

ARTICLES OF ASSOCIATION OF TOWARZYSTWO PRZYJACIÓŁ DZIECI (FRIENDS OF CHILDREN SOCIETY)

Chapter I GENERAL TERMS AND CONDITIONS

§ 1

1. The Towarzystwo Przyjaciół Dzieci Society, hereafter referred to as 'the Society', is a national association of public benefit which brings together persons working for the benefit and welfare of children and their parents.
2. The Society advocates for the child, protects and promotes child's rights while respecting the rights and responsibilities of child's parents, guardians and other responsible parties.
3. The Society is a continuation of the social and pedagogical thought of its predecessors: Workers' Society of Friends of Children and Peasants' Society of Friends of Children. It is their legal successor and benefits from their experience and achievements.
4. The Society's identity, as reflected in its objectives, is shaped on the basis of the principles of:
 - 1) equal opportunities for all children to: grow up in the family, have access to education, health care, cultural goods, technological achievements, develop life prospects,
 - 2) fair, equal treatment, respect for child's subjectivity and dignity,
 - 3) tolerance, respect for other people, their work and their views,
 - 4) upbringing in the spirit of patriotism,
 - 5) integration, solidarity and protection of the rights of the disadvantaged and discriminated against,
 - 6) humanitarian activities, charity, mutual aid, community service and volunteering.
5. Society's activities are directed to:
 - 1) children and young people, even after they have reached the age of majority,
 - 2) parents. Whenever reference is made to parents in these Articles, it shall also mean legal guardians,
 - 3) other individuals, professional groups and local authorities providing services to the child and family,
 - 4) the general public.
6. The Society acts in accordance with the national and international laws in force in the Republic of Poland, in social dialogue with public authorities.

§ 2

1. The full name of the Society, as well as its abbreviation "TPD", are protected by law. They are registered with the Polish Patent Office under numbers: 138029 and 233412.
2. The Society has its own 'Przyjaciół Dziecka' (Child's Friend) logo in white, navy blue and gold, depicting a large and small hand, inscribed in an oval reading: 'Przyjaciół Dziecka' at the bottom of the oval. The logo is legally protected in the Patent Office of the Republic of Poland under eg. no.: 138030.
3. The Society has its own banner.
4. TPD organisational units may have a banner. The design and regulations for adopting the banner are set out in the regulations adopted by resolution of the General Board.

§ 3

1. The area of Society's operation is the Republic of Poland. In justified cases, the Society may carry out certain activities in the territory of other countries.



2. Society's registered office is located in the capital city of Warsaw. Organisational units of the Society with legal personality shall determine their offices according to their territorial jurisdiction.

§ 4

1. The Society may be a member of national, foreign and international non-governmental organisations working for the benefit of children.
2. The Society represents the organisations which it is a member of, with their consent and to the extent specified by them.

§ 5

1. Society's activities are based on voluntary and community work of its members and volunteers.
2. To achieve its statutory objectives, the Society may employ staff, including its members. Employees participate in Society's activities and support its development.
3. In recognition of the efforts and generosity of persons working for and for the benefit of children, the Society may determine and decorate with individual or collective badges, titles of honour, distinctions, according to the procedure and rules laid down in the regulations adopted by the General Board.
4. An honorary title within the meaning of paragraph 3 is, in particular, the title of honorary president of the Society or of a branch of the Society. Badges within the meaning of paragraph 3 are in particular: "Friend of the Child", Distinguished Service to the TPD, Dignity of the Friend of the Child, dr. Henry Jordan medal and others.

Chapter II OBJECTIVES AND MODUS OPERANDI

Objectives

§ 6

The Society is creating a social movement to help children and their parents with the aim of caring for the rights, quality of living conditions, upbringing and education of children, their all-round development, health, safety, subjectivity, dignity and equal life chances.

§ 7

Society's objectives include public benefit activities in the sphere of public tasks in:

- 1) activities for the benefit of the family, motherhood, parenthood, intergenerational integration, dissemination and protection of children's rights,
- 2) social assistance targeted at families and individuals bringing up children in difficult life situations, family support and the foster care system,
- 3) science, education and upbringing of children and young people,
- 4) recreation of children and young people and their carers, support and dissemination of physical culture, sport, tourism and sightseeing,
- 5) health protection and promotion, activities for the disabled and the chronically ill,
- 6) dissemination and protection of human rights and freedoms and activities supporting the development of democracy,
- 7) promotion and protection of consumer rights,
- 8) maintaining and disseminating the national tradition, cultivating Polish identity, and developing the national, civic and cultural awareness,
- 9) culture, art, protection of cultural assets and national heritage,
- 10) ecology and animal protection and natural heritage,
- 11) charitable activities,
- 12) assistance to victims of disasters, natural catastrophes and armed conflicts at home and abroad,
- 13) activities in favour of equal rights for women and men,



- 14) activities supporting the development of local communities and communities, supporting economic development, including the development of entrepreneurship,
- 15) activities for national and ethnic minorities and regional language,
- 16) promotion and organisation of volunteering,
- 17) counteracting addictions and social pathologies,
- 18) child and adolescent safety,
- 19) assistance to Polish Community Abroad and Poles abroad,
- 20) promotion of the Republic of Poland abroad, activity for European integration and development of contacts and cooperation between societies,
- 21) activities for other non-governmental organisations to the extent compatible with Society's tasks,
- 22) activities for farmers and their family members,
- 23) activities for people who have reached retirement age,
- 24) building and nature revitalisation,
- 25) research and implementation activities.

