

Charter of the Great Orchestra of Christmas Charity Foundation (Wielka Orkiestra
Świątecznej Pomocy
/ uniform text from 31.07.2018 /

Chapter I: General Provisions

§ 1

The charitable Foundation named The Great Orchestra of Christmas Charity – hereinafter referred to as "Foundation" (Fundacja "Wielka Orkiestra Świątecznej Pomocy") has been established in Warsaw on March 2nd, 1993 by Beata Bethke-Żuk, Piotr Burczyński, Walter Chełstowski, Paweł Januszewicz, Bohdan Maruszewski, Lidia Niedźwiedzka-Owsiak, and Jerzy Owsiak, hereinafter referred to as 'Founders' by means of a notarial deed (index A number 1005/93). The Foundation has been established as a formal continuation of the Founder's work, aiming to save the lives of children with heart diseases. The Foundation functions according to the provisions of the Act on Foundations from April 6th 1984 and the Charter herein.

§ 2

The Foundation has a legal personality.

§ 3

The Foundation's registered office is located in Warsaw.

§ 4

The Foundation operates on the territory of the Republic of Poland. To successfully realize its objectives, the Foundation can work outside of the Republic of Poland.

§ 5

The appropriate minister for the matters connected with the Foundation is the Polish Minister of Health.

§ 6

The Foundation uses a round stamp with a circumscription stating its full name.

§ 7

The Foundation can institute honorary medals and awards and give them to individuals and legal persons, who have merited these awards for their work for the aims chosen by the Foundation and for the work done by the Foundation.

Chapter II: Objective and Principles of Foundation's work

§ 8

The charitable objective of the Foundation is activity in the area of healthcare, with a particular focus on saving the lives of people, particularly children. The Foundation aims to improve their health, as well as to work in aid of the promotion of healthy lifestyles and preventive healthcare.

§ 9

The Foundation achieves its objectives by means:

Financial and material support of the institutions which are tasked with the aims mentioned in the § 8.

Providing support using donations - namely devices and pieces of equipment which are used to save lives- donations can be made to other institutions than mentioned in point 1.

Purchase and donation of equipment and materials which are used to achieve the objective of the Foundation to institutions mentioned in point 1.

Running and financing nationwide medical programmes and databases about the work of medical programmes.

Analysis and processing of the data gathered within the framework of the nationwide programme databases as well as presenting the findings at conferences and symposia in Poland and abroad.

Providing social assistance in the area of saving life or improving health using material donations, financial support or health or rehabilitation services, and other assistance in exceptional cases. The help is provided according to the rules governing the work of the Foundation, taking into account the kind of ailment and the individual's material and family situation. Social assistance is also extended to the victims of vehicular accidents.

Undertaking a variety of actions aimed at combatting instances of social pathology such as drug abuse, alcoholism, and violence.

Running and financing first aid, with particular emphasis on saving the lives of victims of vehicular accidents and victims of events, which can be classed as natural disasters.

Running educational institutions which operate in educational system teaching medical rescue and medical education.

Awarding scholarships and awards to persons taking part in the activities of the Foundation and organizing and financing free conferences and seminars about the objectives of the Foundation.

Promoting the activity of the Foundation e in Poland and abroad, with particular focus on promoting the idea of the Foundation among the young people, and the representatives of the arts and sciences.

Cooperating with the national and local governments, public healthcare institutions and other non-governmental and non-profit organizations, with particular emphasis on collaborating with other foundations and natural persons, working in the area of the activity of the Foundation.

Using the Foundation's online presence, mass media appearances, such as radio and TV shows and press articles to promote and propagate the ideas of the work of the Foundation and knowledge about the Foundation's area of work.

Supporting the promotion of ideas and research connected with the areas of work of the Foundation, such as medicine and education.

Holding or organizing meeting and conferences aimed at facilitating the exchange between people and organizations active in the field of the Foundation's work and promoting and publicizing the findings of these meetings and conferences. This aim also includes offering help and guidance to people and organizations aiming to embark on a mission related to the field of work of the Foundation.

The abovementioned activities are all performed free of charge.

§ 10

To achieve its objectives, the Foundation can support the activities of legal and natural persons, if their actions and events are following the ideas of the Foundation.

Chapter III: Estate and Revenue of the Foundation

§ 11

The estate of the Foundation amounts to the founding fund of 20. 000. 000 PLN (twenty million PLN) and financial means as well as movability and real estate acquired by the Foundation throughout its work.

§ 12

The Foundation has unlimited liability for its obligations.

Foundation has no right to:

Provide loans or use the Foundation's estate as security against loans taken by Founders, members and employees of the Foundation, their spouses and family members as well as any other people affiliated with them – hereinafter known as 'next of kin'.

Relay the estate of the Foundation to Funders, members of the Board, employees of the Foundation and their next of kin on the basis different than to third party members, especially if the estate is relayed on preferential grounds or free of charge.

