

CHARTER
THE GREAT ORCHESTRA OF CHRISTMAS CHARITY FOUNDATION

CHAPTER 1
GENERAL PROVISIONS

Article 1

The Foundation known as “The Great Orchestra of Christmas Charity,” hereinafter referred to as the “Foundation,” was established by Beata Bethke-Żuk, Piotr Burczyński, Walter Chełstowski, Paweł Januszewicz, Bohdan Maruszewski, Lidia Niedźwiedzka-Owsiak, and Jerzy Owsiak, hereinafter referred to as the “Founders.” The Foundation was formally created through a notarial deed drafted by Piotr Soroka, Notary Public, in Warsaw on 2 March 1993, Notary’s Register A No. 1005/93. It represents an institutional expansion of the Founders’ healthcare efforts, focused on saving the lives of children with heart defects. The Foundation operates in accordance with the provisions of the Act on Foundations of 6 April 1984 (Journal of Laws of 1991, No. 46, item 203) and this Charter.

Article 2

1. The Foundation is headquartered in the capital city of Warsaw.
2. The Foundation operates within the territory of the Republic of Poland but may also carry out activities beyond its borders.
3. The Foundation’s lifetime is indefinite ("until the end of the world and one day more").
4. The Foundation possesses legal personality.
5. The Minister overseeing the Foundation’s primary statutory objectives is the Minister of Health.

Article 3

1. The Foundation may utilize symbols and its graphic logo, with the design established or modified by the Foundation Board.
2. The Foundation shall use a round seal inscribed with its name along the rim.
3. The Foundation may create badges, medals of honor, prizes, and awards, with their design and granting procedures determined or modified by the Foundation Board. These may be awarded to individuals and legal entities who contribute to the Foundation statutory objectives or to the Foundation itself.
4. The Foundation’s name, logo, and symbols, including badges, medals of honor, awards, and distinctions mentioned in clauses 1 to 3 above, are the proprietary intellectual property of the Foundation and are legally protected.

CHAPTER II
OBJECTIVES AND PRINCIPLES OF THE FOUNDATION'S OPERATION

Article 4

1. The Foundation's primary objective is healthcare activity focused on saving the lives of sick individuals, especially children, improving their health, and promoting health education and prevention.
2. The Foundation's additional objectives include:
 - 1) providing comprehensive assistance to the underprivileged, the sick, individuals with disabilities, as well as their families and caregivers, including support for institutions aiding these individuals,
 - 2) facilitating access for the Foundation's beneficiaries to healthcare facilities, hospitals, and other medical institutions,
 - 3) supplying medical institutions with professional and specialized medical equipment,
 - 4) educating children, young people, and adults on life and health protection,
 - 5) organizing volunteer work, charity events, and fundraising initiatives,
 - 6) raising awareness about the lack of access to professional medical facilities and specialized medical equipment for sick individuals,
 - 7) combating social pathologies, particularly drug addiction, alcoholism, violence, and other harmful behaviors that negatively affect health and life,
 - 8) conducting cultural activities aimed at promoting pro-social behavior and building a civil society.

Article 5

1. The Foundation pursues its objectives through various activities, including:
 - 1) providing in-kind and financial support to institutions and organizations that carry out the activities specified in Article 4,
 - 2) donating life-saving apparatus or equipment to institutions other than those mentioned in item 1 above,
 - 3) purchasing equipment, devices, and materials to support the Foundation's objectives and transferring or loaning them free of charge to the institutions referred to in item 1 above,
 - 4) running medical programs across the entire Republic of Poland, including maintaining registers related to these programs,
 - 5) analyzing and synthesizing data from these program registers and presenting the nationwide findings at scientific congresses both domestically and internationally,
 - 6) providing social assistance aimed at saving lives or improving health through in-kind contributions, financial aid, health and rehabilitation services, or organizational support, to individuals with exceptional circumstances, in accordance with the guidelines set by the Foundation Board. This assistance also extends to individuals who are victims of traffic accidents,

