

## **Statute of the I AM Foundation**

**[Consolidated text of the Statute established on August 12, 2024, with amendments from September 17, 2024]**

### **Chapter I. General provisions**

#### **§ 1**

1. The Foundation under the name I AM, hereinafter referred to as the Foundation, was established by Małgorzata Dzik-Holden, hereinafter referred to as the Founder, by notarial deed Rep. A No. 7868/2024 drawn up by Iga Karpeta-Ożóg, notary at the notary's office in Kraków on August 12, 2024.
2. The Foundation operates on the basis of the provisions of the Act of April 6, 1984 on foundations (consolidated text: Journal of Laws 2023 item 166), the Act of April 24, 2008 on public benefit activities and volunteering (consolidated text: Journal of Laws 2003 No. 96 item 873) and the provisions of this Statute.

#### **§ 2**

1. The Foundation's registered office is the city of Kraków.
2. The Foundation's area of activity is the territory of the Republic of Poland, however, to the extent necessary for the proper implementation of its goals, it may also conduct activity outside the borders of the Republic of Poland.
3. The Foundation may establish branches, establish subsidiaries, local units and other organisational units in the country and abroad, as well as join companies and foundations.
4. The Foundation may move its headquarters outside the borders of the Republic of Poland in the event of an escalation of armed conflict or the occurrence of other circumstances threatening its security, until the threat is brought under control.

#### **§ 3**

1. The Foundation has legal personality.
2. The Foundation is established for an indefinite period.
3. The Foundation may use a logo and symbol (graphic sign), which is legally protected.

4. The Foundation's website is located under the domain name www.iam.org.pl.
5. For the purposes of cooperation with foreign countries, the Foundation may use a translation of its name in selected foreign languages.
6. The Minister responsible for health supervises the Foundation's activities.
7. The Foundation submits an annual report on its activities for the previous calendar year to the relevant Minister.
8. The Foundation is a non-governmental organisation conducting public benefit activities within the meaning of the Act of 24 April 2003 on public benefit activities and volunteering (Journal of Laws 2003 No. 96, item 873)

#### **§ 4**

The Foundation may establish certificates, badges and award them along with other prizes and distinctions to natural and legal persons who have made outstanding contributions to the Foundation and who contribute to the achievement of the Foundation's objectives.

### **Chapter II. Vision, Mission, Goals and Principles of the Foundation**

#### **§ 5**

**The Foundation's vision is to provide a supportive environment for neurodiverse individuals, their families and caregivers so they can thrive.**

#### **§ 6**

**The mission of the Foundation is:**

1. creation of an online platform for people with autism spectrum disorder and their families, friends and carers;
2. design and construction of a world-class clinic specialising in the diagnosis and treatment of complications in adults with autism spectrum disorder in Poland: this clinic is to be an exemplary and worthy of replication example of modern medical architecture, where the focal point is the relationship between the space inside and outside the building, with particular emphasis on nature as an element supporting

treatment. Therefore, the clinic is to be modelled as clusters allowing nature to envelop the corridors and other spaces inside the building, surrounding the building with a beautifully designed garden. The aesthetic minimalism of the project, together with attention to light and sensory calming, are to create an oasis of peace and safety and be the guiding values of the project. This project is to be a model of the highest standards of responsible ecological construction, energy efficiency and self-sufficiency. The medical care provided by the clinic is to be holistic and operate on all levels of the human being;

3. design and construction of a world-class model and replicable residential centre in Poland for adults on the autism spectrum who are unable to function independently: this centre is to be an exemplary and worthy of imitation example of modern therapeutic architecture, where the focal point is the relationship between the space inside and outside the building, with a special emphasis on nature as an element supporting treatment and therapy. Thus, the centre is to be modelled as clusters allowing nature to envelop the spaces inside the building, surrounding the building with a beautifully designed and useful garden, which is to consist of the following elements: vegetable, herb and sensory gardens, an orchard, spaces for meditation and forest bathing - shinrin-yoku. The aesthetic minimalism of the design, together with attention to light and sensory calm, are to create an oasis of peace and safety and be the guiding values of the project. This project is to be a model of the highest standards of responsible ecological construction, energy efficiency and self-sufficiency. The practical and therapeutic care provided by the centre is to be holistic and operate on all levels of the human being;