Modes of action

§ 8

1. The objectives and tasks referred to in § 6 and § 7 are pursued by the Society through:
 - 1) cooperation with public authorities, churches, religious associations, institutions and non-governmental organisations, employers and the social media,
 - 2) expressing opinions and positions on problems and solutions falling within the Society's aims and objectives, including giving opinions on legislation,
 - 3) exercising citizen control and monitoring the functioning of public institutions and institutions of public trust in areas related to implementation of children's rights and these Articles,
 - 4) promoting and organising social advocacy for children's rights, intervening in children's matters, representing the interests of the child and the family - with their consent - before: the school, foster care, the court and other institutions, within the limits allowed by law,
 - 5) initiating and carrying out research work related to child development, exploring child's needs and possibilities for meeting them,
 - 6) developing and implementing proprietary (teped) methods for supporting the child and family,
 - 7) organising international cooperation, exchanging experience, disseminating Society's achievements, pedagogical thought and practice,
 - 8) organising complementary caring, educational, upbringing, health, therapeutic, social, socio-pedagogical, charitable, cultural, sporting, tourist, recreational and other activities, particularly in the field of:
 - a) preventing a child from growing up outside the family, assisting parents in caring for their child, providing family and legal counselling, initiating foster care, conducting adoption procedures and preparing candidates for adoption,
 - b) creating and managing specialised forms of assistance, upbringing, care, education, social and professional rehabilitation and empowerment of children and young people, including those growing up outside their families, the disabled and the chronically ill,
 - c) protecting children from pathology, poverty, social exclusion, maltreatment, unlawful exploitation of child labour, discrimination and other forms of violence, providing education and carrying out other social prevention activities, including addictions,
 - d) promoting civic education of children and young people, developing self-governments, organisation of children's parliamentarism, children's and youth assemblies and other social collective actions,



- e) developing interests, abilities, initiating, supporting and promoting children's artistic creativity, running organisational, educational and children's publications,
 - f) organising various forms of leisure activities, organising educational environment in child's place of residence, leisure facilities, excursions, etc,
 - g) increasing level of knowledge and pedagogical culture of parents and the general public, organising various forms of training and in-service training for teachers, educators, social service workers, volunteers and others working with or for children, young people and families,
 - h) creating conditions for the development of the Society and the personal and professional development of its members and staff.
2. Statutory tasks are carried out by the Society on its own initiative, as commissioned tasks or entrusted by public or private entities. These tasks can be carried out independently or in partnership with public, private national or foreign entities.
 3. Depending on the purpose, type, organisational and material possibilities, Society's activities may be carried out in the form of: actions, term projects, cyclical, occasional, activities of a long-term nature or through institutionalised forms, including the establishments referred to in § 9.

§ 9

1. The Society, upon fulfilment of the conditions stipulated by law, may run schools of all types, educational institutions and other forms of education, social welfare institutions, institutions supporting the family and family and institutional foster care, adoption centres and non-public health care and rehabilitation institutions, institutions for the disabled and chronically ill, culture, sport and others pursuing Society's statutory objectives.
2. The General Board shall determine, by resolution, the types of establishments referred to in paragraph 1.
3. The establishments referred to in paragraph 1, irrespective of the source of financing and ministerial subordination, may function independently or in teams having the character of centres or community work centres, while retaining autonomy and individuality as regards their content and finances, within the scope specified in the Articles of these establishments and separate regulations.
4. Non-public establishments run by the Society which are part of public systems shall, in addition to the generic name prescribed by the applicable legislation, use a name resulting from tradition or promoted by the Society as their own name.

Unpaid, chargeable and economic activities

§ 10

1. The Society and its organisational units may carry out unpaid and paid public benefit activities in accordance with separate regulations. Income from paid public benefit activities is exclusively used to carry out public benefit activities.
2. Organisational units of the Society with legal personality may voluntarily undertake and carry out business activities according to the principles specified in separate regulations. Economic activities may only be ancillary to public benefit activities and may be undertaken with the approval of the General Board. Volunteers may not be used when running a business.
3. Paid public benefit activities and economic activities carried out by the Society or a TPD organisational unit with legal personality must not be carried out with respect to the same object of activity. The operation of these forms of business requires accounting separation to the extent that the income, costs and results of each form can be determined, subject to the law.
4. The General Board shall determine by resolution:
 - 1) the scope of unpaid and paid public benefit activities and economic activities that the Society or its organisational units may carry out,



- 2) the manner of documenting and reporting and the manner in which the Society exercises supervision and control over the performance of its business activities.
5. The management board of an organisational unit with legal personality that intends to carry out economic activity shall determine, in the form of a resolution, the scope of unpaid and paid public benefit activity and the scope of economic activity carried out in accordance with the resolution referred to in paragraph 4, item 1.

Chapter III MEMBERS OF THE SOCIETY

§ 11

1. Membership of the Society, subject to paragraph 2, shall be open to natural and legal persons who declare their willingness to pursue the aims and objectives of the Articles and submit a written declaration to join the Society. The uniform format of the membership declaration and the rules for members' resignation shall be adopted by the General Board.
2. Members of the Society must not be:
 - 1) natural persons
 - a) deprived of public rights or lacking full legal capacity, subject to § 12(4),
 - b) sentenced by a final court decision for a crime committed with intentional fault prosecuted by public indictment,
 - c) deprived of parental authority or failing to fulfil child support obligations.
 - 2) legal persons whose activities are contrary to the Society's Articles.
3. Society's members are divided into ordinary, supporting and honorary members.

§ 12

1. An ordinary member may be a natural person of Polish or foreign citizenship. Membership is evidenced with a card, the design of which is approved by the General Board.
2. Admission and deletion of ordinary members is the responsibility of the Chapter Board.
3. An ordinary member may also act outside the chapter. Admission and deletion of these members is the responsibility of the territorially competent branch board.
4. A person who has reached the age of 13 and has not reached the age of 18 may be a member of the Society with the consent of his/her legal representative. Such persons shall participate in Society's activities on principles appropriate for ordinary members, taking into account Article 3 of the Act of 7 April 1989 - Law on Associations. The General Board may lay down specific rules for the admission and participation of such persons in Society's activities.

