

CHARTER
of the ING FOR CHILDREN FOUNDATION

§ 1

The Bank Śląski Foundation was established by a Notary's deed on April 18, 1991 (Repertorium A, the State Notary's Office in Bielsko-Biała, deed number 5843/1991) by the Founder – Bank Śląski in Katowice.

§ 2

The Foundation's name is ING for Children Foundation (Fundacja ING Dzieciom), hereinafter referred to as the "Foundation". The Foundation has legal personality.

§ 3

1. The territory of the Foundation activity is the territory of the Republic of Poland and the seat of registry is a city of Wisła. Where justified by the needs of its activity, the Foundation may also act outside of the Republic of Poland.
2. The duration of the Foundation is indefinite.
3. The Foundation may create branches, facilities and affiliates and it may join companies, domestic and international organisations and/or create such entities on its own or jointly with other persons and organisations.

§ 4

1. The goal of the Foundation is to support development of children and adolescents by creating equal educational chances for them.
2. The Foundation is carrying out its tasks in the following areas of activity:
 - 2.1 Science, education and upbringing,
 - 2.2 Recreation, popularisation of physical culture and sport,
 - 2.3 Activities for the disabled,
 - 2.4 Health protection and promotion,
 - 2.5 Charity activities,
 - 2.6 Social aid,
 - 2.7 Promotion of volunteering.
3. The Foundation is performing its tasks by:
 - 3.1 Organisation of training, conferences and other forms of out-of-school education,
 - 3.2 Carrying out scientific, research and educational activities,
 - 3.3 Popularisation of knowledge in respect of education and upbringing of children and adolescents,
 - 3.4 Publishing activities,
 - 3.5 Organisation of recreational and sport events,
 - 3.6 Organisation of recreation,
 - 3.7 Organisation of activities promoting health protection and rehabilitation,
 - 3.8 Organisation of volunteering activities,
 - 3.9 Granting financial and non-financial assistance for educational, upbringing, custody, health service and non-government organisations,
 - 3.10 Rendering social aid,

- 3.11 Supporting of undertakings, organisations and institutions the aims of which are activities defined in sub 2 above,
 - 3.12 Co-operation with domestic and international organisations having similar profiles of activity.
4. The Foundation is carrying out activities defined in sub 3 above in the form of unpaid, statutory public benefit activity. The Foundation may run the activities listed in sub 3.1. to 3.8. in the form of paid, statutory public benefit activity.

§ 5

The initial fund of the Foundation is the amount of PLN 10,000 paid out by the Founder to the Foundation banking account.

§ 6

The Foundation is managed and represented by the Management Board.

§ 7

1. The Management Board may consist of up to five persons, including the President of the Management Board and other Members of the Management Board
2. The Management Board members are appointed and removed by the Foundation Supervisory Board.
3. The Management Board Members shall be appointed for the joint term of office which shall commence as of the appointment date and shall last for the full five consecutive financial years.
4. The mandates of the Board Members shall expire:
 - a) upon expiry of their term of office - as of the date of the Foundation Supervisory Board approving the Management Board report and financial statements for the last full financial year of their acting in that capacity,
 - b) in the case of resignation of a Management Board Member from his/her function - as of the date of notifying the Chairperson of the Foundation Supervisory Board thereof or as of the date specified in the resignation letter, which shall however not be earlier than the notification day,
 - c) in the case of recalling the Management Board Member by the Foundation Supervisory Board- as of the date of passing a relevant resolution or as of the date specified in that resolution,
 - d) as of the day of the death of the Management Board Member.
5. The Management Board is a collective body and it takes resolutions by ordinary majority of votes, with the reservation, however, that the presence of at least half of the Management Board members is necessary for validity of resolutions. The president of Management Board shall have the decisive vote in case of equal split of votes.
6. The Management Board meetings are convened and chaired by the president of Management Board or other Management Board Member appointed by the President of the Management Board
7. The remunerations for Management Board members are set forth by the Foundation Supervisory Board, unless the function of a Management Board member is unpaid.

8. A person sentenced by a final judgement for an offence committed with intent, prosecuted by indictment or for fiscal offence must not be appointed a Foundation Management Board member.

§ 8

The competence of the Management Board includes in particular:

- 1) Passing resolutions on the Foundation's programmes and methods of carrying them out,
- 2) Representing the Foundation, in particular towards government bodies and other organisations,
- 3) Managing organisational, administration and promotional matters of the Foundation,
- 4) Accepting donations, legacies, bequests and other incomes for the Foundation,
- 5) Accepting annual balance-sheets of the Foundation in the form of resolutions,
- 6) Determining the split of responsibilities among the Management Board members.

§ 9

1. The Management Board of the Foundation decides about distribution of the Foundation's income for implementation of goals defined in § 4 of the Charter or the methods of implementing these goals.
2. The Management Board submits for approval of the Foundation Supervisory Board the annual report on operations and the Foundation's financial statements for a given financial year. The Foundation Management Board shall send the Founder a copy of the annual report along with the financial statements and the relevant approval resolution by the Foundation Supervisory Board. Should the Foundation Supervisory Board pass a resolution refusing the approval of the Management Board report or financial statements, the Foundation Supervisory Board shall send its copy and rationale forthwith to the Founder.
3. A calendar year shall be the financial year.