## § 7

### **The Foundation's goals are as follows:**

1. Coordinating and conducting research aimed at achieving a breakthrough in understanding autism spectrum disorders;
2. Psychological and practical support for people on the autism spectrum who require such support;
3. Psychological and practical support for people caring for people on the autism spectrum, e.g. people suffering from symptoms related to CPTSD - Complex Post-Traumatic Stress Disorder;

4. Educational activities and raising awareness in society on topics related to the autism spectrum;
5. Promoting the idea of integration and mutually beneficial cooperation between neurotypical and neurodivergently diverse members of society, with particular emphasis on people on the autism spectrum;
6. Supporting social initiatives consistent with the Foundation's goals;
7. Promoting and exchanging national and international experiences and research in the field of understanding the issues and supporting people on the autism spectrum;
8. Cooperation with universities and scientific institutes - Polish and foreign.

## **§ 8**

**The Foundation pursues its vision, mission and goals within the framework of unpaid and paid statutory activities and economic activities through:**

1. raising funds for the implementation of the statutory objectives of the Foundation;
2. organising fundraising events, the income from which will be allocated to the implementation of the statutory objectives of the Foundation;
3. publishing activities with distribution (in printed and electronic versions);
4. organising events popularising topics related to the autism spectrum;
5. organising and conducting scientific and research programs in cooperation with appropriate specialist units;
6. organising and financing training courses, conferences, symposia, meetings;
7. awarding awards and scholarships;
8. organising social campaigns and actions;
9. conducting activities supporting institutions working for people on the autism spectrum;
10. cooperating with other institutions, organisations and individuals both in Poland and abroad, in order to achieve common statutory objectives. This cooperation may take the form of organisational support, partial or total financing of the undertaking or assistance in obtaining the necessary funds from other sources;

11. cooperating with local government and state administration bodies;
12. cooperating with national and international organisations specialising in issues related to the autism spectrum; employing employees and undertaking cooperation on the basis of other civil law contracts with third parties in order to achieve statutory goals.

### **Chapter III. Assets and income of the Foundation**

#### **§ 9**

The assets of the Foundation consist of the amount of PLN 2,000.00 (in words: two thousand zloty) transferred by the Founder, including PLN 1,000.00 (in words: one thousand zloty) intended for conducting business activities, and other property acquired by the Foundation in the course of its operation.

#### **§ 10**

The Foundation's income includes in particular:

1. donations, inheritances, bequests,
2. subsidies, subventions and grants,
3. income from collections and public events,
4. income from the Foundation's assets,
5. interest and bank deposits

#### **§ 11**

1. Donations exceeding PLN 10 million give the donor the opportunity to obtain membership in the Foundation Council. The Founder decides on granting membership.
2. In matters of accepting donations and inheritance, the Management Board of the Foundation submits the declarations required by law.
3. The Foundation's income is allocated entirely to statutory activities.
4. The Foundation may conduct business activities, but only as additional activities in relation to public benefit activities, provided that all income obtained from business activities is allocated to statutory activities.