§ 13

1. An ordinary member has the right to:
 - 1) participate in the meetings of Society's bodies, in accordance with the provisions hereof,
 - 2) elect and be elected to the Society's bodies,
 - 3) take any action permitted by law when the welfare of a child is at risk,
 - 4) participate in training meetings,
 - 5) make requests and complaints to the Society's bodies at all levels.
2. The duties of an ordinary member include:
 - 1) complying with the Articles, bylaws and resolutions of Society's bodies,
 - 2) active participation in Society's tasks,
 - 3) setting an example of the right attitude towards a child,
 - 4) actively supporting the Society's objectives,



- 5) paying membership fees (except for minor members).
3. Minor members exercise their rights in accordance with their age and capabilities.
4. Minors under the age of 16 shall not have the rights referred to in paragraph 1(1) and (2), except in the case of chapters which exclusively associate minors.
5. Minors between the ages of 16 and 18, due to limited legal capacity, may exercise the rights set out in paragraph 1(1) and (2) provided that the majority of the board of the unit which they are registered in are persons with full legal capacity.

§ 14

1. An ordinary member's membership of the Society shall cease as a result of:
 - 1) a written resignation addressed to the management board of the relevant chapter or branch,
 - 2) deletion,
 - 3) removal from the Society,
 - 4) incapacitation,
 - 5) deprivation of public rights,
 - 6) death,
 - 7) dissolution of the Society.
2. A member may be deleted on the basis of a resolution of the relevant Chapter Board or Branch Board when the member does not participate in any form of work of the Society or does not fulfil the obligations under § 13, paragraph 2, point 5. This resolution may be appealed by the member to the board of the higher organisational unit within 14 days of receipt of the decision.
3. The Society may remove a member on the basis of a resolution of the relevant Chapter Board or Branch Board, when a member grossly violates the provisions of the Articles, or violates the good name and authority of the Society with unworthy behaviour. This resolution may be appealed by the member to the board of the higher organisational unit within 14 days of receipt of the decision.
4. An ordinary member may suspend its activities. He or she shall submit information on this matter to the relevant chapter or branch board. The suspension of a member's activities may not exceed 4 years counted from the date of submission of the information.
5. An Ordinary Member may be suspended from membership by a resolution of the relevant Chapter Board or Branch Board for the duration of the proceedings referred to in paragraphs 2 and 3.

§ 15

1. A supporting member may be an individual or a legal entity declaring active support for Society's objectives.
2. The acceptance and deletion of supporting members is the responsibility of the management boards of the chapters and branches with territorial jurisdiction over the supporting member's place of operation.
3. Supporting members are represented by their attorneys or they act in person.
4. Supporting members are entitled to the rights specified in § 13(1)(1) and (3)-(5) with the exception of the right to vote.
5. The duties of a supporting member include supporting the aims and activities of the Society with advice, commitment and, where possible and appropriate, material or financial assistance.
6. A supporting member's membership of the Society shall cease as in the case of:
 - 1) death,
 - 2) loss of legal personality by the supporting member,
 - 3) resignation notified in writing,
 - 4) dissolution of the Society.

§ 16



1. An honorary member may be an individual who has been particularly distinguished in the field of children's activities.
2. The title of honorary member is conferred by the General Board on its own initiative or at the request of the regional board.
3. The rights and duties of an honorary member include:
 - 1) Participation, without a casting vote, in all meetings of Society's bodies,
 - 2) attendance at meetings, conferences, training courses and other meetings organised by the Society,
 - 3) possession of a membership card,
 - 4) adherence to the Articles and resolutions of the Society,
 - 5) actively supporting the Society's objectives.
4. An honorary member's membership shall cease in the cases specified in § 15, section 6, items 1, 3 and 4.

§ 17

Members affiliated to the Society's chapters and branches are bound by the Articles, resolutions, regulations and decisions of the Society's bodies.

§ 18

1. Members of the General Board and of the boards of the Society's organisational units may receive remuneration for their functions on the basis of a resolution of the relevant board.
2. The rights and obligations of the Society's employees and volunteers are governed by separate legal regulations.

Chapter IV ORGANIZATIONAL STRUCTURE BODIES AND LEGAL PERSONALITY OF THE SOCIETY

Structure of the Society

§ 19

1. In order to realise the statutory objectives, chapters and branches are established as field organisational units (links) of the Society.
2. The chapters in a given area are part of the local branches. If it is not possible to set up a territorially appropriate local branch, the chapter operate within a parent branch.
3. The structure of the Society's branches corresponds to the basic territorial division of the state, subject to paragraph 4. Within the structure of the Society, local branches (municipal or district, city and county) and regional branches corresponding to the area of the province are formed.
4. The regional board may decide to establish a district branch which operates within a province in an area larger than a county. The district branch is local and reports to the regional branch.
5. Where necessary, the branches referred to in paragraphs 3 and 4 may fulfil the tasks of other types of branch at their place of establishment.
6. Local circles and branches operating within a province are subordinate to the regional branch. The regional branches are subordinate to the General Board within the scope defined by the Articles.

Establishment of branches of the Society

§ 20

1. The decision to establish a branch of a particular type is taken at the founding meeting by the delegates of the chapters and branches elected at the general meetings of the chapters or the branches delegate meetings. The number of chapter or branch delegates



- to the branch convention should ensure that it is possible to elect members of the branch's bodies (executive board and audit committee) from among them.
2. The minutes of the founding meeting shall be sent by the board of the newly established branch to the board the area which it operates in, to the regional board or to the General Board, as appropriate.
 3. The register of chapters is kept by the local branch board. The register of local branches is kept by the regional board. The register of regional branches is kept by the General Board.
 4. The rules for the establishment of district branches are set out in § 19, paragraph 4.