Make use of the Foundation's estate in aid of Funders, members of the Board, employees of the Foundation, and their next of kin on the basis different than those applying to third party members, unless the funds are used in the way included in the Foundation charter and by-laws.

Purchase goods or services from the entities and companies, in which the Funders, members of the Board, employees of the Foundation and their next of kin have financial interests.

§ 13

The Foundation's revenue comes from

Donations, inheritances, and bequeaths

Subsidies from legal persons

Revenue made from the public fundraisers and other public events – particularly from the open fundraiser known as 'The Grand Finale'

Income from the real estate and movability owned by the Foundation

Revenue from the business activity of the Foundation

Revenue from online auctions

Revenue coming from the business activity of the Foundation is allotted for the statutory aims of the Foundation.

§ 14

All income from subsidies, donations, inheritances and bequeaths can be allocated to realize a goal chosen by the Foundation unless the benefactors have stated otherwise.

§ 15

If the Foundation is named as the heir of an estate, the Board of the Foundation will decide to accept of inheritance under the limitation of liability only if at the point of making this decision it is apparent that the inherited assets exceed the inherited debt.

§ 16

Yearly financial report of the Foundation's activity is audited by an independent auditing firm and announced in a way selected by the Assembly and according to the regulations applying to NGOs in Poland.

Chapter IV: Foundation's Governing Bodies

Foundation is governed by:

Founder's Assembly

Board of the Foundation

Council of the Foundation

§ 18

All Founders are members of the Founder's Assembly, and each of them can represent the Assembly in front of the Board.

§ 19

The authority of Assembly members is limited and governed by the Charter herein. In particular, the Assembly:

Appoints and dismisses Board of the Foundation according to the provisions in § 25 and 26.

Appoints the members of the Council of the Foundation, which controls the management of the Foundation appoints the Advisory Committee to the Board of the Foundation according to the §34 of section 1.

Decides upon the wages of the members of the Board of the Foundation and members of the Assembly.

§ 20

The Assembly passes resolutions at a session. An Assembly session can be called by each of its members at their initiative or the action of the Board of the Foundation.

A resolution can be passed if all Founders have been invited to take part in a session.

A resolution is passed by a 2/3 majority (two-third majority) of votes. For the decision to be valid, a presence of four Founders is required. In case of a reduction of a number of the Founders due to death, three Founders are required to attend.

A Founder cannot participate in a vote on a matter which concerns them directly.

§ 21 – revoked

§ 22 – revoked

§ 23 – revoked

§ 24 - revoked

§ 25

The Board of the Foundation consists of at least two members, including the Chairman of the Board and Deputy Chairman. The Board is appointed for an indeterminate period by the Assembly, subject to the § 20 section 4.

The Board consists of the Founders of their adult children.

In exceptional circumstances, the Assembly can enlist an employee of the Foundation to sit on the Board of the Foundation, provided that the employee has worked based on a permanent contract for at least 20 years.

The Board selects the Chairman and Deputy Chairman, who is tasked with managing the work of the Board. The Board can also select a plenipotentiary, who will represent the Foundation at a meeting of the partners of a single-member company with limited liability, "Złoty Melon".

§ 26 – revoked

§ 27 – revoked

§ 28

Members of the Board can be employed in the Foundation based on the permanent employment contract, which states the position and all activities. In this employment contract, the Foundation is represented by two Assembly members, which are not related with the Board members by blood or by marriage.

§ 29

Board meetings take place as necessary, but not rarer than once in a quarter.

The Chairman can call a board meeting, and in their absence, the Deputy Chairman at their initiative or the request of other Board members, Assembly members, or Council of the Foundation.

The form of convening a Board meeting is optional, but the invitation should reach all Board members.

All Assembly and Council members, or their representatives can be invited to join Board meetings.

§ 30

The Board is tasked with representing the Foundation and making all the decisions and passing resolutions and directing the efforts of the Foundation.

The scope of authority of the Board includes:

Setting the directions and plans for the statutory activity of the Foundation;

Supervision of the estate of the Foundation;

Accepting subsidies, donations, inheritances, and legacies;

Setting the number of employees and wages as well as setting the budget for salaries and bonuses for the employees

Placing the rules concerning salaries (Salaries Regulations) and order of work process (Work Regulations)

Decisions regarding business activities.

Decisions regarding the budget allotted to the business activities of the Foundation

Establishing and disbanding local subsidiaries of the Foundation.

§ 31

The Board can appoint Programme Committee as an advisory body. The Committee can contain people affiliated with the ideals of the Foundation.

§ 32 - revoked

§ 33

The Board passes resolutions based on an absolute majority of votes. For the Resolution to become valid, at least two Board members must be present. In case of a tie, Chairman's vote decides.

A Board member cannot take part in a vote which concerns their matters directly.

The Board is obliged to consider the position of the Council, which express their concerns about the management of the Foundation or regarding the lawfulness or the Board's resolutions.

§ 34

The representation of the Board consists of two people, including the Chairman or Deputy Chairman. In the purview of the work of the Board, including the day-to-day running of the Foundation, it can be represented by one person.

