

THE STATUTE OF THE FOUNDATION „DAJ SZANSE” (Eng. “Give a Chance”)

Chapter I. General Provisions.

Art.1 The Foundation’s name is „Daj Szanse” (“Give a Chance”) – Foundation for the Development of Disabled Children, hereinafter referred to as the Foundation.

Art.2 The Foundation was established by its Founders (the full list is attached in the Appendix no 1, being the integral part of the Statute), by means of a notary deed dated 23rd February 1993.

Art.3. The Foundation operates in accordance with the Act on Foundations dated 6th April 1984 (as amended) and the Act on Public Benefit and Volunteer Work dated 24th April 2003, and in accordance with the provisions of the Statute. The Foundation has legal personality.

Art. 4.1. The registered office for the Foundation is the city of Toruń.
2. Supervise on the Foundation belongs to the Ministry of Health.
3. The Foundation operates in the territory of the Republic of Poland and abroad.

Art.5.1. The Foundation uses a rectangular seal containing its name and address.
2. The Foundation uses the graphic sign attached in the Appendix no 2 of the Statute

Art. 6.1. The foundation is entitled to establish divisions, offices, workshops, institutes and other organizational entities on the territory of the Republic of Poland and abroad.
2. The Foundation is entitled to enter into agreements and be the member of national and foreign organizations pursuing similar goals and accepted by the Polish legal system
3. a) The Foundation can carry out its business activities.
b) The business activities shall be carried out within the scope of the statutory goals of the Foundation

Chapter II. The Foundation’s goals and ways of pursuing them

Art. 7 The Foundation’s goal is to run the activities directed towards the support of people with disabilities and their families, with the emphasis on children and the youth with brain disorders.

Art. 8 The Foundation pursues its goals by:

- a) Providing social support in aid of the families and people in difficult situation of living, especially families bringing up children and the youth with disabilities.
- b) Activities towards the prevention of neurological disorders and congenital defects, with particular focus on the protection against negative effects of alcohol and stress; activities towards supporting and strengthening families.
- c) Promoting the employment and occupational activation of people with disabilities.
- d) Activities towards educating and bringing up children and the youth, especially with disabilities.
- e) Organizing sightseeing, tourism, sport and recreation for children and the youth, especially with disabilities.
- f) Providing aid of road accident victims and victims of fortuitous events, especially those with motor diseases.
- g) Promoting volunteership.
- h) Activities in education, psychotherapy, publishing in aid of the environments of people with disabilities and professionals.

- i) Activities towards the development of local communities, including families with children and the youth with disabilities inhabiting rural areas.
- j) Popularizing physical culture and sport of people with disabilities, including integration.
- k) Publishing, popularizing (including selling) books, didactic aids, rehabilitation equipment, equipment intended to facilitate the communication, the process of learning, labour and self-service of people with disabilities and their carers.

Art. 9 The Foundation pursues its goals by means of:

- a) Acquiring financial resources and fixed assets.
- b) Establishing and running the Therapeutic Institute in aid of children with brain disabilities, especially with cerebral palsy, genetic neurological disorders, Fetal Alcohol Syndrome and other multiple disorders.
- c) Organizing or supporting charity, artistic, scientific, publishing and educational activities.
- d) Organizing and running Occupational Therapy Workshops, Vocational Development Centres, Social Integration Centres.
- e) Business activities, including centres, workshops, institutes, etc; business activities are run only to the extent necessary to pursue the Foundation's statutory goals, in accordance with the binding regulations.
- f) Concluding agreements and contracts concerning the cooperation with other national and foreign organizations, public institutions, local governments, economic entities and physical persons, including creating new structures and joining the existing ones.
- g) Other activities towards promoting and implementing the Foundation's goals and responding to the needs of the Foundation's charges.

