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D E E D
of the
ELN FOUNDATION

§ 1

Legal Structure, Name, Registered Office and Accounting Year

- (1) The Foundation shall have the name "ELN FOUNDATION"
- (2) It has legal capacity according to public law.
- (3) Its registered office shall be in Mannheim, Germany.
- (4) The Accounting year is the calendar year.

§ 2

Purpose of the Foundation

The ELN FOUNDATION supports the goals of the European Leukaemia Net (ELN).

- (1) The Foundation is solely and has the sole purpose of a non-profit organisation, according to the article "Taxation favourable purposes" of the general fiscal law. The activities of the ELN FOUNDATION are not oriented towards making profit.
- (2) The purpose of the Foundation is the support and fostering of science and research as well as improvement and enhancement of medical care in acute and chronic leukaemia and related disease entities. This shall be reached, in particular by the following measures:
 - a. Allocation of resources to investigate novel diagnostic and therapeutic procedures for Leukaemia patients
 - b. Maintenance and expansion of common communication and information structures of the ELN, on an international European level.

- c. Formation of international networks for each leukaemia entity
 - d. Establishment of international platforms for the interdisciplinary partners of the leukaemia networks (for example diagnostic and monitoring)
 - e. Performance of common clinical trials on an European level
 - f. Establishment of European leukaemia registries
 - g. Generation of common definitions and standards on an international basis
 - h. Development of internationally accepted guidelines and meta-analyses
 - i. Spread of excellence, promoting the knowledge transfer and distribution on the management of leukaemia, to improve medical care of leukaemia patients in Europe.
- (3) The Foundation shall be entitled to raise funds to accomplish non-profit goals of other unlimited income tax-liable and tax-privileged corporations, who run research projects and scientific approaches in the field of acute and chronic leukaemia and related entities on a European and international level.
- (4) The Foundation is acting selfless. It pursues primarily profitability for its own internal purposes. Funds and resources of the Foundation can only be applied to purposes stated in the Foundation Deed. The Foundation must not to favour any legal or natural person by investments, which are not conforming to the Foundation purposes, or which represent extraordinary high grants, contributions or allowances.

§ 3

Assets of the ELN Foundation

- (1) The assets of the Foundation comprise an amount of 50.000,00 € (in words: fifty thousand Euros). To fulfil the Foundation Deed the Foundation capital should be expanded via donations and other third-party funds.
- (2) The Foundation capital is subject to the provisions in clause (5) intangible basic capital.
- (3) The Foundation capital has to be profitable invested and the actual stock has to be kept undiminished. The stock capital of the Foundation will receive all contributions, which are designated to it. The Foundation can accept such endowment contributions. It can also add funds to the stock capital, which have not been assigned a specific purpose due an act of disposal at the event of death and free reserves according to § 58 Nr. 7 a AO (general fiscal law).
- (4) To fulfil the Foundation purpose it is only possible to tie up proceeds of the Foundation stock capital as well as funds, if these are not allocated to increase the stock capital as endowment contributions.
- (5) In certain accounting years it shall be possible to use up to 5% of the Foundation assets from the previous year, if the Board of Directors concordantly agreed in advance, that it is urgently required to use this amount in order to fulfil the Foundation purposes.
- (6) The creation of capital reserves is allowed if the tax privilege of the Foundation is hereby not affected.

§ 4

Allocation of Foundation funds

There is no right to the benefits of the Foundation. The Foundation bodies are only bound to the law and the regulations of this Foundation Deed when distributing Foundation grants.

§ 5

Foundation Bodies

- (1) The bodies of the Foundation are the Board of Directors and the Board of Trustees.
- (2) The members of the Foundation bodies are honorary members. They have the right to be compensated for their expenses and expenditures. For the time and work committed by the Board of Directors, the Board of Trustees can decide on an adequate allowance or compensation.

§ 6

Board of Directors
Its composition

- (1) The Foundation is legally and naturally represented by the Chairman of the board of directors and in case of his prevention by his Deputy. The Chairman of the Board of Directors is bound to the decisions made by the Board.
- (2) The Board of Directors shall consist of five at its maximum thirteen natural members.
- (3) The first Board of Directors has the following composition: The chairperson is the ELN Coordinator; his Deputy is the network manager. Further members of the Board of Directors arise from the list added in Appendix 1.
- (4) The tenure for the Board of Directors is five years, unless they are nominated for a shorter period. A member leaving or resigning from its position will stay in its duty until a new member has been appointed.
- (5) The membership in the Bard of directors ends under the following circumstances:
 - a. With end of the tenure period and appointment of a new member
 - b. With the resignation of a member
 - c. With dismissal through the Foundation authorities according to § 12 StiftG (Foundation law) for Baden Württemberg.
 - d. Through death.

