) the right to demand that an Extraordinary Meeting be called if the Board does not fulfill the obligations imposed on it by the Articles, as well as the right to call a Board meeting,
- 4) calling General Meetings if not done so by the Board within the dates determined in the Articles,

- 5) submitting requests for acknowledgment of the fulfillment of duties for the Board (or lack of it) at General Meetings,
- 6) presenting reports on its activity at General Meetings,
- 7) appointing an authorised entity to review the annual financial statements if required by the binding legal regulations or a Scrutiny Committee decision.

### **§ 29**

Scrutiny Committee resolutions shall be passed in an open vote, by a simple majority of votes, in the presence of at least 2 Committee members. In the case of an equal number of votes for and against a motion, the Chair shall have the casting vote. Based on a properly justified, unanimously adopted resolution, the Committee may pass resolutions by secret vote.

### **§ 30**

1. Scrutiny Committee members may not perform any other function in the Association's management, be in a marital, consanguinity or affinity relationship with management members, nor be Association employees.
2. Individuals convicted for a willful offense under a legally binding sentence cannot act as Scrutiny Committee members. If a Scrutiny Committee member is convicted for such an offense, their membership shall cease under the provisions of the Articles.
3. Scrutiny Committee members may take part in Board meetings as advisors.
4. The Scrutiny Committee shall act subject to the rules and regulations approved by the General Meeting.
5. The Scrutiny Committee shall have the right to demand written or oral clarifications on the issues subject to its controlling activity from all levels of Association management and all Association members.

## **Chapter V Ethics Committee**

### **§31**

1. The Ethics Committee is an independent advisory body of the Association called into being to solve the Association's ethical issues.
2. The Ethics Committee, consisting of at least three members, is elected by the General Meeting in an open vote.
3. Ethics Committee members may elect a Chair from among themselves.
4. The Ethics Committee term is 4 years.

5. If an Ethics Committee member resigns from his post or is unable to perform his/her function any longer, a new member shall be elected at the next General Meeting.

### **§ 32**

1. The Ethics Committee shall act subject to the Articles, the Association's Ethics Code and the Ethics Committee's rules and regulations approved by the General Meeting.
2. The Ethics Committee shall take action upon an Association member request, answer queries submitted by the Association's management and/or act on its own initiative.
3. Ethics Committee opinions shall not be binding.

### **§ 33**

1. Ethics Committee members may not perform any other function within the Association's management, nor be spouses of or in a consanguinity or affinity relationship with Board members.
2. Individuals convicted for a willful offense under a legally binding sentence cannot act as Ethics Committee members. If an Ethics Committee member is convicted for such an offense, their membership shall cease under the provisions of the Articles.

## **Chapter VI**

### Association's assets and financial economy

### **§ 34**

1. The Association's asset generation sources are as follows:

- 1) membership contributions,
- 2) donations, legacies and endowments, private generosity and public fundraisers,
- 3) income generated in the course of Association activity as per the Articles, own business activity income, income from the Association's assets, capital income (interests, deposits, shares),
- 4) income from real estate and property belonging to or used by the Association,
- 5) donations, subsidies, contracts, public fund resources, grants, contracted services,
- 6) income from business activity conducted subject to separate regulations.

2. Membership contributions should be paid by the end of the first quarter of each year. New members shall pay their contributions subject to the rules determined by the General Meeting, within four weeks of the Association member acceptance notice.

### § 35

1. The Association may conduct business activity under general terms determined in separate regulations. The Association shall conduct business activity solely to the extent necessary to fulfill the goals set forth in the Articles.
2. The Association may conduct business activity in the following areas:
  - 1) reproducing recorded information media – 18.20.Z
  - 2) other retail sales in non-specialised stores - 47.11.Z
  - 3) retail sales conducted by mail-order companies or via the internet - 47.91.Z
  - 4) internet portals' activity – 63.12.Z
  - 5) other internet-related services, not classified otherwise – 63.99.Z
  - 6) scientific research and development in the field of social sciences and humanities - 72.20.Z
  - 7) fair, exhibition and congress organisation - 82.30.Z
  - 8) remaining extracurricular forms of education – 85.59.B
  - 9) advertising agencies' activity – 73.11.Z

### § 36

It is forbidden to:

1. grant loans or secure liabilities with the Association's assets with respect to its members, body members or employees, their spouses, cohabitants and persons in a direct or secondary consanguinity or affinity relationship with them up to the second degree or related to them by adoption, care or guardianship, hereinafter referred to as "relatives",
2. transfer Association property to Association members, Association body members and employees or their relatives under principles other than in the case of third parties, especially in the event of free of charge or preferential transfer,
3. use Association property to the benefit of Association members, Association body members and employees or their relatives under principles other than in the case of third parties, unless such use results directly from one of the Association's goals set forth in the Articles,
4. purchase goods or services from entities in which Association members, Association body members or employees take part, or from their relatives, under principles other than in the case of third parties or for prices higher than market prices.

### § 37

Two Board members, acting jointly, shall be authorised to submit statements of intent in all matters related to the Association, including property, as well as to conclude agreements and grant powers of attorney on behalf of the Association.

**Chapter VII**  
**Amendments to the Articles and Association dissolution**

**§ 38**

1. To adopt the Articles or introduce amendments thereto, the General Members' Meeting requires at least two thirds of votes cast by members with a voting right present at the General Meeting.
2. To pass a resolution on the dissolution of the Association, the General Members' Meeting requires a qualified majority of two thirds of votes cast by at least two thirds of all members with a voting right.
3. Amendment requests must be presented in writing and the wording of the proposed amendment must be included in the call for a General Meeting. Both the Board and the Association's ordinary members are entitled to request an Articles amendment. To this end, the Board shall pass a resolution on the subject and ordinary members shall submit an amendment proposal with the Board.
4. When passing a resolution on the dissolution of the Association, the General Meeting must create a Liquidation Committee to perform the liquidation procedure. The General Meeting shall also indicate non-profit foundations and associations with goals similar to the goals set forth in the Association's Articles, to which the Association's assets are to be transferred upon the fulfillment of its obligations.