Art. 10 1. The foundation performs unpaid public benefit work in the following scope of activity (according to Polish Classification of Activity 2007):

- a) physiotherapeutic activities (86.90.A)
- b) specialist medical practice services (86.22.Z)
- c) other human health services n.e.c. (86.90.E)
- d) social work services without accommodation for the elderly and disabled (88.10.Z)
- e) other amusement and recreation services (93.29.Z)
- f) book publishing services (58.11.Z)
- g) publishing services of journals and periodicals (58.14.Z)
- h) services furnished by other membership organizations, n.e.c.(94.99.Z)

2. The Foundation performs paid public benefit work in the following scope of activity (according to Polish Classification of Activity 2007):

- a) physiotherapeutic activities (86.90.A)
- b) specialist medical practice services (86.22.Z)
- c) other human health services n.e.c. (86.90.E)
- d) social work services without accommodation for the elderly and disabled (88.10.Z)
- e) other amusement and recreation services (93.29.Z)
- f) book publishing services (58.11.Z)
- g) publishing services of journals and periodicals (58.14.Z)
- h) retail trade services of books in specialised stores (47.61.Z)
- i) services furnished by other membership organizations, n.e.c.(94.99.Z)

3. The Foundation performs public benefit work in aid of people with disabilities and their families, with particular focus on children and the youth with brain disorders.

Chapter IV. The Structure

Art. 11 The organs of the Foundation are

- a) Patronage Board,
- b) Management Board,
- c) Audit Committee.

Art. 12 Specific principles of the Foundation's bodies shall be defined by the Regulations.

Art. 13 1. The Patronage Board consists of:

- a) Founders,
 - b) Permanent Members of the Board,
 - c) Donators, who have contributed the highest donation for the Foundation within the two consecutive years, if they accept the invitation of the Patronage Board, within two consecutive years, counting from the beginning of the year when the invitation was addressed.
2. A Founder and a Permanent Member of the Board can transfer their power to another person in writing with the signature notarized, or in the last will. The transfer of the power of the Founder shall be irreversible and come into force from the date of submission of the original of the statement or its notarized copy.
 3. The Donator invited to the Patronage Board shall become the member of the Patronage Board, unless they explicitly have refused to participate in the Patronage Board. In the case of refusal, the Patronage Board shall invite the next person from the list of Donators, made according to Art.13 point 1c herein,
 4. Members of the Patronage Board, as mentioned in Art.13 point 1c herein, shall provide opinion and advice to the Foundation during the meetings of the Patronage Board.
 5. The Patronage Board may appoint new members in exchange of Permanent Members of the Board, whose membership in the Board has been terminated in case of death, resignation, court deprivation of public rights, loss of the capacity for legal actions, or dismissal by the Patronage Board.
A new Member of the Patronage Board shall be appointed if the motion has been supported by at least 3/4 of a current Patronage Board.
 6. The Patronage Board can appoint new Permanent Members of the Board, provided that the total number of the Permanent Members of the Board shall not exceed 10 persons.
 7. The Patronage Board can dismiss a Member of the Board in exceptional situations, as a result: of acting against the Foundation, undertaking activities contrary to the idea of the Foundation, or loss of the capacity for legal actions. The dismissal of the Permanent Member shall take place in case of a motion supported by at least 2/3 of a current Patronage Board.
 8. Members of the Foundation dated March 19, 2011, shall constitute the Foundation's Permanent Members of the Board. The full list is attached in the Appendix no 3 of the Statute.

Art. 14 The Patronage Board convenes at the Ordinary and Extraordinary Assembly. The Ordinary Assembly shall be called by the Foundation's Management Board at least once a year. The Extraordinary Assembly shall be called as necessary at the motion of the Audit Committee, the Management Board or a group of three members of the Patronage Board.

Art.15 The resolutions of the Patronage Board are adopted by single majority, regardless of the number of members present at the meeting.

Art.16 The Patronage Board shall:

- a) Supervise on the Foundation's bodies to abide by the Statute,
- b) Decide on amendments to the Statute concerning the Foundation's goals,
- c) Approve the work regulations of the Audit Committee,
- d) Pass the work regulations of the Patronage Board,
- e) Choose the members of the Audit Committee
- f) Adopt and approve the annual reports of the Audit Committee and the Management Board,
- g) Adopt and approve the annual programme assumptions of the Audit Committee,
- h) Adopt and approve the Foundation's balance of budget for the previous year, the programme assumptions of the Management Board, and the budget estimate for the following year,
- i) Adopt and approve the performance reports concerning the public task defined in the relevant agreement
- j) Decide on the Foundation's liquidation, the Foundation's joining with another national or foreign organization and on other issues that are not subject to other bodies of the Foundation

Art. 17 The Audit Committee is the permanent body supervising the activities of the Foundation through supervising, advising, initiating and expressing opinions.