- 7) engaging in efforts to prevent and reduce social pathologies, such as drug addiction, alcoholism, and violence,
 - 8) providing emergency medical training and pre-hospital first aid, with a particular emphasis on assisting victims of traffic accidents and other catastrophic emergency situations,
 - 9) carrying out educational programs in schools within the national education system focused on medical education and medical rescue,
 - 10) awarding scholarships and prizes to individuals involved in fulfilling the Foundation's objectives, and organizing and funding free conferences and seminars related to these objectives,
 - 11) bringing together individuals in Poland and abroad, particularly young people and representatives of creative, intellectual, and scientific circles, in support of the Foundation's mission,
 - 12) collaborating with state and local government institutions, healthcare organizations, non-governmental entities, including associations, foundations, and individuals working toward objectives aligned with those of the Foundation,
 - 13) disseminating knowledge related to the Foundation's objectives through the Internet, mass media, radio, television programs, films, press articles, reports, interviews, and publications,
 - 14) providing financial, organizational, and intellectual support for initiatives promoting the Foundation's activities,
 - 15) organizing meetings to facilitate the exchange of experiences among individuals and entities working in fields aligned with the Foundation's objectives, as well as offering advice and assistance to those looking to establish similar organizations,
 - 16) organizing charity events, fundraisers, and other activities in support of the Foundation's statutory objectives.
2. The activities outlined in paragraph 1 are conducted entirely free of charge.

Article 6

To achieve its objectives, the Foundation may also support the efforts of other individuals, legal entities, and institutions with similar objectives.

CHAPTER III ASSETS AND REVENUES OF THE FOUNDATION

Article 7

1. The Founding Fund consists of 20,000,000 (twenty million) old zlotys.
2. The Foundation's assets include the Founding Fund, as well as cash, movable and immovable property, and other property rights acquired during its activities.
3. The Foundation is liable for its obligations with the entirety of its assets.

Article 8

1. The Foundation is prohibited from the following actions:
 - 1) granting loans or securing liabilities using the Foundation's assets for the benefit of the founders, members of its governing bodies, or employees, as well as individuals who are married to, cohabiting with, or related by kinship or affinity in a direct line, collateral line up to the second degree, or through adoption, guardianship, or custody with these individuals (hereinafter referred to as "related persons"),
 - 2) transferring the Foundation's assets for the benefit of the founders, members of its governing bodies, employees, or their related persons,
 - 3) using the Foundation's assets for the benefit of the founders, members of its governing bodies, employees, or their related persons on terms more favorable than those for third parties, unless such use is directly aligned with the Foundation's statutory objectives,
 - 4) purchasing goods or services from entities in which the founders, members of its governing bodies, employees, or their related persons are involved, on terms less favorable than those offered to third parties or at prices exceeding market rates.

Article 9

The Foundation's revenues may be derived from:

- 1) collections and public events, particularly those held under the name "The Final of the Great Orchestra of Christmas Charity",
- 2) donations, inheritances, and bequests,
- 3) grants and subsidies,
- 4) crowd funding, fundraising, science patronage and sponsorships,
- 5) property rights, including movable and immovable assets owned by the Foundation,
- 6) business activities, if the Foundation engages in such activities,
- 7) funds from the European Union and other international organizations,
- 8) contributions from governmental and local administration units,
- 9) charity auctions,
- 10) proceeds from bank deposits, capital investments, securities, and interest on loans granted.

Article 10

1. To achieve its statutory objectives, the Foundation may conduct business activities both domestically and internationally.
2. The scope of the Foundation's business activities is determined by the Foundation Board through a resolution.
3. Revenues generated from business activities will be allocated to the accomplishment of the Foundation's statutory objectives as outlined in Article 4 of this Charter.

Article 11

Income from subsidies, donations, bequests, and legacies may also be used by the Foundation to fulfill its statutory objectives.

Article 12

If the Foundation is named as an heir, the Foundation Board shall declare acceptance of the inheritance with the benefit of inventory, and only if it is clear at the time of the declaration that the assets of the inheritance significantly exceed its liabilities.

Article 13

The Foundation's annual financial statements shall be audited by a reputable auditing firm and published in a manner determined by the Foundation Board, in compliance with the legal requirements applicable to the Foundation as a public benefit organization.

CHAPTER IV FOUNDATION BODIES

Article 14

The bodies of the Foundation consist of:

1. The Foundation Board, which serves as the supreme body,
2. The Foundation Council, which acts as the supervisory body.