§ 10

The declarations of will on behalf of the Management Board are made by two Management Board members or a Management Board member and a power-of-attorney appointed by the Management Board.

Declarations of will with regard to ordinary administration may be made by one Management Board member.

§ 11

The funds for implementation of the Foundation's goals may come from the following sources:

- 1) Property of the Foundation,
- 2) Donations, bequests, legacies,
- 3) Interest and other forms of financing as provided for by the law,
- 4) Grants, including grants from public funds,
- 5) Money gained on public fund raising, lotteries, auctions and public events organised by the Foundation or for the Foundation's benefit,
- 6) Income on paid public benefit activity.

§ 12

1. Decisions on changing the Foundation Charter and/or goal are taken by the Foundation Management Board resolution, upon gaining opinion of the Foundation Supervisory Board and the consent of the Founder.
2. Resolutions as to the subjects defined in sub 1 above are taken by the Foundation Management Board and Supervisory Board as specified in § 7 and § 16 of the Charter respectively.

§ 13

The resolution on winding up of the Foundation due to achieving the goals for which the Foundation has been established or due to exhaustion of the Foundation's funds and assets is taken by the Management Board. Prior to passing the resolution, the Management Board passes its draft to the Foundation Supervisory Board which is required to issue forthwith an opinion and rationale and to return it to the Founder along with a draft resolution.

§ 14

Taking the resolution on winding up of the Foundation, the Management Board shall determine the assignment and distribution of property and assets including funds remaining after winding up of the Foundation.

§ 15

The Management Board resolution on winding up the Foundation and assignment of the remaining funds and assets requires for its validity opinion of the Foundation Supervisory Board and approval of the Founder.

§ 16

1. The Foundation Supervisory Board is the body supervising and controlling the statutory activities of the Foundation.
2. The Foundation Supervisory Board consists of three to five persons.
3. The Foundation Supervisory Board members are appointed by the Founder for the period of three years. The Foundation Supervisory Board members may be removed by the Founder before the lapse of their term of office.
4. The Foundation Supervisory Board:
 - a) Performs supervision over realisation of the Foundation's statutory goals,
 - b) Performs supervision over the finance of the Foundation,
 - c) Gives opinions on the Foundation programmes, matters defined in the Charter and other matters submitted by the Management Board,
 - d) Supervises the works of the Foundation Management Board,
 - e) Appoints and recalls Members of the Management Board, including the President of the Management Board,
 - f) Concludes and terminates with Management Board Members, including the President of the Management Board, agreements on performance of functions entrusted to them and determine remuneration under those agreements as well as submit all other representations related to those agreements or amendments thereto,
 - g) Considers and approves annual reports on the Foundation's activity including the financial statements of the Foundation for a given financial year,

5. The Foundation Supervisory Board elects the Chair from among its members at the first meeting.
6. The Foundation Supervisory Board works on meetings convened by the Chair at least two times in a year. A representative of the Management Board participates in these meetings in order to give necessary explanations.
7. Resolutions of the Foundation Supervisory Board are taken by ordinary majority of votes. Presence of at least half of the Supervisory Board's members, including the Chair, is required for validity of resolutions. In cases of equal split of votes the vote of the Chair shall decide.
8. The following persons must not be Foundation Supervisory Board members:
 - a) a member of the Foundation Management Board,
 - b) a spouse, a person being in *de facto* marriage with, a relative by blood or marriage, and a subordinate of a Management Board member,
 - c) a person sentenced by a final judgement for an offence committed with intent, prosecuted by indictment or for fiscal offence.
9. Functions of the Foundation Supervisory Board are unpaid.

§ 17

1. The Foundation must not extend loans or secure with the Foundation assets any liabilities of members of the Foundation authorities, Foundation employees and persons with whom the members of the Foundation authorities or Foundation employees are married, live in *de facto* marriage or are relatives by blood or marriage in direct line or by collateral or secondary affinity up to the second degree, or are in their custody or adopted by them, such persons being jointly termed "close persons".
2. The Foundation must not transfer its property to members of the Foundation authorities or Foundation employees and persons close to them on principles other than these that would apply to third parties, especially if such transfer is unpaid or effected on preferential terms and conditions.
3. It is prohibited to use the Foundation property for benefit of members of the Foundation authorities or Foundation employees or persons close to them on terms and conditions other than these that would apply to third parties, unless such use of property results directly from the statutory goal of the Foundation.
4. It is prohibited for the Foundation to purchase goods or services from entities in which members of the Foundation authorities, Foundation employees or persons close to them participate on terms and conditions other than these that would apply to third parties or at prices higher than the market prices.

§ 18

1. A Management Board member, Supervisory Board member or liquidator/receiver shall be responsible before the Foundation for damage caused by action or negligence contradictory to the law or provisions of the Foundation Charter, unless such action or negligence occurred without his/her fault.
2. A Management Board member, Supervisory Board member or liquidator/receiver shall be obliged to perform his/her duties with due diligence as resulting from professional nature of such activity.
3. A Management Board or Supervisory Board member whose function is unpaid is obliged to perform these functions with due diligence.
4. If the damage referred to in sub 1 above has been caused jointly by several persons, all these persons shall be jointly and severally responsible for such damage.
