

Statutes of the European Foundation for the Study of Diabetes Europäische Stiftung für Diabetesforschung

Following the amendment of By-Laws on 27 April 2010

Article 1

Name, Legal Form, Headquarters of the Foundation

Section 1: The name of the Foundation will be the "European Foundation for the Study of Diabetes Europäische Stiftung für Diabetesforschung".

Section 2: It will be a legally constituted Foundation according to the Civil Law with its headquarters in Düsseldorf, Germany.

Article 2

Charitable Aim

Section 1: The Foundation will pursue solely and directly charitable aims, according to the section of the Tax Rules (Abgabenordnung) "Preferential Tax Aims" (Steuerbegünstigte Zwecke).

Section 2: The aim of the Foundation will be to encourage and support science and research in the field of diabetes.

Section 3: The aim of the Foundation will be realised in particular by means of scientific and research events, support of research and of scientific publications on diabetes research.

Section 4: The Foundation will work with charitable aims; the pursuit of economic aims will not be the main intention of the Foundation.

Section 5: The means of the Foundation may only be used for the aims set out in the by-laws. The Foundation must not abet any persons, neither through means that are not mentioned in the by-laws nor disproportionate support or payments.

Article 3

Maintaining the Foundation's Capital

Section 1: The Foundation's starting capital will originate from the capital of DM 100 000,00 put at its disposal by the Founder.

Section 2: The Foundation's starting capital of DM 100 000,00 is not to be diminished. Donations from third parties, which are offered to achieve the lasting realisation of the Foundation's aims, have to be added to the Foundation's capital and will serve to fulfil the goals of the Foundation.

Article 4

Use of the Interest from the Capital and of Donations

Section 1: The interest from the Foundation's starting capital, the donations and interest accrued from them are to be used to fulfil the aims of the Foundation.

Section 2: No person shall be favoured with expenses, which do not comply with the aim of the Foundation, or with excessively high reimbursement.

Article 5
Legal Status of the Beneficiaries

The beneficiaries of the Foundation will not be entitled to any benefits as a result of these statutes.

Article 6
The Organisation of the Foundation

The organisation of the Foundation will comprise:

- a) the Executive Committee
- b) the Executive Director

Article 7
Composition of the Executive Committee

Section 1: The Executive Committee of the Foundation will consist of the same people with the same functions as the Executive Committee of the Founder. The President, the Treasurer, the Honorary Secretary and both Vice-presidents of the Founder will be members of the Executive Committee of the Foundation and hold the same positions, namely President, Treasurer, Honorary Secretary and Vice-presidents. The President of the committee for the advancement of the Founder will be in the same way a member of the Foundation's Executive Committee.

Section 2: If a member of the Executive Committee of the Foundation retires, his successor will be that person who is also the successor of the person retiring from the Executive Committee of the Founder.

Section 3: The members of the Executive Committee will be active in an honorary basis. Running costs will be reimbursed. The Executive Committee may decide on an adequate compensation for the time and administrative costs accumulated by the President or other members of the Committee.

Article 8
Rights and Duties of the Executive Committee

Section 1: The Executive Committee will represent the Foundation in all legal and civil matters. It will assume the status of a legal representative. It will act through its Chairman and, in his absence, through his representative. Both will have sole authorisation of representation.

Section 2: Within the laws and statutes of the Foundation the Executive Committee will fulfil the wishes of the Founder as effectively as possible. The business of the Executive Committee will particularly include the following:

- a) the administration of the Foundation's capital including the keeping of books and the preparation of a yearly financial statement, if these are not included in the tasks of the Executive Director
- b) the end-statement concerning the uses to which the interest from the Foundation's capital and donations received by the foundation will be put.
- c) the naming of the Executive Director, the fixing of his/her remuneration and the supervision of the management of the Foundation.
- d) the edict of the rules of procedure according to Article 9.

Article 9 Rights and Duties of the Executive Director

The Executive Director and in his absence the Vice Director will administer the day-to-day business according to guidelines set down in the rules of procedure. They will be responsible to the Executive Committee and bound to its instructions. He will have the legal status of a special representative in the sense of Paragraph 30 BGB.

Article 10 Decisions

The Executive Committee will be entitled to make decisions, if more than half the members are present. Decisions are made according to the majority of votes cast. The Chairman will have the casting vote.

Article 11 Adjustment of the Foundation to Changed Circumstances

Should the circumstances change to such a degree that the Executive Committee considers the fulfilment of the aims of the Foundation to be no longer useful, the Executive Committee may decide on a new aim. Such a decision needs a majority of three-quarters of the members of the Executive Committee. The new aim of the Foundation should be charitable and related to the field of medical research. The Executive Committee will take decisions concerning any changes to Articles other than those related to the aim of the Foundation.

Article 12 Dissolution of the Foundation

The Executive Committee can come to a decision concerning the dissolution of the Foundation, if circumstances make it no longer possible to fulfil the aims of the Foundation.

Article 13 Capital Amount

If the Foundation is dissolved, the capital and all remaining moneys are to be used for tax-deductible purposes with a view to advancing medical science and research; decisions concerning any future use of the capital can first be taken after the consent of the Inland Revenue has been granted.

Article 14 Notification of the Foundation Authority (Stiftungsbehörde)

The foundation authority is to be informed at any time on request about all matters concerning the Foundation. The annual financial statements must be submitted to the authority without being requested to do so.

Article 15 Position of the Tax Authority

Notwithstanding the approval obligations resulting from the Foundation Act, resolutions on amendments to the Articles of Foundation and on the dissolution of the Foundation shall be notified to the competent tax office. Prior to any amendments to the Articles of Foundation that affect the purpose of the Foundation, the tax office's consent regarding tax relief must be obtained.

Article 16
Foundation Authority

The authority for foundations is the Düsseldorf district government. The supreme authority for foundations is the Ministry of the Interior of the State of North Rhine-Westphalia. The authorisation and approval powers of the foundation authority must be observed.