Art. 18 The Audit Committee operates according to the Regulations approved by the Patronage Board.

Art. 19 The Audit Committee consists of three to five members appointed by the Patronage Board.

Art. 20.1. The members of the Audit Committee shall not be members of the Management Board, or be spouses, domestic partners, relations, next to kin, or employment subordinates of members of the Management Board.

2. The members of the Audit Committee shall not have been convicted by virtue of a final Court judgement for any crime involving intentional fault or for a tax offence.

3. The members of the Audit Committee shall fulfill their responsibilities honorably and shall not be reimbursed for any incurred costs for the performance of duties.

Art. 21 The Audit Committee shall be appointed for a five-year period. Members of the Audit Committee can be reappointed. The Committee shall appoint the Chairman and the Secretary from among their members.

Art. 22 The Audit Committee shall:

- a) Initiate new forms of achieving Foundation's goals,
- b) Appoint and dismiss members of the Management Board
- c) Submit a motion to the Patronage Board to grant discharge to the Management Board
- d) Evaluate the Management Board's reports and present them to be the Patronage Board for approval
- e) Determine the salary for the Management Board's members,
- f) Draw up the annual programme assumptions and present them to the Patronage Board,
- g) Draw up regulations concerning the work of the Foundation's bodies and submit draft regulations to the Patronage Board for approval,
- h) Demand from the Management Board to present any documentation concerning the Foundation's activity,
- i) Demand from the Management Board to give written or oral explanations concerning the Foundation's activity
- j) Perform other tasks reserved for the Committee by the Statute and tasks assigned by the Patronage Board.

Art. 23 The Audit Committee convenes as necessary, at least once every six months. The meeting is convened by the President's initiative. The members shall participate in the meeting in person.

Art. 24 The resolutions of the Audit Committee shall be adopted by simple majority at the presence of at least half of their members. In case of a tie, the Chairman's vote shall prevail.

Art. 25 The Foundation's Management Board shall consist of three members:

- a) the President,
- b) Vice President,
- c) Second Vice President.

Art. 26 The Management Board shall be appointed and dismissed by the Audit Committee, subject to Art. 22 point b of the Statute.

Art. 27 Members of the Management Board shall not have been convicted by virtue of a final Court judgement for any crime involving intentional fault or for a tax offence.

Art. 28 On behalf of the Foundation the appearance of declaration of will shall be made by at least two Management Board Members, including the President, acting jointly.

Art. 29 The Management Board manages the Foundation's current activities within the Statute, the resolutions of the Audit Committee and the Patronage Board.

Art. 30 The Management Board represents the Foundation outside.

Art. 31 The resolution of the Management Board shall be adopted by simple majority. In case of a tie, the President's vote shall prevail.

Art. 32 The Management Board shall:

- a) Manage the Foundation's property within the scope fixed by the Statute
- b) Deal with the Foundation's current activity in accordance with the Statute
- c) Decide on the Foundation's current activity and its development, and devise methods of their implementation
- d) Appoint and dismiss directors of institutes, workshops, offices, etc. run by the Foundation,
- e) Create work regulations of institutes, workshops, offices, etc. run by the Foundation,
- f) Make agreements, conclude contracts with physical persons and other subjects and organizations, in order to achieve the statutory goals
- g) Promote and fulfill the Foundation's mission and goals in the territory of Poland and abroad,
- h) Care about the Foundation's image
- i) Produce performance reports concerning the public task defined in the relevant agreement and present the reports to the Patronage Board,
- j) Produce annual report on the Foundation's activity and present the report to the Audit Committee,
- k) Produce the annual financial report of the Foundation's activity and present the report to the Audit Committee

Art. 33 The management Board can establish permanent or temporary commissions, appoint consultants or experts to achieve the Foundation's statutory goals.

