



Institute for Sport Governance Foundation Statute

Chapter I

General provisions

§1

The Foundation under the name Institute for Sport Governance Foundation, hereinafter referred to as the "Foundation", established by Grzegorz Botwina, Jakub Fornalik, Piotr Popławski and Paweł Zembura, hereinafter referred to as the "Founders", operates pursuant to the Act of 6 April 1984 on Foundations (Journal of Laws of 1991, No. 46, item 203, as amended), hereinafter referred to as the "Act on Foundations", and other laws in force in the Republic of Poland, as well as the provisions of this Statute.

§2

1. The Foundation has legal personality.
2. The foundation was established for an indefinite period.

§3

1. The seat of the Foundation is the City of Warsaw.
2. The minister responsible for the predominant objectives of the Foundation within the meaning of the Foundations Act is the minister responsible for physical culture.

§4

1. The Foundation operates in the Republic of Poland as well as abroad in accordance with the relevant laws in force.
2. The Foundation may establish branches, representative offices (also abroad) and other organisational units.

§ 5

1. The Foundation may use the Foundation's symbols and use a distinctive graphic sign (logotype), the design of which is established or amended by the Foundation's Management Board.
2. The Foundation may establish badges, medals of honour, awards and distinctions, the design and method of awarding of which shall be determined or amended by the Foundation's Management Board, and grant them to natural and legal persons of merit for the achievement of the statutory objectives chosen by the Foundation or for the Foundation itself.
3. The name, logotype, symbols, as well as the badges, medals of honour, awards,



distinctions mentioned in paragraphs 1-2 are the proprietary intellectual property of the Foundation and are subject to legal protection.

Chapter II

Objective of the Foundation and ways of achieving it

§ 6

The objective of the Foundation is:

- (1) Supporting the professionalisation and internationalisation process of sports organisations;
- (2) Disseminating good models of organisational management in the sports community;
- (3) Developing international cooperation in the field of sport;
- (4) Disseminating a strategic approach to the management of sports organisations;
- (5) Promoting good practices in the area of public-private partnerships in sports organisations.

§7

1. The Foundation pursues its objective through:

- (1) supporting, promoting and encouraging interaction, mutual knowledge sharing and mutual assistance between sports organisations;
- (2) supporting financially, materially or in other way natural and legal persons as well as other organisational units to the extent compatible with the Foundation's statutory objectives or aimed at realising them;
- (3) cooperating with the mass media and electronic media in order to popularize the statutory objectives and initiatives of the Foundation;
- (4) establishing honorary titles or distinctions and awarding them to natural persons, Polish and foreign legal persons or other organisational units of merit for the achievement of the statutory objectives chosen by the Foundation or for the Foundation itself;
- (5) initiating, implementing or supporting:
 - (a) projects and research programmes in the fields of management, social responsibility, transparency, organisation, marketing, governance and corporate governance in sport,
 - (b) international cooperation programmes for sport and sports organisations;
 - (c) training and educational programmes on management, organisation and marketing in sport,
 - (d) information programmes to promote good governance in sport;
- (6) initiating, organising or supporting conferences and seminars related to the Foundation's areas of activity;
- (7) initiating, carrying out or supporting information and publication activities with regard to matters within the Foundation's sphere of activity;
- (8) cooperating with other institutions, organisations and natural persons interested in



- achieving the objectives pursued by the Foundation, including supporting their activities within those objectives;
- (9) participating in organisations that bring together Polish or foreign foundations whose statutory activities correspond to those of the Foundation;
 - (10) cooperating with state and local authorities on matters covered by the scope of the Foundation's activities.
2. The aforementioned activities are unpaid activities, with the exception of the activities set out in points 5 - 10, which, if the activities of the Foundation consist in the implementation or organisation of a given method of achieving its objective, may be paid activities in accordance with the principles provided for in the Act on Public Benefit Activity and Volunteerism.

Chapter III

Foundation assets

§ 8

1. The assets of the Foundation consist of the Founder's Fund determined by the Founders in the act on the establishment of the Foundation, which was referred to in § 1, as well as funds, movable, immovable and other property acquired by the Foundation. For the achievement of the objectives chosen by the Foundation, the Founders allocate respectively:
 - (1) Grzegorz Botwina - a monetary amount of PLN 500 (in words: five hundred);
 - (2) Jakub Fornalik - a monetary amount of PLN 500 (in words: five hundred);
 - (3) Piotr Popławski - a monetary amount of PLN 500 (in words: five hundred);
 - (4) Paweł Zembura - a monetary amount of PLN 500 (in words: five hundred).These amounts are to be used in total to achieve each of the Foundation's objectives set out in § 6.
2. The assets of the Foundation consist of the Founder's Fund and cash and property acquired by the Foundation in the course of its activities.
3. The Foundation's income may come from:
 - a) donations, inheritances, legacies;
 - b) subsidies and subventions and grants;
 - c) income from collections;
 - d) fundraising, patronage;
 - e) income from the assets of the Foundation and its property rights, movable and immovable property of the Foundation;
 - f) interest on capital investments and income from securities and other financial instruments.
4. The Foundation's Management Board may create internal funds, transfer part or all of the income to these funds, name them and indicate the objectives related to the



statutory activities for the realisation of which the funds are accumulated. The Foundation's Management Board may regulate the rules of operation of respective funds by way of rules of procedure.