Bodies of the Society

§ 21

1. The national bodies of the Society are:
 - 1) National Convention of Delegates,
 - 2) General Board,
 - 3) General Audit Committee,
 - 4) deleted,
2. The bodies of the regional branch are:
 - 1) regional convention of delegates,
 - 2) regional board,
 - 3) regional audit committee.
3. The bodies of the local branch are:
 - 1) meeting of delegates,
 - 2) branch board,
 - 3) branch audit committee.
4. The bodies of the chapters of Friends of Children are:
 - 1) general meeting of the chapter,
 - 2) chapter board,
 - 3) chapter audit committee.
5. A person referred to in § 11, section 2, who has been convicted by a final court sentence for an intentional offence prosecuted by public indictment, may not become a member of the Society's governing bodies. Immediately after election, a member of a body of the Society shall submit a written declaration of no criminal record according to a model established by the General Board.
6. The term of office of the bodies of all organisational units of the Society shall be 4 years, commencing upon their election and expiring upon the election of new bodies. The term of office of persons elected or co-opted during the term of office of the Society's bodies shall expire at the end of the term of office of the body concerned.
7. The Boards and Audit Committees of all organisational levels of the Society may co-opt new members to their membership within the limits of the statutory number of members of the body concerned. The number of co-opted members of the body at any one time must not be more than 1/3 of the current membership.
8. The co-option of a member of the Society's bodies, as well as the dismissal of a member of a body from his or her position in that body, shall be decided via a resolution adopted by a majority of at least 2/3 of the votes in the presence of at least half of the members of the body in question.
9. The provisions of paragraph 6 shall apply to the term of office of the delegates to the National Delegates' Convention, regional delegates' conventions and local branch delegates' meetings. If necessary, by-elections of delegates shall be held.
10. Meetings of the body shall be convened and chaired by the chairman of the body or a member of the body authorised by him/her. A group of at least 1/4 of the members of the body and, in the case of the Board, also any member of the Board's presidium may request the chairman of the body to convene a meeting. In the absence of a response within the period specified in the request, which shall not be less than 7 days, or in the



absence of a meeting of the authority within 30 days, a meeting of the authority may be convened and chaired by the vice-chairman of the authority.

§ 22

1. The audit committees of the Society's organisational units support the General Audit Committee and the audit committees of the parent units. They act independently of the chapter (branch) boards and are not subject to them in terms of internal control.
2. No person convicted of an intentional crime prosecuted by public indictment or a fiscal crime may be a member of an audit committee.
3. Members of audit committees:
 - 1) may not hold any other office in the organisational unit within which the audit committee functions, or be married to, or have a relationship of consanguinity, affinity or professional subordination with a member of the management board of that unit,
 - 2) may receive reimbursement of reasonable expenses for serving on that body in an amount not exceeding the average monthly salary in the enterprise sector as announced by the President of the Central Statistical Office for the previous year.
4. Audit committees can make use of experts.
5. The possession of legal personality by an organisational unit of the Society does not affect the scope of powers of the audit committees.
6. The audit committees report to the General Audit Committee and to the superior control exercised by the audit committees of the superior units.

§ 23

1. Resolutions of the Society's bodies shall be adopted by a simple majority in the presence of at least half of the total number of persons entitled to vote, unless the Articles provide otherwise. In the event of a tie, the chairman of the meeting has the casting vote.
2. If two dates are announced for a general meeting of the branch, a branch delegates' meeting, a regional delegates' convention or a national delegates' convention, the second date does not require the number of present persons as referred to in paragraph 1 in order for resolutions to be valid. The second date should be set at least 15 minutes after the first date.
3. Voting shall be open, but shall be made secret at the request of at least one third of the participants in the meeting.
4. The Society and its branches and chapters are represented with respect to declarations of intent by the General Board, branch boards and chapter boards respectively, on behalf of which two persons act jointly: president/chairman of the chapter, vice-presidents, secretary, treasurer subject to paragraph 5 and §44 paragraphs 2-4.
5. For the representation of the Society and its organisational units with legal personality in contracts and disputes with a member of the General Board or of the board of an organisational unit, respectively, the rules on associations shall apply. The right of representation shall then be vested in an attorney appointed for that purpose or, failing that, in a member of the relevant audit committee. The term of office of the attorney shall expire at the latest by the end of the term of office of the relevant board.
6. In justified cases, the Society's bodies may adopt resolutions by correspondence or using electronic systems. The application of such a procedure shall be decided by the chairman of the body.
7. In the course of Society's bodies' work, information, resolutions and consents to candidacy may be communicated electronically.

Legal personality of the Society

§ 24

1. The Society has legal personality in accordance with the law on associations.
2. The application for entry or deletion of a branch or chapter in the National Court Register is submitted by the General Board. The submission of an application for registration of a regional branch is mandatory.



3. Chapters and local branches of the Society may have legal personality provided that they:
 - 1) meet the criteria set by the General Board and with the approval of the regional board,
 - 2) obtain an entry in the register of associations kept by the court having jurisdiction over their area of activity.
4. The organisational units referred to in paragraphs (2) and (3) may acquire legal personality only by the will of the Society's bodies and may be dissolved only by their will. Whether these entities obtain legal personality depends on Society's existence.
5. By acquiring legal personality, an organisational unit acquires legal capacity as well as judicial and procedural capacity and can therefore perform these activities independently under the Articles. The acquisition of legal personality by an organisational unit is relevant only for the scope of legal actions that this unit can undertake independently, in accordance with the provisions hereof and the resolutions and decisions of Society's superior bodies.
6. The organisational unit that has acquired legal personality remains an integral part of the Society's organisational structure. This unit is obliged to comply with the Articles and has no right to amend or adopt its own Articles or other acts contrary to the Society's Articles.
7. Organisational units with legal personality are subject to the branch which they operate in and are obliged to comply with the resolutions and decisions of the Society's superior bodies. These units are financially and legally liable for the financial obligations incurred.
8. The unincorporated chapters and branches, within the scope of the powers deriving from the Society's legal personality, shall act on the basis of powers of attorney vested in them by the parent bodies with legal personality.

Chapter V SOCIETY'S CHAPTERS

Establishment of the Chapter § 25

1. Society's primary field organisational units are the Friends of Children chapters, including specialist chapters.
2. Their establishment and operation requires the participation of at least 5 interested individuals. The chapter may be active in particular in residential or working environments, schools, educational, care or health facilities.
3. Chapters made up exclusively of minors are formed under the supervision of an adult.

