

Stiftung European Centre for Allergy Research

in the Stifterverband für die Deutsche Wissenschaft

Foundation Charter

Foundation Charter

The Stifterverband für die Deutsche Wissenschaft e.V.

(Association for the Promotion of Science and Humanities in Germany)

– hereafter referred to as Stifterverband –

is the trustee of the endowment fund without legal capacity European Centre for Allergy Research, which was established on 20 May 2003 through the founder Nils Jorgen Philip Sorensen. The Stifterverband, represented by Prof. Dr. Andreas Schlüter, member of the board, and Dr. Ambros Schindler, authorised member of the management, establishes with this charter, in agreement with the board of the foundation without legal capacity and in accordance with the Stiftungsgesetz (laws governing foundations) of the State of North Rhine-Westphalia (StiftG NRW) the

Stiftung ECARF European Centre for Allergy Research Foundation

located in Essen, as a foundation vested with legal capacity as specified by § 2 StiftG NRW.

The foundation shall carry out only charitable activities in keeping with the “tax privileged purposes” section of the Abgabenordnung (tax code). The aim of the foundation is to support study and research in the area of allergy sciences, in particular at the Clinic for Dermatology, Venereology, and Allergology at the Charité University Clinic in Berlin.

We guarantee starting capital for the foundation with legal capacity European Centre for Allergy Research in liquid funds in the amount of

85.000 €

(eighty-five thousand Euro)

The foundation is to be administered by a board consisting of at least three and up to five members.

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The following people are named as members of the first board:

1. Prof. Dr. med. Torsten Zuberbier, Kleinmachnow as Chairman
2. Louisa Mann, London as Vice-Chairman
3. Prof. Dr. med. Wolfram Sterry, Berlin
4. Dr. Markus Heuel, Essen

All other matters are regulated by the attached bylaws, which are part of the foundation charter.

For the Stifterverband:

Essen, 2010

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(Prof. Dr. Andreas Schlüter)

For the board of the dependent foundation:

Berlin, 2010

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(Prof. Dr. Torsten Zuberbier)

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(Dr. Ambros Schindler)

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Bylaws

§ 1 Name, legal form, location

- (1) The foundation bears the name

Stiftung ECARF

European Centre for Allergy Research Foundation.

- (2) It is a civil law foundation with legal capacity and is located in Essen.

§ 2 Purpose of the foundation

- (1) Purpose of the foundation is to support study and research in the area of allergy sciences, particularly at the Clinic for Dermatology, Venereology and Allergology at the Charité University Clinic in Berlin.

- (2) The foundation's purpose is to be carried out in particular through:

- financial support of foundation professorships,
- independent or cooperative efforts in research on and prevention of allergy-related illnesses, with particular emphasis on changing public awareness of these illnesses
- the provision of scholarships
- the acquisition of funds according to § 58 no. 1 of the AO (tax code) for the support of science and research in keeping with the charitable aims of another non-profit entity or the charitable aims of a public corporation.

- (3) The foundation carries out exclusively and directly charitable and benevolent activities according to the "tax privileged purposes" section of the tax code. The foundation carries out altruistic activity, it does not engage in activities that are primarily for its own profit.

§ 3 Foundation endowment

- (1) The foundation's endowment is recorded in the foundation charter.
- (2) The endowment can be increased through endowment contributions made by the founder or by third parties. If donations are not expressly designated for the endowment, then they are to be used in a timely manner, exclusively and directly for the purposes named in § 2.
- (3) The foundation's endowment is as a rule to be kept intact in its entirety. The redeployment of endowment funds is generally permitted; in particular, the foundation can also found its own companies or contribute to other companies.

§ 4 Endowment earnings

- (1) The foundation's assets may be used only for the purposes set down in its bylaws. There is no legal claim to allocation of foundation capital. No person can benefit from expenditures that are not in keeping with the foundation's purpose, or through disproportionately high compensation.
- (2) The foundation may partially or wholly contribute its earnings to a reserve fund in keeping with the conditions of the tax code. The foundation may also contribute unspecified donations received by reason of death or unrestricted reserves as per § 58 Nr. 7a of the Abgabenordnung (tax code) to the foundation endowment for the purpose of conservation of value.

§ 5 Foundation board

- (1) The foundation is administered by a board consisting of at least three and up to five persons. Board members serve five year terms.