§ 9

The assets of the Foundation may be used to meet all expenses connected with the pursue of its objective, unless otherwise stipulated by the applicable laws, the agreement by which the Foundation acquired the specific type of asset, or the will of the donor.

§10

1. The Foundation cannot:

- (1) grant loans or provide security for liabilities with its assets with respect to members of its bodies or its employees, or persons with whom employees are related by marriage or kinship or lineal affinity, kinship or collateral affinity up to the second degree, or by a relationship of adoption, custody or guardianship, hereinafter referred to as 'close relatives',
- (2) transfer its assets to the members of its organs or employees and their close relatives, on terms other than in respect of third parties, in particular if the transfer is made free of charge or on preferential conditions;
- (3) use its assets for the members of its bodies or employees and their close relatives on terms other than in respect of third parties, unless this use results directly from the statutory objective of the Foundation,
- (4) purchase goods or services on a special basis from entities in which members of its bodies or employees and their close relatives participate.

2. The Foundation takes all necessary measures to avoid conflicts of interest or unfair practices.

3. In the course of its activities, the Foundation maintains standards of conduct to ensure that the members of its bodies, as well as its employees, exercise due diligence in connection with the pursuit by the Foundation of its objectives.

Chapter IV

Bodies of the Foundation

§ 11

The bodies of the Foundation are:

1. The Management Board as the Foundation's executive body and the Foundation Council as the Foundation's internal control body;
2. On the basis of a resolution of the Management Board, the Foundation Programme



Council may be established or dissolved. The Foundation Programme Council performs an advisory function to the Management Board.

§ 12

1. The Management Board consists of between 1 (one) and 5 (five) members, including the President of the Management Board, appointed by the Founders for a term of four years.
2. The Founders may dismiss a member of the Management Board if:
 - (1) due to his state of health, he is unable to perform his duties, as certified by an appropriate medical certificate;
 - (2) has been sentenced by a final and binding court decision for an offence or a tax offence of intentional guilt or has violated the provisions of § 10, paragraph 3.
 - (3) has culpably caused financial damage to the Foundation, as established by a court ruling or by proceedings conducted by a panel set up by the Founders;
 - (4) there are other particularly justified reasons.
3. The term of office of a member of the Management Board shall also expire upon his or her death or upon his or her resignation from office.
4. In the cases referred to in paragraphs 2 and 3, the Founders may appoint a new member to the Management Board, whose term of office expires when the term of office of the recalled member expires.

§ 13

1. The Management Board manages the Foundation's affairs and represents it externally.
2. The Management Board in particular:
 - (1) adopts annual financial plans;
 - (2) adopts the Foundation's annual reports and annual financial statements;
 - (3) adopts rules and regulations that are not rules of procedure within the meaning of the statute;
 - (4) accepts legacies, inheritances and donations;
 - (5) decides on the terms and conditions of employment and remuneration of the Foundation's employees, as well as employs such employees and exercises the powers of an employer in relation to them;
3. The Management Board makes decisions at its meetings in the form of resolutions adopted by a simple majority; in the event of a tie, the President of the Management Board has the casting vote.
4. The Management Board may appoint proxies to manage specific areas of the Foundation's statutory activities.
5. Declarations of intent on behalf of the Foundation shall be made by the President of the Management Board acting alone or by two members of the Management Board acting jointly or by a member of the Management Board together with a proxy appointed by the Management Board.



§ 14

1. The President of the Management Board heads the Management Board and directs its activities.
2. The President of the Management Board shall convene meetings of the Management Board, and in the absence of the President of the Management Board, meetings of the Management Board shall be convened by a Member of the Management Board as deputy.
3. Invited persons may attend Management Board meetings in an advisory capacity.
4. Minutes of the meetings of the Management Board shall be drawn up and signed by the President of the Management Board or his deputy and by the secretary of the meeting.

§15

1. The Foundation Council is the control and opinion-making body of the Foundation.
2. The Foundation Council consists of 1 to 6 members and is elected for a term of five years. The Council elects from among its members a Chairman of the Council who directs its work.
3. The members of the Council are appointed by the Founders.
4. Meetings of the Foundation Council are convened at the request of the Chairman of the Council or two members of the Council. Council meetings are chaired by the Chairman of the Council or the Deputy Chairman of the Council.
5. The Council decides in the form of resolutions at Council meetings by a two-thirds (two broken by three) majority with at least half of the Council members present."
6. The powers of the Foundation Council include:
 - 1) acknowledging the fulfilment of duties by members of the Management Board in the form of approval of the report on the Foundation's activities presented;
 - 2) approving the annual financial statements;
 - 3) preparing and approving the rules of the Foundation Council and approving the rules of the Foundation's Management Board.

Chapter V

Liquidation of the Foundation

§ 16

1. The Foundation's Management Board passes a resolution on liquidation of the Foundation, in particular when the objectives for which the Foundation was established have been achieved, or when its financial resources and assets have been exhausted.
2. The liquidation of the Foundation shall be carried out by the Management Board.



-
-
3. The assets remaining after the liquidation of the Foundation will be transferred to another foundation indicated by the Founders, operating in the Republic of Poland and having similar objectives to the Foundation.