General meetings of the chapter § 26

1. The general meeting of the chapter is made up of all ordinary members affiliated to the chapter. The general meeting of the chapter may be ordinary or extraordinary.
2. The competence of the general meeting of the chapter includes:
 - 1) Adoption of chapter's action plan and financial plan,
 - 2) examining the reports of the chapter's board and the chapter's audit committee,
 - 3) passing resolutions on matters presented by chapter's board, chapter's audit committee and its members,
 - 4) deciding on the discharge to outgoing chapter's board,
 - 5) election of the board of the chapter and the audit committee of the chapter, as well as delegates to the delegates' meeting of the branch or to the regional delegates convention (in the absence of a sub-branch).



3. The chapter's general meeting (reporting meeting) is convened by the chapter's board once every 2 years and the reporting and election meeting is held once every 4 years.
4. The chapter's board shall notify the members of the chapter of the date of the general chapter meeting at least two weeks in advance.
5. An extraordinary general meeting of the chapter shall be convened:
 - 1) at the request of the senior management,
 - 2) on the basis of a resolution of chapter's board,
 - 3) on the proposal of the chapter's audit committee,
 - 4) at the written request of 1/3 of the total number of chapter's members.
6. The chapter board shall convene an extraordinary general meeting of the chapter within 1 month of receipt of the request or passing a resolution. The provisions of paragraph 4 shall apply accordingly.

Chapter board

§ 27

1. Chapter's Board shall consist of at least 3 more members.
2. The scope of chapter's board's activities includes:
 - 1) managing chapter's activities,
 - 2) carrying out resolutions of chapter's general meeting and of the superior bodies of the Society,
 - 3) fulfilling statutory aims and objectives of the Society,
 - 4) developing chapter's activity plan and financial plan and approval of the annual financial and content reports on their implementation,,
 - 5) accepting chapter's members,
 - 6) collecting financial resources for chapter's activities, collecting membership fees and managing chapter's assets,
 - 7) as necessary, adopting rules of procedure for its work in accordance with the framework rules of procedure for the boards of the Society's organisational units referred to in § 30, paragraph 7.
3. The chapter's board elects a chairman, secretary and treasurer from among themselves. The board may elect one or two deputy chairmen.
4. Chapter's board meetings are held as needed.

Chapter audit committee

§ 28

1. The Audit Committee of the chapter controls all activities of the chapter on an ongoing basis, in particular its financial management, submits a report to chapter's ordinary general meeting and presents a proposal for the discharge to chapter's board.
2. The audit committee consists of 3 members who elect a chairman and a secretary from among themselves. § 22 shall apply accordingly.
3. The audit committee meets at least twice a year.
4. Members of the committee shall have the right to attend meetings of chapter's board in an advisory capacity.
5. The general meeting of an unincorporated association may dispense with the formation of an audit committee. In such a situation, the tasks referred to in paragraph 1 shall be carried out in the chapter by the audit committee of the superior level.

Chapter VI LOCAL BRANCHES

Meeting of delegates,

§ 29

1. The general meeting of the delegates may be ordinary or extraordinary.
2. The competence of the general meeting of the delegates includes:
 - 1) adopting the programme of activities of the Society in the branch area,



- 2) passing resolutions on matters presented by branch's board, branch's audit committee and delegates,
- 3) performing the tasks referred to in § 26(2)(2), (4) and (5) respectively,
- 4) electing delegates to the municipal (district), city, county, district or regional delegate convention, as appropriate,
- 5) adopting other resolutions which, for reasons of particular importance, require a decision by the Delegates' Meeting.
3. The annual delegates' (reporting) meeting is convened by the branch board once every 2 years to adopt the board's report for that period and to discharge it. Once every four years, in accordance with the electoral timetable, the delegates' meeting has a report-and-election character.
4. The branch board shall notify the delegates of the date of the delegates' meeting, together with the proposed agenda, 2 weeks before the date of the meeting.
5. An extraordinary general meeting of delegates shall be convened:
 - 1) at the request of the regional board,
 - 2) on the basis of a resolution of branch's board,
 - 3) on the proposal of the branch's audit committee,
 - 4) at the written request of one third of the total number of boards of the chapters operating in the branch.
6. The branch board shall convene an extraordinary general meeting of delegates within 2 month of receipt of the request or passing a resolution. The provisions of paragraph 4 shall apply accordingly.
7. The delegates' meeting is attended by:
 - 1) with a casting vote - the delegates of the chapters in a proportion determined by the regional board in relation to the number of members, and delegates elected by members active outside the chapter, in proportion to their number,
 - 2) with an advisory vote, members of the bodies who are not delegates and persons invited.

Branch board § 30

1. Branch's Board to consist of 5- 15 more members.
2. The scope of branch's board's activities includes:
 - 1) managing Society's activities in the area,
 - 2) carrying out statutory activities referred to in § 6-8 and supporting the work of the subordinate units in this respect,
 - 3) carrying out resolutions of general meeting of branch's delegates and of the superior bodies of the Society,
 - 4) deciding on matters submitted by the board's presidium,
 - 5) suspending resolutions of the boards of subordinate units if they are contrary to the Articles or resolutions of the Society's superior bodies or to the law,
 - 6) establishing plans for the statutory and financial activities of the branch and approving the annual financial and technical reports on their implementation, the plans and reports should take into account the plans and reports submitted by the lower-level organisational units,
 - 7) managing the funds and assets of the branch,
 - 8) making financial commitments within the limits of its resources and powers,
 - 9) convening a meeting of branch delegates,
 - 10) appointing issue-related committees as advisory bodies to the board,
 - 11) representing the Society in the area covered by the branch,
 - 12) supervising activities of organisational units and taking decisions on matters beyond their competence,
 - 13) in justified cases, adopting resolutions to dismiss its member,
 - 14) registering Society's chapters and non-chapter members.