- (2) The first members of the board are named in the foundation charter. Further members of the foundation board are elected by the board. Re-election is permitted.
- (3) If a board member leaves the board before the end of his term, the remaining board members vote immediately on a replacement. Until the replacement member joins the board, the remaining board members carry out the necessary tasks of foundation administration themselves. At the request of the board's chairman – if unavailable, of his proxy – the leaving board member remains in the board until the election of his replacement.
- (4) A board member can be removed from his position by order of the board if an important reason is presented. The decision must be agreed to by all members of the board apart from the member being removed.
- (5) The board elects a chairman and a vice-chairman from its members, re-election is permitted. The board can create its own rules of procedure.
- (6) The members of foundation bodies can receive appropriate compensation for their work. If the board rules accordingly, board members have the right to reimbursement of reasonable and documented incurred expenses and expenditures. The members of the board are liable with regard to the foundation only in cases of malicious intent and gross negligence.

§ 6 Board responsibilities

- (1) The members of the board form the board of the foundation according to §§ 86, 26 of the German civil law code. Power of attorney is held by the chairman of the board or his vice-chairman, as well as one other member.
- (2) The board administers the foundation according to the legal requirements and the requirements of the foundation bylaws, with particular consideration of the wishes of its founder.

- (3) The board may assign particular responsibilities to individual board members. It may entrust management of the foundation to a qualified person not belonging to the board and, if sufficient funds are acquired, pay him an appropriate salary. Consultation with auxiliary persons is permitted.
- (4) The board assesses and concludes the yearly financial statement within six months of the close of the fiscal year and produces an asset report and a report on the fulfilment of foundation purposes. The fiscal year coincides with the calendar year.

§ 7 Rulings by the board

- (1) The board makes its rulings in meetings that are held as needed. The chairman – or if he is unable his proxy – decides on the time and place of meetings and invites the other members. A board meeting must be called if at least two members request it.
- (2) A period of at least two weeks should exist between the calling of the meeting and the meeting itself, as long as extraordinary circumstances do not require shorter notice. The members of the board are called to meetings in written form with specification of the individual topics of the meeting.
- (3) A ruling is passed with a simple majority and when at least half of the members of the board are present, as long as not otherwise stipulated by the bylaws. If a vote is tied, then the vote of the chairman decides, or in his absence the vote of the vice-chairman; if both are absent, the proposed ruling is considered rejected in the case of a tie.
- (4) The board records its rulings in minutes. Absent board members are informed of rulings. They do not have retroactive veto rights.

- (5) The board can also pass rulings in writing or by telephone, as long as no member objects to this procedure. Written messages via telecommunications methods are also permitted. If a member of the board does not respond within a period of four weeks after a proposed ruling is sent out, his lack of response is considered a negative vote.

§ 8 Changes to the bylaws

- (1) The foundation board can move to change the bylaws even if there has been no significant change in circumstances. Significant changes in the purpose or organisation of the foundation can only be made according to the regulations of the most current version of the StiftG NRW (foundation law code of North Rhine-Westphalia).
- (2) Motions to change the bylaws require a 2/3 majority of board member votes to pass.
- (3) In the case of a change of purpose, the new purpose must also be tax privileged according to the tax code. The board must inform the relevant financial authority of any changes of purpose.

§ 9 Dissolution or annulment of the foundation

If the foundation board deems the realization of the foundation's purposes to be no longer expedient due to a significant change of circumstances, and if a change in foundation purpose is also not viable, then the decision can be made to dissolve the foundation or combine it with another foundation through a unanimous vote in the presence of all board members. Such a ruling first takes effect after it has been approved by the overseeing authority.

§ 10 Endowment distribution

If the foundation is dissolved or annulled, or if the tax-privileged purpose is eliminated, the foundation endowment falls to the legal body of a public corporation or to another tax-privileged body to be used for study and research.

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§11 Position of the foundation overseeing authoring

The foundation overseeing authority must be informed upon request at any time of all foundation activities. The yearly financial statement must be submitted unsolicited. Duty of disclosure and permission requirements with regard to the foundation overseeing authority shall be duly noted.

§ 12 Foundation overseeing authoring

The state overseeing authority is the regional government of Düsseldorf, the supreme overseeing authority is the state department of the State of North Rhine-Westphalia.

§ 12 Position of the financial authority

Without prejudice to the particular duties of permission stipulated in the Stiftungsgesetz (laws governing foundations), the relevant financial authority is to be informed of rulings regarding changes to the bylaws or dissolution of the foundation. In the case of a change to the bylaws with regard to the purposes of the foundation, a statement with regard to tax privilege must first be obtained from the financial authority.

For the Stifterverband:

Essen, 2010

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(Prof. Dr. Andreas Schlüter)

For the board of the dependent foundation:

Berlin, 2010

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(Prof. Dr. Torsten Zuberbier)

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(Dr. Ambros Schindler)