

Order No. 30
of the Minister of Culture

dated 2 September 2005

granting Articles of Association to the Polish Film Institute

Pursuant to art. 11, clause 2 of the Act on Cinematography of 30 June 2005 (Journal of Laws No. 132, item 1111), the following shall be decreed:

§ 1. The Polish Film Institute is granted the Articles of Association attached hereto.

§ 2. The Order shall enter into force on the day of its publication in the Official Journal of the Republic of Poland *Monitor Polski*.

the Minister of Culture

Attachment to Order No. 30
of the Minister of Culture dated
2 September 2005

ARTICLES OF ASSOCIATION OF THE POLISH INSTITUTE OF FILM ART

Chapter 1 General Provisions

§ 1.

The Polish Film Institute, hereinafter called the "Institute", acts pursuant to the Act on Cinematography of 30 June 2005 (Journal of Laws No. 132, item 1111), hereinafter called "the Act", and the following Articles of Association.

§ 2.

The Institute realises its duties relating to state policy in the field of cinematography in particular by:

- 1) creating conditions for the development of Polish film productions and co-productions;
- 2) inspiring and supporting the development of all types of Polish film creativity, in particular artistic films, including the preparation of film projects, film productions and the dissemination of films;
- 3) supporting activities which are aimed at creating conditions for universal access to the heritage of Polish, European and world film art;
- 4) supporting film debuts and the artistic development of young filmmakers;
- 5) promoting Polish film creativity;
- 6) financial subsidising of enterprises in the field of film productions, distribution of films and dissemination of films, promotion and dissemination of film culture, development of the cinematographic infrastructure and the preservation and protection of the inheritance of film culture;
- 7) providing expert services to organs of public administration;

- 8) supporting the upkeep of film archives;
- 9) supporting the development of the independent Polish cinematographic industry's potential, in particular small and medium-sized entrepreneurs operating in the cinematographic sector.

§ 3.

The Institute acts through the authorities defined in the Act.

§ 4.

The Institute operates in the Republic of Poland and abroad.

§ 5.

Each time these Articles of Association refer to the "Minister", it shall be construed as a reference to the Minister competent for cultural affairs and the protection of the national heritage.

Chapter 2

The authorities of the Institute

§ 6.

The Institute has the following authorities:

- 1) The Director of the Institute, hereinafter called the "Director";
- 2) The Board of the Institute, hereinafter called the "Board".

§ 7.

1. The Board members shall perform their activities jointly.
2. The Board members shall exercise their rights and perform their duties personally and shall not appoint attorneys.
3. During their first meeting, the Board members shall elect a Chairman, a Deputy Chairman and a Secretary from among themselves.
4. The Board may change the Chairman, Deputy Chairman or Secretary in accordance with the procedure applicable to their appointment.
5. In the absence of the Chairman, the Deputy Chairman shall perform his duties.
6. The Board shall adopt its rules and regulations by a majority of votes of its statutory members.

§ 8.

At the request of the Director, the Minister shall convene, open and preside over the first meeting of a newly elected Board until the election of the Chairman.

§ 9.

1. The Board meetings shall be held as necessary, however, not less frequently than once a quarter.
2. The meetings shall be convened by the Chairman of the Board on his own initiative or at the joint request of at least five Board members or at the request of the Director. A request to hold a Board meeting should specify the subject of said meeting.
3. A meeting shall be presided over by the Chairman or a person appointed by the Chairman.
4. Board members should be notified about the date of a meeting at least 10 days in advance. Such notification should specify the date and place of the meeting and the agenda.
5. In exceptional circumstances, the Board may hold a meeting without satisfying the requirements of clause 4, provided that none of the Board members raises an objection.

§ 10.

1. The Board makes decisions during meetings in the form of resolutions.
2. Board resolutions shall be adopted by an ordinary majority of the votes in the presence of at least half of all members of the Board. In the event of a tie vote, the Chairman of the Board shall have the casting vote. Resolutions cannot be adopted in respect of matters not included in the agenda, unless all the Board members are present and none of them raises an objection.

§ 11.

1. Board members shall vote by open ballot.
2. A decision to conduct a secret vote can be taken at the request of at least one of the Board members present, with the Chairman's consent.

§ 12.

The Director and persons invited by the Chairman of the Board or the Director shall have the right to participate in Board meetings.

§ 13.