5. The Foundation conducts business activities in the following scope:

**8899Z**

OTHER SOCIAL WELFARE WITHOUT ACCOMMODATION, NOT ELSEWHERE CLASSIFIED

**5819Z**

OTHER PUBLISHING ACTIVITIES

**4791Z**

RETAIL SALE THROUGH MAIL ORDER HOUSES OR THE INTERNET

**8559B**

OTHER OUT-OF-SCHOOL FORMS OF EDUCATION, NOT ELSEWHERE CLASSIFIED

**4779Z**

RETAIL SALE OF SECOND-HAND ITEMS IN SPECIALISED STORES

**8690E**

OTHER HEALTH CARE ACTIVITIES NOT ELSEWHERE CLASSIFIED

**8810Z**

SOCIAL WELFARE WITHOUT ACCOMMODATION FOR ELDERLY AND DISABLED PEOPLE

**9609Z**

OTHER SERVICE ACTIVITIES, NOT ELSEWHERE CLASSIFIED

**5811Z**

BOOK PUBLISHING

6. The fiscal year is the calendar year, with the first fiscal year ending on December 31, 2024.
7. The Foundation may generate income from paid statutory activities, calculated only to cover its costs.

## **Chapter IV. Foundation Authorities**

### **§ 12**

The authorities of the Foundation are:

1. The Founder mentioned in § 1 section 1, hereinafter referred to as the Founder,

2. The Management Board of the Foundation, hereinafter referred to as the Management Board,
3. The Foundation Council, hereinafter referred to as the Council.

### **§ 13**

1. The Founder of the I AM Foundation is a member of the first Management Board and heads it as President of the Management Board.
2. The Founder may be a member of the Foundation's Management Board and participate in its activities on the same terms as other Members of this body.

### **§ 14**

1. In the event of the death of the President of the Management Board who is also the Founder or his loss of legal capacity, the Members of the Management Board shall be appointed by the President of the Management Board appointed in the manner specified in paragraph 1.
2. In the event that, following the death of the President of the Management Board who is also the Founder or his loss of legal capacity, the mandate of all Members of the Management Board expires before the election referred to in paragraph 1 is made, or in the event of the death of the President of the Management Board who is also the Founder or his loss of legal capacity when the Management Board consists of one person, then the President of the Management Board and the Members of the Management Board shall be elected by the Foundation Council.
3. In the event of the Founder's death or loss of legal capacity, the Founder may appoint a natural person or a legal person with legal capacity to perform the competences assigned to the Founder by the Statute other than those indicated in paragraphs 1-3. The Founder should submit a declaration of will containing such an appointment in writing with a certain date or higher. In the event that the Founder submits several declarations, the declaration submitted later revokes the declaration submitted earlier, even if this does not result from the content of the declaration.

### **§ 15**

Resolutions of the Foundation's bodies shall be adopted by a simple majority of votes in the presence of at least half of their members, unless these Statutes or the regulations of a given body adopted in accordance with the provisions of these Statutes provide for a different method of adopting a resolution.

## Foundation Board

### § 16

1. The governing body of the Foundation is the Management Board. The Management Board manages the Foundation's current activities and undertakes all actions not reserved for the Council.
2. The Management Board is composed of one or more members. The Management Board is headed by the President, who is appointed and dismissed, like the other Members of the Management Board, by the Founder, subject to § 14.
3. The number of Management Board members is determined by the Founder.
4. The Founder may appoint himself as a Member of the Management Board or President of the Management Board of the Foundation.
5. Members of the Management Board, including the President, are appointed for an indefinite period.
6. The first Management Board is appointed by the Founder.
7. The office of Member of the Management Board may be held for more than one term of office.
8. The Founder may dismiss a Member of the Management Board, as well as appoint a Member of the Management Board, at any time.
9. A person convicted by a final judgment for an intentional offence prosecuted at the public prosecutor's office or for a fiscal offence cannot be appointed a Member of the Management Board.
10. A Member of the Management Board may submit a written resignation from the position of Member of the Management Board at any time.
11. Apart from the cases specified in paragraphs 10 and 11, membership in the Management Board shall cease as a result of:
  - 1) deprivation of public rights of a Member of the Management Board and the Founder's resolution,
  - 2) a final conviction of a Member of the Management Board for an intentional offence prosecuted at the public prosecutor's office or for a fiscal offence,

- 3) loss of legal capacity by a Management Board Member,
- 4) death of a Management Board Member.