The Foundation Board

Article 15

1. The Foundation Board comprises at least two members, including the President and Vice-President, who are elected from among the board members.
2. Foundation Board members are appointed for an indefinite term and may be dismissed at any time.
3. A Foundation Board member may be removed for:
 - a. acting against the interests of the Foundation by grossly violating its interests,
 - b. gross violations of the law as determined by a final and independent court judgment.
4. A Foundation Board member may resign from their position at any time by submitting a written resignation to the President or Vice-President of the Foundation Board.
5. Members of the Foundation Board are appointed and dismissed by the Foundation Board itself.
6. The process for appointing or dismissing a Foundation Board member is as follows:
 - a. A meeting to appoint or dismiss a member shall be convened according to Article 16 of this Charter, with the following exceptions:
 - i. any Foundation Board member may convene the meeting,

- ii. the meeting notice must clearly state that it will address the appointment or dismissal of a Foundation Board member,
 - iii. all Foundation Board members must receive notice of the meeting at least 14 days in advance.
 - b. At least two-thirds of the Foundation Board members must be present for the meeting.
 - c. A resolution regarding the appointment or dismissal of a Foundation Board member requires a vote in favor from all present Foundation Board members or two-thirds of the full Foundation Board if all members are present.
7. Foundation Board members may receive remuneration for their service on the Foundation Board. Additionally, Foundation Board members may also receive compensation through an employment relationship or other civil law contracts.

Article 16

1. Meetings of the Foundation Board shall be held as needed.
2. The President of the Foundation Board, or in their absence, the Vice President, may convene meetings at their discretion or at the request of any other Foundation Board member.
3. The method of convening meetings is flexible; however, the invitation must be communicated to every Foundation Board member.
4. All members of the Foundation Council may also be invited to attend Foundation Board meetings.

Article 17

1. The powers of the Foundation Board include:
 - a. representing the Foundation externally, overseeing its day-to-day operations, making decisions and resolutions related to these activities, and establishing the direction of the Foundation's work.
2. The Foundation Board's specific powers include:
 - a. setting the objectives and plans for the Foundation's statutory activities,
 - b. adopting by-laws, action programs, and plans to achieve the Foundation's objectives,
 - c. preparing and issuing resolutions on matters concerning the Foundation,
 - d. allocating the Foundation's funds for the achievement of its specific objectives,
 - e. managing the Foundation's assets,
 - f. accepting subsidies, donations, bequests, and legacies,
 - g. assessing staffing needs and determining the budget for employee remuneration and rewards,
 - h. establishing the principles for employee remuneration,
 - i. planning and overseeing events organized by the Foundation,
 - j. deciding on the initiation of business activities,
 - k. determining the budget for the Foundation's business activities,

1. making additional decisions as outlined in this Charter or as required by the Foundation's ongoing needs and day-to-day operations.

Article 18

The Foundation Board may establish a Program Team as its advisory body, consisting of individuals aligned with the Foundation's mission.

Article 19

1. The Foundation Board adopts resolutions by a simple majority of votes, unless otherwise specified in the Charter, with at least two-thirds of its members required for validity. In the event of a tie, the President's vote will be decisive.
2. A Foundation Board member may not participate in voting on matters that directly affect them.
3. The Foundation Board is required to consider the Foundation Council's position when objections are raised regarding the management of the Foundation's activities or the compliance of Foundation Board resolutions with the Charter's objectives or applicable laws.

Manner of representation

Article 20

1. The Foundation is represented by a single individual; however, for obligations exceeding the scope of ordinary management, it requires the signatures of two individuals, including either the President or the Vice-President of the Foundation Board.
2. In contracts involving the Foundation and a Member of the Foundation Board, the Foundation shall be represented by another Member of the Foundation Board who is not related by kinship or marriage to the Member involved in the contract.

The Foundation Council

Article 21

1. The Foundation Council consists of 3 to 5 members, including a Chairman and a Deputy Chairman.
2. Members of the Foundation Council are appointed for an indefinite term by the Foundation Board, either from its own candidates or those recommended by the Foundation Council.
3. The Foundation Council elects a Chairman and a Deputy Chairman from among its members.
4. The Chairman represents the Foundation Council externally and is responsible for convening and presiding over its meetings. In the Chairman's absence, the Deputy Chairman assumes these duties.
5. The Foundation Council is required to meet at least twice a year as outlined in item 4 of this article.