3. The branch board elects a presidium from among itself, consisting of five to seven members, including a president, vice-presidents, secretary and treasurer.
4. The scope of branch's board's presidium activities includes:
 - 1) managing Society's activities in the branch on current affairs,
 - 2) drafting branch's action plan and financial plan, preparing factual and financial reports and submitting the approved reports to the relevant authorities, in accordance with the applicable legislation,
 - 3) day-to-day management of property and cash resources within the approved financial plan,
 - 4) carrying out resolutions of general meeting of branch's delegates and branch's board,
 - 5) convening branch board meeting immediately upon request of at least 1/4 of the members of the board or on its own initiative at least once a year.
5. Meetings of the board's presidium shall be held as necessary, but at least once every three months.
6. The chairman of the branch board and the presidium of the branch board is the president of the branch board.
7. The organisation, working procedures and division of powers of the members of the branch board and its presidium shall be laid down in the rules of procedure adopted by the branch board. The General Board shall adopt framework regulations for the operation of the boards of the Society's organisational units.

Branch audit committee

§ 31

1. The branch audit committee is the control body of the Society in the branch area.
2. The audit committee consists of 3-5 members. The committee elects a chairman and a secretary from among itself. § 22 shall apply accordingly.
3. The scope of audit committee's activities includes:
 - 1) inspecting and evaluating, at least once a year, the overall activities of the branch board,
 - 2) supervising the activities of the audit committees of lower levels,
 - 3) inspecting lower-level organisational units, including those with legal personality, issuing opinions and recommendations in the event of shortcomings,
 - 4) reporting to the branch delegates' meeting with an evaluation of the activities and motions for the discharge of the outgoing branch board,
 - 5) submitting comments and proposals to the branch board and its presidium on Society's activities.
4. The audit committee meets at least twice a year.
5. Members of the audit committee shall have the right to attend meetings of branch's board and its presidium in an advisory capacity.

Chapter VII REGIONAL BRANCHES

Activities of the regional branch

§ 32

1. The regional branch covers the province with its activities.
2. The seat of the regional authorities is the city which is the seat of the governor or the authorities of regional parliament. A different location for the seat of the regional branch is allowed by resolution of the regional delegates' convention.
3. In a city which is the seat of a regional branch, the branch may simultaneously perform the functions of a city branch.



4. Regional branches are named as follows: Towarzystwo Przyjaciół Dzieci (Society of the Friends of Children), followed by the name of the region expressed by an adjective, e.g.: „Towarzystwo Przyjaciół Dzieci Dolnośląski Oddział Regionalny”.

Regional Convention of Delegates

§ 33

1. The Regional convention of delegates may be ordinary or extraordinary.
2. The competence of the regional convention of delegates includes:
 - 1) examining the reports on activities of the regional board and the regional audit committee,
 - 2) passing resolutions on matters presented by region's board, region's audit committee and delegates,
 - 3) electing regional board and the regional audit committee,
 - 4) electing delegates to the national delegates' convention, in accordance with the limit set by the General Board,
 - 5) performing the tasks referred to in § 26, par. 2, sec. 4, § 29, par. 2, sec. 1 and 5 respectively,
3. The regional convention of delegates shall designate, from among the delegates referred to in paragraph 2, point 4, two persons as members of the General Board, including the president of the regional board. In special cases, the regional convention of delegates may:
 - 1) designate a vice-president or other member of the Presidium in place of the President as a member of the General Board, or
 - 2) designate only one member of the board's presidium.
4. The provisions of § 29 (3) and (4) shall apply mutatis mutandis to the regional convention of delegates.

§ 34

1. An extraordinary regional convention of delegates is convened:
 - 1) at the request of the General Board,
 - 2) under a resolution of region's board,
 - 3) at the request of the regional audit committee,
 - 4) at the written request of at least 1/3 of the total number of branches.
2. The regional board shall convene an extraordinary general meeting of delegates within 3 months of receipt of the request or passing a resolution. The provisions of § 29 paragraphs 3 and 4 shall apply accordingly.

§ 35

The regional convention is attended by:

- 1) with a casting vote - delegates elected at branch delegate meetings or, in the absence thereof, at general meetings of the chapters in a proportion determined by the regional board in relation to the number of members,
- 2) in an advisory capacity - members of the resigning regional branch bodies, if they have not been elected delegates, persons invited.

Board of the Regional Branch

§ 36

1. The regional branch board uses the following name: "Regional Board". It consists of 7-30 members.
2. The scope of Regional board's activities includes:
 - 1) in cases of permanent cessation of activities by a lower-level unincorporated entity, or gross or persistent breaches of the law or the Articles, or where the amount of the entity's liabilities exceeds the sum of its receivables and its financial resources", by the board of that entity, suspending its management and appointing board of trustees



for a period not exceeding 12 months, or dissolution of that entity; in the event of unjustified inaction by the Regional Board, these rights also apply to the General Board,

- 2) performing the tasks referred to in § 30, par. 2, point 1-13 respectively,
3. The regional board elects a presidium from among itself, consisting of 5-9 members, including a president, vice-presidents, secretary and treasurer.
4. The provisions of § 30(4)-(7) shall apply mutatis mutandis to the action of the regional board presidium.

Regional audit committee

§ 37

The provisions of § 31 shall apply mutatis mutandis to the activities of the regional audit committee.

Chapter VIII NATIONAL BODIES OF THE SOCIETY

National Convention of Delegates

§ 38

1. The National Convention of Delegates may be ordinary or extraordinary.
2. The competence of the National Convention of Delegates includes:
 - 1) adopting amendments to the Society's Articles,
 - 2) adopting Society's Code of Ethics which sets out standards of activity that are binding on the Society's members and bodies,
 - 3) passing resolutions on the dissolution of the Society,
 - 4) performing the tasks referred to in § 26, par. 2, sec. 4, § 29, par. 2, sec. 1 and 5 and § 33, par. 2, sec. 1-3 respectively,
3. The provisions of § 29 (3) shall apply mutatis mutandis to the National Convention of Delegates. The General Board shall notify the delegates of the date of the National Convention of Delegates and the proposed agenda at least 30 days before the date on which the Convention is due to begin.
4. An extraordinary National Convention of Delegates is convened:
 - 1) under a resolution of General Board,
 - 2) at the request of the General Audit Committee,
 - 3) at the written request of at least 1/3 of the total number of branch boards.
5. The General Board shall convene an extraordinary National Convention of Delegates within 3 months of receipt of the request or passing a resolution. The provisions of paragraph 3 shall apply accordingly.
6. The National Convention of Delegates is attended by:
 - 1) with a casting vote - the delegates and the presidents of the regional boards, in accordance with § 33, para. 2, sec. 4 and para. 3, elected at the regional congresses, and 8 delegates designated by the outgoing General Board,
 - 2) in an advisory capacity - invited guests and members of the outgoing national bodies of the Society, unless they have been elected as delegates,
 - 3) honorary members, according to the rules referred to in § 16, par. 3, sec. 1.