### **§ 17**

12. Meetings of the Management Board are held as needed, but no less than once a quarter.
13. Resolutions and decisions of the Management Board are passed by a simple majority of votes in the presence of at least half of the Management Board members, including the President of the Management Board. In the event of an equal number of votes, the President of the Management Board has the casting vote.
14. The Management Board meetings are convened by the President of the Management Board on his own initiative or at the request of any Member of the Management Board or the Council, by sending information about the date by e-mail or traditional registered mail at least 7 days before the planned meeting. All Members of the Management Board must be informed about the meeting.
15. The Management Board may adopt detailed regulations for the work of the Management Board.

### **§ 18**

16. The tasks of the Management Board include in particular:
  - a) representing the Foundation externally,
  - b) adopting annual financial plans,
  - c) making decisions on all matters not reserved to the competences of the Council as specified in § 20,
  - d) accepting grants, subsidies, donations, inheritances and bequests,
  - e) managing the current activities of the Foundation,
  - f) submitting applications to the Council regarding changes to the Foundation's statute and merger with another Foundation, as well as liquidation of the Foundation,
  - g) hiring, firing and setting the remuneration of the Foundation's employees,
  - h) creating draft annual and multi-annual activity plans for the Foundation,

- i) preparing and publishing annual financial statements in accordance with applicable accounting regulations.
17. The Board may make changes to the Foundation's statute with the consent of the Council. Changes to the statute may not concern the vision, mission and goals specified in the founding act.
  18. The Foundation's Management Board acts as the workplace manager for the Foundation's employees.
  19. The President of the Management Board and Members of the Management Board may receive remuneration for performing these functions. The principles of their remuneration are determined by the Foundation Council.

### **§ 19**

In the case of a one-person Management Board, the President of the Foundation or the sole Member of the Management Board is authorised to represent the Foundation. In the case of a multi-person Management Board, each Member of the Management Board is authorised to represent the Foundation independently, with the proviso that declarations of intent on behalf of the Foundation are made by the President of the Management Board and one of the Members of the Management Board acting jointly.

## **Foundation Council**

### **§ 20**

1. The Foundation Council is a collegial control and supervision body, separate from the Management Board and not subordinate to it in the scope of performing internal control and supervision.
2. The members of the Council are appointed and dismissed by the Founder for an indefinite period. The Foundation Council consists of two to five people. The number of Council members is determined by the Founder. In the event of a decrease in the composition of the Council, its composition is supplemented by the Founder.
3. The tasks of the Council are in particular:
  - a) supervising the activities of the Management Board,
  - b) approval of multi-annual programmes and annual plans submitted by the Management Board,

- c) adopting periodic and annual reports of the Management Board on its activities and on the activities of the Foundation,
  - d) examining the correctness of the Foundation's financial management and preparing annual reports in this regard,
  - e) granting discharge to the Management Board for the performance of its duties,
  - f) appointing and dismissing the Management Board,
  - g) initiating the statutory activities of the Foundation,
  - h) adopting resolutions on amending the Foundation's Statute,
  - i) adopting resolutions on the liquidation or merger of the Foundation,
  - j) making decisions on all other matters not reserved for the competence of other bodies,
  - k) concluding contracts with members of the Management Board,
  - l) expressing opinions on matters submitted to it by the Management Board
  - m) presenting reports on the Foundation's activities to the Minister of Health.
4. Members of the Council cannot be members of the Management Board, nor persons who are in a marital relationship, cohabitation, relationship of kinship, affinity or service subordination with a Member of the Management Board. The function of a Member of the Council cannot be combined with the performance of a function in the Foundation's Program Council or with an employment relationship in the Foundation.
5. A member of the Council cannot be a person convicted by a final judgment for an offence prosecuted at the public prosecutor's office or a fiscal offence.
6. Loss of membership in the Council occurs as a result of:
- a) submitting a resignation, submitted in writing to the Chairman of the Council,
  - b) dismissal by the Founder with immediate effect,
  - c) death,
  - d) a disease causing permanent incapacity to perform functions,