§ 34'

Council consists of at least 3 to 5 members, with two of them taking on the roles of Chairman of the Council and Deputy Chairman of the Council.

The Assembly appoints the members of the Council for an indefinite term, and they are chosen out of their candidates or people recommended by the Council.

The members of the Council choose Chairman and Deputy Chairman.

The Chairman of the Council represents the Council, convenes and chairs over the Committee's sessions. If the Chairman is absent, Deputy Chairman assumes these responsibilities.

Sessions of the Council should be held at least twice a year.

The form of convening a Council meeting is optional. Still, the invitation should reach Council members at least three days before the meeting.

§ 34"

The Council supervises the work of the Foundation. It does not fall under the purview of the governing authority of the Foundation when it comes to its supervisory duties. It is also an advisory body for the Board.

The Council is authorized to:

Approve the annual financial statements of the work of the Board and evaluate the activities of the Board in a given fiscal year

Oversee the budget management of the Foundation based on the findings of an independent auditor

Choose the independent auditor to check the annual financial statement

Control the resolutions of the Board to check if they are made according to the Charter and check if the Board accordingly enforces the resolutions

Assessment of the decisions and plans put forward by the Board regarding the statutory activity of the Foundation and decisions made by the Board regarding the issues put forward by the Council

Propose motions to the Board regarding the work of the Foundation

Recommend Council members (as per § 34' section 2 of the Charter)

Requesting the Board to withdraw one of the members of the Council.

The Council is obliged to submit an annual report on their activities, with a particular focus on the results of the control, which is mentioned in section 2, point 1 & 2.

§ 34'''

The Council passes resolutions by a majority of votes. For a resolution to be valid, at least three members of the Council, including the Chairman or Deputy Chairman should be present. In case of a tie, the vote of the Chairman decides.

Chapter V: Business Activity of the Foundation

§ 35

The Foundation can carry on business in Poland and abroad. This business activity can apply to

Promotional, advertising, and marketing services

Wholesale and retail of equipment, accessories, and medical and rehabilitation devices, pharmaceutical goods, medical and sanitary goods and any other goods relating to hygiene and health,

Printed, audio and visual materials, images, and other releases.

Hospitality services and catering services for the medical meetings, symposiums, and conventions, team-building meetings and recreational activities and workshops and training on first aid and rescue.

§36

The Board can use the estate of the Foundation to assign the funds for business activities, provided that the account of the Foundation should always have at least half of the funding estate.

§36'

The Foundation can be a stockholder or shareholder for commercial companies, which have been established to acquire funds to support the statutory aims and objectives of the Foundation.

§ 37

Business activity of the Foundation is carried out in an organizationally separate shape – by companies and other institutions, hereinafter referred to as "Companies".

§ 38

The scope of activity, as well as the responsibilities and authority of the managers of Companies, is regulated by the Regulations passed by the Board of the Foundation.

§ 39

The manager of the one-person company manages the company and is responsible for the performance of the company in front of the Board. They are, with the exceptions of § 30, point 4 of the Charter, they are managers of the company in the light of the Labour Law.

§ 40

The Board sets the number of employees and wages of the employees of different companies.

§ 41

The Foundation carries out budget management and accounting according to the laws applying to legal persons.

Chapter VI: Changes of the Charter

§ 42

The changes of the Charter cannot apply to the aims and objectives of the Foundation.

§ 43

The Board makes decisions regarding modifications of the Charter of the Foundation by the $\frac{3}{4}$ majority of votes. For the election to be valid, the entire Board of the Foundation should be present.

Chapter VII: Final Provisions

§ 44

To carry out its mission more effectively, the Foundation can merge with a different NGO.

§ 45

The merger cannot take place if it would change the aims and objectives of the Foundations substantially.

§ 46

The Board decides on the merger with another NGO of the Foundation as a unanimous resolution made by the entire Board after the Council makes its statement.

§ 47

The Foundation is dissolved after the aim and objective of its activity has been achieved or after its estate and financial resources have been used up.

§ 48

The Board decides on the dissolution of the Foundation as a unanimous resolution. The Resolution should be passed in the presence of all Board members and after the Council makes its statement.

§ 49

The estate remaining after the dissolution of the Foundation, subject to the article 5 section 4 of the Act on Charities, is transferred to other institutions, recommended by the Board, and which mission is affiliated with the aims and objectives of the Foundation.

§ 50

The Charter enters into force on the date of registration of the Foundation by the District Court for the city of Warsaw.

This uniform text contains all changes which have been passed by the Founder's Assembly, and Board of the Foundation and subsequently entered into the court registry based on the rulings of the Registry Court. The text contains the changes passed by the Board on 31.07.2018.

Registered in the National Court Registry of Associations, Other Social and Labour Organizations, Foundations and Independent Public Health Care Units based on the ruling of the District Court for the city of Warsaw, XIII Department of Commerce of National Court Registry on 28.09.2019