1. The minutes of the meetings shall be prepared and signed by the Chairman of the Board and the Secretary.
2. The minutes should include in particular:
 - 1) the date and place of the meeting;
 - 2) a list of the Board members present;
 - 3) a list of other persons present at the meeting;
 - 4) the Board Chairman's statement confirming that the Board meeting has been convened correctly;
 - 5) the agenda;
 - 6) the course of the meeting, including the contents of the resolutions and the numbers of votes cast.

§ 14.

The Board shall have the following tasks:

- 1) indicating the direction of the Institute's work by approving the operating programmes and the long-term programmes announced by the Director, as well as the Institute's own expenditures in excess of PLN 5 million;
- 2) expressing an opinion about the Institute's annual plan of action and annual financial plan, within a time frame that makes it possible to present these plans to the Minister for approval;
- 3) approving the Director's proposals in respect of the re-allocation of funds among the programmes in the financial plan that are in excess of 10% of the planned amounts;
- 4) expressing opinions on the annual Director's Report on the Institute's activities and the Institute's annual financial statements, including recommendations and proposals for the following year;
- 5) expressing opinions about proposed changes in the Articles of Association and approving changes in the Articles of Association proposed by the Minister;
- 6) presenting standpoints, opinions and requests in all matters relating to the

Institute and cinematography to the Minister, other public administration authorities and the Director.

§ 15.

The Director shall execute the statutory tasks of the Institute, in particular:

- 1) publishing operating programmes and long-term programmes in the form of orders and applying to the Board for their approval;
- 2) preparing the annual Director's report on the Institute's activities and the annual plans of activities and financial plans for the next year and presenting them to the Board for approval;
- 3) making decisions about subsidising enterprises in the area of cinematography;
- 4) adopting internal rules and regulations and instructions, including rules and regulations for the work of experts;
- 5) cooperating with central and local administration units and other entities in all matters relating to the Institute and cinematography;
- 6) applying to the Minister to appoint or dismiss the Director's deputies;
- 7) performing all other tasks which are necessary for the Institute's work.

§ 16.

The Director may grant general and specific powers of attorney in order to perform legal acts on behalf of the Institute.

Chapter 3

Internal organisation of the Institute

§ 17.

1. The organisational structure of the Institute shall be defined by the Director in separate rules and regulations.
2. The Director may establish, reorganise or liquidate the Institute's organisational units by an order.
3. The Director shall define in an order the rules and regulations of the work and remuneration of the Institute's employees and experts.
4. The Director shall define in an order the tasks and powers of the Director's

deputies and other employees of the Institute.

Chapter 4 The Institute's finances

§ 18.

The Institute shall manage its finances in accordance with the provisions of the Act.

§ 19.

The Institute's finances are managed based on the annual financial plan prepared by the Director and approved by the Minister, taking into account the opinion of the Board.

§ 20.

1. The Director shall submit the financial plan and the plan of activities to the Board for its opinion 30 days before the deadline set out in the Act on Public Finance.
2. The plan shall contain, in particular, the proposed allocation of the Institute's resources. The plan shall separately present the funds for the Institute's activities and the funds designated for subsidising projects in the area of cinematography referred to in art. 2 of the Act.
3. The Institute may not use the funds designated to subsidise the projects in the area of cinematography for its own activities.
4. If the opinion of the Board is negative, the Director shall modify the plan and present the modified plan to the Board within 14 days.
5. In the circumstances referred to in clause 4, after obtaining the opinion of the Board, the Director shall submit the plan to the Minister for approval.
6. If the Board again issues a negative opinion, the plan for the Institute shall be determined by the minister at the Director's request.

§ 21.

1. The Director shall submit the annual report on the Institute's activities and the annual financial report for the previous year by 31 March of the subsequent year.
2. The Board shall issue an opinion within 30 days of submitting the report. If an opinion is not issued within this time, it shall be assumed that the opinion is positive.

3. A negative opinion can only be issued in the event of a gross violation of the financial plan by the Director and only if such violations continue in spite of the fact that the Board has twice called upon the Director to stop violating the plan. A negative opinion should be accompanied by the Board's recommendations for the following year.
4. Having obtained the opinion of the Board, the Director shall submit the report to the Minister for approval.
5. If the Board issued a negative opinion on the report, the Board can apply to the Minister to dismiss the Director. The Board shall adopt a relevant resolution by a majority of two-thirds of the votes.

Chapter 5 Final provisions

§ 22.

1. Any changes to these Articles of Association can be made by the Minister on his own initiative, at the Director's request approved by the Board or at the Board's request.
2. Any changes to the Articles of Association shall have the form of an order and be published in *Monitor Polski*.