- e) loss or limitation of legal capacity,
  - f) the creation of the relationship referred to in paragraph 4 above,
  - g) a conviction by a final judgment for an offence prosecuted at the public prosecutor's office or a fiscal offence,
  - h) appointments to the Management Board of the Foundation or the Program Council of the Foundation.
7. The Council elects the Chairman of the Council from among its members. The Chairman of the Council represents the Council externally, prepares meetings and chairs the meetings of the Council. In the event of the absence of the Chairman of the Council at a meeting of the Council, the meeting is chaired by a person elected by the Members of the Council from among the members of the Council.
8. In the case of concluding agreements with members of the Management Board, the Council may authorise the Chairman to sign these agreements on behalf of the Foundation.
9. The Council works in meetings that are held at least twice a year. The Council meetings are convened by the Chairman of the Council on his own initiative or at the request of the Management Board submitted in writing.
10. Notice of a meeting of the Council should be given to all Members of the Council at least 7 days before the proposed date of the meeting. The notice should include the date, place and proposed agenda. The notice may be given by letter or electronic mail (e-mail).
11. A meeting of the Council may be convened in an extraordinary procedure to consider a matter of a special nature, at the initiative of the Management Board or at the written request of the Chairman of the Council or at least two of its Members. An extraordinary meeting of the Council should be convened no later than within 14 days from the date of filing the request.
12. It is possible to hold a Council meeting without formally convening it, as well as to include in the Council agenda matters not included in the agenda proposed in the notification, with the consent of all Council members.
13. The Council makes decisions in the form of resolutions – by a simple majority of votes, in the presence of at least half of its members. In the event of an equal

number of votes, the vote of the Chairman of the Council is decisive. Each Member of the Council has one vote.

14. The Council may adopt its own detailed work regulations.
15. Members of the Council may participate in voting using remote means of communication (telephone, e-mail), and may also vote by correspondence.
16. Members of the Council do not receive remuneration for participating in the work of the Council, subject to the possibility of receiving reimbursement of justified costs related to performing their functions, and may perform or participate in paid work commissioned by the Foundation as part of the implementation of its objectives.
17. In order to perform its tasks, the Foundation Council is entitled to:
  - 1) requesting the Management Board to present all documents relating to the Foundation's activities,
  - 2) auditing the assets and financial control of the Foundation.

## **Program Council**

### **§ 21**

1. A Program Council may be appointed within the Foundation.
2. The Programme Council may be appointed on a permanent or ad hoc basis – for the needs of a specific programme.
3. The Program Council is the advisory and opinion-giving body of the Foundation. The Program Council selects from among its members the Chairman of the Program Council, who organises its work.
4. The Programme Council consists of persons supporting the objectives and programme of the Foundation who, upon the invitation of the Founder, agree to participate in the Council.
5. Membership in the Programme Council ceases upon resignation or dismissal by the Founder.
6. The number of members of the Program Council is not limited.
7. Meetings of the Programme Council are convened by the Board at least once a year.
8. The Program Council operates according to the regulations adopted by the Board.

9. Members of the Programme Council do not receive remuneration for the functions they perform, but may perform paid work or participate in work commissioned by the Foundation as part of the implementation of its objectives.

## **Chapter VI. Final provisions.**

### **§ 22**

1. The Foundation may merge with another foundation on the basis of a resolution of the Council adopted by a 2/3 majority vote.
2. Amendments to the Foundation's statute are made by means of a resolution of the Council adopted by a 2/3 majority of votes.
3. Changes to the statute may not involve changes to the vision, mission and goals of the Foundation.
4. In the event of exhaustion of the financial resources and assets of the Foundation, it shall be liquidated. The resolution in this matter and the appointment of the Liquidator shall be adopted by the Council by a majority of 2/3 votes, at the request of the Founder.
5. The assets remaining after the liquidation of the Foundation shall be allocated for purposes consistent with its statutory purposes.