The General Board

§ 39

1. The General Board is the supreme body of the Society which manages all its activities and is accountable for its activities to the National Delegate Convention. In the period between National Delegate Conventions, the General Board is the highest authority in the Society. In the period between the National Delegates' Conventions, the General Board shall be entitled to adopt measures and resolutions not reserved in § 38 hereof to the exclusive competence of the National Delegates' Convention.

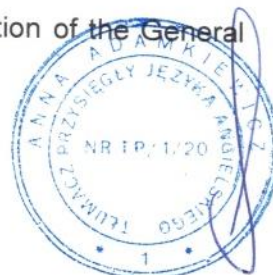


2. The General Board consists of 33-40 members appointed by resolution of the National Delegates' Convention. It shall be composed of the persons referred to in § 33(3) and a maximum of 8 persons nominated by the outgoing General Board. From the date of the regional (election) delegates' convention until the National Delegates' Convention, the General Board operates with unchanged composition.
3. The powers of the General Board include:
 - 1) determining the directions and plans for the statutory activities of the Society, defining the tasks and directions of cooperation with other entities, in particular with state authorities, local government, institutions, scientific institutions, health services, legal protection and assistance bodies, political and non-governmental organisations and churches and religious associations,
 - 2) adopting reports on statutory and financial activities submitted by regional branches,
 - 3) deciding on Society's accession to international organisations,
 - 4) deleted,
 - 5) appointing a board of trustees for an organisational entity with legal personality for a period not exceeding 24 months in the event that its management grossly or persistently violates the law or its Articles or when the amount of the entity's liabilities exceeds the sum of its receivables and its financial resources,
 - 6) deciding on matters submitted by the Presidium of the General Board and the General Auditing Committee,
 - 7) determining the minimum amount of membership fees,
 - 8) considering appeals against resolutions of the Presidium of the General Board,
 - 9) preparing draft amendments to the Articles,
 - 10) adopting regulations for the awarding of decorations and distinctions,
 - 11) passing resolutions on other matters specified by law or the Articles of Association, as well as on matters not entrusted to another body of the Society,
 - 12) representing the Society before national authorities, central authorities, associations and other entities and abroad in the scope of its statutory activities,
 - 12a) the power to request banks and other financial institutions with for information regarding bank accounts of all sub-units and the operations made on those accounts,
 - 13) performing the tasks referred to in § 30, par. 2, sec. 1-9 and 12-13 and § 36, par. 2, sec. 1 respectively.
4. The General Board elects a presidium from among itself, consisting of 7-13 members, including a president, at least one vice-president, general secretary and treasurer.
5. The General Board may set up national committees, sections and teams in cooperation with international organisations or belonging to international organisations whose purpose is to educate and care for children.
6. The General Board may appoint, as an advisory and opinion-forming body, a Social Council of the Society from among persons who can make a creative contribution to the development and improvement of the Society's activities.
7. The General Board may remove its member on the initiative of at least 5 members of the General Board or at the request of the Regional Board in respect of a member designated by it.

§ 40

1. The scope of action of the Presidium of the General Board shall include the performance of the tasks referred to in § 30(4) respectively, and in addition:
 - 1) setting up standing committees and panels to deal with specific topics,
 - 2) drafting rules and regulations for the awarding of badges and distinctions,
 - 3) carrying out other tasks arising herefrom.
2. The provisions of § 30(5)-(7) shall apply mutatis mutandis to the action of the General Board Presidium.

General Audit Committee



§ 41

1. The General Audit Committee consists of 5-7 members who elect a chairman, vice-chairman and secretary from among themselves.
2. With regards to other matters, the provisions of § 31 shall apply mutatis mutandis to the activities of the General Audit Committee.
3. The General Audit Committee coordinates the work of the social audit teams.
4. Members of the General Audit Committee:
 - 1) must not be members of the General Board or be related to them by marriage, cohabitation, consanguinity, affinity or subordination in office,
 - 2) must not be convicted of an intentional crime prosecuted by public indictment or a fiscal crime may be a member of an audit committee.
 - 3) may receive reimbursement of reasonable expenses for serving on that body in an amount not exceeding the average monthly salary in the enterprise sector as announced by the President of the Central Statistical Office for the previous year.

§ 42

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Chapter IX FUNDS AND ASSETS OF THE SOCIETY

§ 43

1. Society's assets are common property. The funds and assets of the Society consist of:
 - 1) community service by members of the Society,
 - 2) income from membership fees,
 - 3) proceeds from collections - public generosity,
 - 4) subventions, grant subsidies and receipts for commissioned tasks,
 - 5) donations, legacies and bequests,
 - 6) income from the Society's assets,
 - 7) income from bank deposits and other forms of cash deposits,
 - 8) receipts from business activities,
2. The Society accumulates its funds in Polish or foreign currency in banks operating under Polish law.
3. A branch which includes field organisational units may provide accounting services to these units on behalf of their boards.
4. Bodies that have legal personality or have been authorised by a superior body may organise public collections. The purpose of the collection must not conflict with the Society's Articles. Holding a public collection outside the district of a particular unit requires the approval of the relevant superior unit. The regulations on public collections apply in matters of obtaining permits for collections.
5. Cash, regardless of its source, shall be accumulated by the organisational unit concerned in a bank account or a Treasury bond register account. It is permissible to keep cash in the unit's cash register up to an amount to be determined by the unit's board concerned.
6. The Society and its organisational units shall devote all income from its business activities to its statutory activities and may not distribute this income among its members.