Art. 34 The Foundation's Management Board reports to the Audit Committee on demand, in a written form; the Foundation's management Board reports to the Patronage Board once a year.

Art. 35 The Management Board is obliged to provide information and documentation on the Audit Committee's demand.

Art. 36 In case of irregularities in the Management Board's work, the Audit Committee can suspend the Management Board and take over their duties until the new Management Board has been appointed.

Chapter V. The Foundation's property.

Art.37 The Foundation's property consists of:

- a) the authorized share capital
- b) financial means, estate properties and proprietary rights acquired by the Foundation
- c) subventions, donations, inheritances, interests on bank deposits and other forms of free of charge donations
- d) income from contributions and the Foundation's activities

Art. 38 The Foundation's properties are managed by the Foundation's bodies In accordance with the competences defined in the Statute.

Art. 39 The income from subventions, donations, inheritances and bequests shall be destined to achieve the Foundation's goals defined by the Statute, unless the donors decide otherwise.

Art. 40 In case of selecting the Foundation to accept an inheritance, the Management Board shall submit a statement of acceptance of the inheritance with all its obligations provided that the value of the inheritance exceeds the debts.

Art. 41 The Foundation can run business activity in accordance with the applicable law and the Statute. The scope of business activity shall be defined by the Audit Committee.

Art. 42 Business activity shall be the means to achieve the Foundation's goals, and the income generated shall be used only to achieve the Foundation's statutory goals.

Art. 43 The scope of the Foundation's business activity is any manufacture, service, trade and artistic activity, in particular:

- a) wholesale and retail trade in Poland and abroad, including export and import of goods and services
- b) agency and representational services for foreign clients
- c) publishing and printing
- d) production of films and records
- e) advising and counselling
- f) production of educational aids, and rehabilitation equipment
- g) rehabilitation therapy and advisory service
- h) organizing courses and seminars
- i) organizing touristic, sport and recreational activities
- j) warehouse and transport
- k) companies shares, capital turnover, etc.

Art. 44 Business activity shall be run in the form of offices, workshops, institutes, etc. The activity of the units shall be coordinated by a member of the Foundation's Management Board.

Art. 45 The Foundation is not allowed to:

1. provide loans or secure the liabilities by the Foundation's assets regarding the Foundation's members and employees, as well as the persons the employees are married to, are related to or are kin of the second degree in direct affinity, related to or related by secondary affinity up to the second degree, have adopted, are legal

- guardians or have been appointed as guardian of, hereinafter referred to as "close persons."
2. transfer its assets for the benefit of the Foundation's bodies' members or its employees or their close persons, under favourable conditions, other than those applied to third parties, especially in case the transfer is arranged free of charge or under favourable conditions,
 3. use its assets for the benefit of the Foundation's bodies' members or its employees or their close persons under favourable conditions, other than those applied to third parties unless the action results directly from the organization's statute
 4. acquire under favourable conditions goods and services from the subjects, in which the Foundation's bodies' members or its employees or their close persons are involved in.

Chapter VI. Final provisions

Art. 46 The amendments to the Statute can occur on the basis of the Management Board's resolution, accepted by the Audit Committee as their resolution. Any amendment concerning the Foundation's statutory goals shall require the Patronage Board's resolution, in accordance with art. 29 point b. The Management Board shall submit the draft of the resolution concerning the amendments to the Statute to the Patronage Board.

Art. 47 The Foundation shall be liquidated:

1. As a result of the Patronage Board's decision supported by the majority of $\frac{3}{4}$ of voices
2. As a result defined in provisions of the law

Art. 48 The Patronage Board shall appoint the liquidator and assign the distribution of the Foundation's assets.

Art. 49 The representatives appointed by the Patronage Board shall supervise the liquidation, and upon the liquidation shall decide on vesting the funds obtained from the liquidation of the Foundation's properties.

Art. 50 To all matters not settled herein, relevant provisions of the Act on Foundations and the Act on Public Benefit and Volunteer Work shall apply respectively .

Art. 51 The interpretation of the Statute shall belong to the Audit Committee.

Toruń, March 24, 2012