6. The method of convening meetings enumerated in item 4 is flexible; however, an invitation must be sent to each Foundation Council member at least 3 days before the scheduled meeting.

Article 22

1. The Foundation Council serves as a supervisory body over the Foundation's activities, operating independently of the governing body in its supervisory role, and acts as an advisory body to the Foundation Board.
2. The powers of the Foundation Council include:
 - 1) approving annual reports on the Foundation Board's activities, including an assessment of the Foundation Board's performance for the reporting year and the annual financial report,
 - 2) supervising the Foundation's financial management based on the results of the auditor's assessment,
 - 3) selecting the audit firm responsible for auditing the annual financial report,
 - 4) reviewing the resolutions adopted by the Foundation Board to ensure their compliance with this Charter and overseeing the implementation of the Council's own resolutions,
 - 5) providing opinions on the strategic directions and plans for the Foundation's activities approved by the Foundation Board for the year, as well as on matters referred to the Foundation Council for opinion by the Foundation Board,
 - 6) submitting proposals to the Foundation Board regarding the Foundation's operations,
 - 7) recommending candidates for the Foundation Council to the Foundation Board in accordance with the provisions of this Charter,
 - 8) proposing the dismissal of a Foundation Council member to the Foundation Board.
3. The Foundation Council is required to submit an annual report on its activities to the Foundation Board, with particular emphasis on the controls outlined in paragraph 2, subparagraphs 1 and 2 of this article.

Article 23

1. Membership in the Foundation Council ceases upon dismissal by the Foundation Board.
2. Membership in the Foundation Council may not be held concurrently with a position on the Foundation Board.
3. A member of the Foundation Council may not have any consanguinity, affinity, or business subordination to members of the Foundation Board, nor be married to or cohabiting with them.
4. Members of the Foundation Council may receive reimbursement for incurred and justified expenses and remuneration, which shall not exceed the maximum allowed for members of the internal control or supervisory body of a public benefit organization.

Article 24

The Foundation Council passes resolutions by a simple majority of votes. For a resolution to be valid, at least three members must be present, including either the Chairman or the Deputy Chairman. In the case of a tie, the Chairman's vote will be decisive.

CHAPTER V

FINANCIAL MANAGEMENT AND ACCOUNTING RECORDS OF THE FOUNDATION

Article 25

The Foundation may serve as a shareholder in commercial law companies established or operating to generate funds for achieving its statutory objectives.

Article 26

The Foundation shall manage its finances and maintain accounting records in compliance with applicable laws.

CHAPTER VI

AMENDMENT OF THE FOUNDATION CHARTER

Article 27

Amendments to the Charter may not result in significant changes to the Foundation's statutory objectives.

Article 28

Decisions regarding amendments to the Charter are made by the Foundation Board with a three-quarters majority vote, provided that the full Foundation Board is present.

CHAPTER VII

FINAL PROVISIONS

Article 29

1. To successfully fulfill its statutory objectives, the Foundation may merge with another foundation.
2. The merger mentioned in paragraph 1 of this article may not occur if it would result in a material change to the Foundation's objectives.
3. The decision to merge, as outlined in paragraph 1 of this article, shall be made by the Foundation Board through a unanimous resolution of all its members, after consulting with the Foundation Council.

Article 30

1. The Foundation shall be liquidated upon the fulfillment of its statutory objectives or when its financial resources and assets have been exhausted.
2. The decision to liquidate the Foundation shall be made by the Foundation Board through a unanimous resolution of all its members, after considering the position of the Foundation Council.
3. In passing a resolution for the liquidation of the Foundation, the Foundation Board shall appoint a Liquidator.
4. During the liquidation process, the Foundation shall be managed and represented by the Liquidator.
5. The Liquidator is responsible for initiating and carrying out the liquidation of the Foundation.
6. Any remaining assets of the Foundation after liquidation may be allocated, by resolution of the Liquidator, to other operational foundations (or branches of foreign foundations) that have similar statutory objectives.

[Signatures]

Lidia Niedźwiedzka-Owsiak, Member of the Foundation Board

Bohdan Maruszewski, Vice President of the Foundation Board

Piotr Burczyński, Member of the Foundation Board

Jerzy Owsiak, President of Foundation Board