- (6) For a member leaving the Board of Directors a substitute member has to appointed. The appointment happens through co-optation of the residual members of the Board of Directors through a majority of votes.
- (7) A member of the board of directors, which has to leave its position through lapse of the tenure period, can be re-appointed.

§ 7

Decisions of the Board of Directors

- (1) The Board of Directors can take decisions, if at least two of its members, amongst them the Chairman, or in case of his prevention, his Deputy, are present.
- (2) The Board of Directors takes decisions with a majority of votes, if not stated within this Deed, that the consent of a bigger majority or of all members of the Board of Directors is required. The decision-making process is either carried out through verbal debates in a joint session, to which the Chairman or in case of his prevention, his Deputy, has to invite in writing, at least fourteen days in advance; or by voting in written form, which can also be via Email. The Chairman or in case of his prevention, his Deputy, will decide on the procedure.
- (3) Each member of the Board of Directors is allowed to ask for oral advice.
- (4) A written document has to be made on the meetings and decisions of the Board of Directors, which has to be signed by the Chairman or his Deputy, in case he has headed the meeting.
- (5) Decisions regarding changes of the Foundation Deed require the agreement of two third (2/3) of the Board of Directors and of the members of the Board of Trustees. Decisions changing the purpose of the Deed and decisions on the dissolution of the Foundation require the consent of all members of the Board of Directors and of all members of the Board of Trustees. The aforementioned decisions need in additional the consent of the Foundation authorities (for example: the regional board or council).

§ 8

Administration of the Foundation **Accounting, Audit, Foundation Auditor**

- (1) The administration of the Foundation is the responsibility of the Board of Directors. To fulfil these requirements third-party individuals can be called or consulted and a managing director can be appointed.
- (2) Revenues and expenditures have to be accounted for and for each fiscal year an annual financial statement has to be prepared.
- (3) The annual financial statement has to be made within the first three months of the fiscal year. A statement of assets and liabilities and a report on the compliance with the requirements of the Foundation purpose has to be enclosed.

§ 9

The Board of Trustees, its rights and responsibilities

- (1) The Board of Trustees shall consist of at least one and up to five natural persons. It can also consist of one single natural person. The Grantor/Founders of the Foundation will appoint the members of the first Board of Trustees who arise from the list added in Appendix 2.
- (2) The Board of Trustees elects a Chairman and a Deputy from within the Board of Trustees.
- (3) The tenure for the Board of Trustees shall be five years if they are not appointed for a shorter period. A member resigning from the Board remains in its duty until a successor has been nominated. The membership in the Board of Trustees end with:
 - a. The expiration of the tenure period of the successor.
 - b. Resignation from the position,
 - c. Dismissal through the Foundation authorities according to § 12 StiftG (Foundation law) for Baden Württemberg.
 - d. Through death.
- (4) For a member leaving the Board of Trustees a substitute member has to appointed, if the residual members of the Board of Trustees decide on this through a majority of votes. The appointment happens through co-optation of the residual members of the Board of Trustees; if there is no additional member of the board of trustees, the Board of Directors will appoint the members of the Board of Trustees. A member of the board of Trustees, which has to leave its position through lapse of the tenure period, can be re-appointed.
- (5) For the decision-making process of the Board of Trustees applies § 7 accordingly.
- (6) The Board of Trustees controls the compliance with the Foundation purposes and advises the Board of Directors in its pursuance. Decisions from the Board of Directors regarding changes in the Foundation Deed and decisions on the dissolution of the Foundation, require the consent of the Board of Trustees.§ 7 Abs.(clause) 5 S. 2 stays unaffected.
- (7) The activity report and balance sheet compiled by the Board of Directors have to be presented to and approved by the Board of Trustees. The latter formally approves the action of the Board of Directors.

§ 10

Dissolution of the Foundation

In the event of dissolution or the loss of the “taxation favourable purpose”, the assets of the Foundation shall be transferred on equal terms, after the deduction of all liabilities, to the “Stiftung Leukämie” and to the German José Carreras Leukaemia Foundation. All beneficiaries have to spend the assets received, directly and solely for non-profit purposes.

§ 11

Additional Deed Regulations

- (1) If one or more regulations of this Deed are ineffective or become invalid will the remaining content of the Deed be unaffected. The invalid regulation has to be replaced in this case in a way that the goal pursued by disabling the regulation will be largely achieved. The costs that have been or will occur with founding the ELN Foundation will be paid by the European LeukaemiaNet (ELN).
- (2) Exclusive jurisdiction for all disputes arising in connection with the present Deed or with the Foundation itself is- if legally allowed- Mannheim.