§ 44

1. The Society may receive free of charge to own or use real estate and other property rights.
2. The property and fixed assets owned by the Society on 28 May 2011 remain the property of the Society. Only the General Board is authorised to dispose of and encumber them and to decide on their use.
3. Real estate and fixed assets that have been acquired by incorporated entities are owned by these entities as common property of the Society. Any legal transaction carried out by



- the board of such a unit resulting in the acquisition, sale, encumbrance, creation of a limited right in rem or other right of a third party thereon, including a lease or rental, or the handing over to another person for use of real estate or a fixed asset, shall require the approval of the General Board for its validity. The General Board will determine the types of third party rights whose establishment requires its consent.
4. The Society's acceptance of a donation or inheritance must not result in the assumption of debts in excess of the value of the property being accepted.
 5. Resolutions of the General Board and the boards of the Society's organisational units referred to in paragraphs 2-4 shall be adopted in accordance with the principles set out in § 23.

§ 45

1. The incurring of an obligation by an organisational unit of the Society, including a unit with legal personality, shall require the approval of the superior unit granted upon submission of a repayment plan and the method of securing the obligation. The General Board will determine the types of commitments which the obligation to obtain consent applies to.
2. Organisational units of the Society with legal personality are solely responsible for their property obligations.
3. The acquisition of legal personality by an organisational unit of the Society results in the assumption of existing liabilities arising from the previous operation of that unit.
4. Members of the Society's organs are obliged to exercise due diligence in the performance of their duties and are personally liable for any damage resulting from their fault in being unable to fulfil the obligations incurred by the Society. This does not exclude the application of the provisions on material liability of employees.

§ 46

It is forbidden to:

- 1) grant loans or secure liabilities with the Society's assets in relation to its members, members of its bodies or employees, as well as persons with whom the members, members of bodies or employees are married, in a mutual marriage or in a relationship of kinship or affinity in a direct line, kinship or affinity in a collateral line to the second degree, or are related by adoption, custody or guardianship, hereinafter referred to as "closely linked persons",
- 2) transfer Society's assets for the benefit of its members, members of its bodies or employees and their closely linked persons on principles other than in relation to third parties, in particular if the transfer is made free of charge or on preferential conditions,
- 3) use Society's assets for the benefit of members, members of the bodies or employees and their closely linked persons, on principles other than in relation to third parties, unless this use directly results from the Society's statutory objective,
- 4) purchase goods or services from entities which members of the Society, members of its governing bodies or employees and their closely linked persons participate in, on terms other than in relation to third parties or at prices higher than market prices.

Chapter X

AMENDMENT TO THE ARTICLES AND DISSOLUTION OF THE SOCIETY

§ 47

1. Adoption, amendment of the Articles and dissolution of the Society shall require a resolution of the National Delegates' Convention adopted by a two-thirds majority vote in the presence of at least half of the total number of delegates.



2. The Society may be wound up on the basis of a resolution of the National Meeting of Delegates or a court decision.
3. In the event of the winding up of the Society, the National Delegates' Convention shall appoint a winding-up committee of 3-5 members.
4. The assets remaining after the liquidation of the Society will be donated to childcare.
5. In the event of liquidation of a legally incorporated unit of the Company, its assets, rights and obligations shall be assumed by the Company.

§ 47a.

1. The liquidation of an organisational unit with legal personality may take place on the basis of a resolution of the National Convention of Delegates, a resolution of the members or delegates of that unit or a court ruling.
2. In the period between National Delegates' Conventions, the General Board may adopt a resolution to wind up an organisational unit with legal personality which has permanently ceased its activities or is in flagrant or persistent breach of the law or the Articles, or where unit's liabilities exceed the sum of its receivables and its financial resources.
3. In the event of the winding up of an organisational unit with legal personality, the General Board shall appoint a winding-up committee of 3-5 persons, including the chairman of the committee. In the absence of provisions to the contrary in the articles of association, the provisions relating to the board of a body corporate shall apply mutatis mutandis to the liquidation committee.
4. The winding-up committee shall take the place of the board of the organisational unit being wound up and shall have the right to represent it. Two members of the winding-up committee are jointly entitled to make declarations in respect of property and non-property rights and obligations.
5. The winding-up committee is obliged to report the opening and completion of the liquidation to the National Court Register. Notification should be made within the statutory deadlines.
6. During the winding-up period, the winding-up committee is required to terminate any business carried out by the liquidated entity or to transfer its operation to another entity and to settle the debts and liabilities of the liquidated entity.
7. The liquidation of the unincorporated entity is carried out in accordance with the procedure set out in § 36, par. 2, sec. 1 hereof.

Chapter XI TRANSITIONAL AND FINAL PROVISIONS

§ 48

The time limits referred to in the Articles of Association or in other documents adopted by the Society's bodies shall be calculated based on the principles set out in the Civil Code Act.

§ 49

The Articles of Association shall enter into force on the date of adoption, with effect from the date of registration.

§ 50

As of the date of entry into force of these Articles, the articles adopted by the 16th National Meeting of Delegates of the Society on 28 May 2011 shall be repealed.

The Articles of Association adopted by resolution of the National Delegates' Convention of 19 March 2016.
The consolidated text takes into account the amendments introduced by the resolutions of the National Delegates' Convention of 10 June 2017, 23 November 2019, 21 October 2023.



[End of document]

I, the undersigned Anna Adamkiewicz, a sworn translator of the English language registered on the list of sworn translators issued by the Minister of Justice under number TP/1/20, hereby certify compliance of this translation with the document in the Polish language which was presented to me. Translator's comments have been provided in square brackets.

*Translator's register number: 191/2025
Poznań, 23 February 2025
[billing pages: 51]*

