

FUENTE - FOUNDATION FOR THE STUDY OF THROMBOEMBOLIC DISEASE IN SPAIN

CHAPTER I

Establishment of the Foundation

Article 1. - Name, nature

The Foundation, which is called '*Fundación para el estudio de la Enfermedad Tromboembólica en España*' (Foundation for the study of Thromboembolic Disease in Spain), and has the acronym FUENTE, is a non-profit organization which has persistently dedicated its assets to the attainment of the aims of general interest that are set out in detail in the 5th Article of this Charter and that will be governed by the wishes of the Founder by the present Charter, by the regulations that in the interpretation and development of the same may establish the Board and, generally, by the civil, legal-administrative and fiscal code that, for reasons of specialty and validity, may be applicable at any time.

Article 2. - Duration

The Foundation that is established will be of unlimited duration. However, if at any time, the purposes of the Foundation may be deemed fulfilled, the Board may agree to the closure of the Foundation in accordance with that set out in the current Legislation and in Article 22 of this Charter.

Article 3. - Legal entity and commencement of action

The Foundation will commence its activities after the appropriate inscription in the registry that confers the foundation with legal status, enjoying full legal status and capacity to act. Notwithstanding those actions that may be necessary for the conservation of its assets and those actions that cannot be delayed without detriment to the Foundation that could be performed until such time until the inscription in the corresponding (register).

Consequently it can, including but not be limited to, acquire, possess, conserve, retain, administer, dispose of, exchange, mortgage and in general provide, transform and freely convert all classes of goods and rights; carry out all types of acts and contracts, waiving and settling assets and rights; promoting, opposing, following or relinquishing the relevant procedures, and freely exercising all manner of rights, claims and defenses before Ordinary and Special Courts and Tribunals, Bodies and Civil Servant Departments and any others of the state, Autonomous

Community, Province or Municipality, Autonomous Bodies and other corporations, bodies and entities, both public and private, national or international.

Article 4. - Nationality, address and scope of action

It is of Spanish nationality, with address at c/ Pintura 46, 28224, Pozuelo de Alarcón, Madrid, and its scope of action is extended to all the national territory, being able to be extended, as the case may be, to determined activities in foreign countries.

The Foundation may change its registered address within the Spanish territory and to establish within it the Delegations that it deems necessary.

CHAPTER II

Aims of the Foundation

Article 5. - Aims

The Foundation has as an aim:

1. To promote, stimulate and carry out scientific research and Continuing Education in the area of thromboembolic disease, as well as to define and establish projects and programs for carrying out the aforementioned research.
2. Encourage the scientific events associated with the study of the disease.
3. To serve as a vehicle for the dissemination of the scientific works carried out by its members, being able to publish all types of articles in the different formats (paper, audio, computer media, etc.).
4. Scientifically divulge matters related to the disease.
5. To promote and carry out information and education campaigns to the public on matters related to thromboembolic disease.
6. Provide advice to the public authorities on matters related to the disease, whenever required.
7. To encourage relationships and exchanges with other national and international scientific institutions.
8. To serve as a liaison between the different medical specialties involved in the diagnosis and treatment of thromboembolic disease. The Foundation has come into existence with an integration and multidisciplinary spirit.

9. To perform activities, both in the national as well international field, that may help to understand thromboembolic disease in more depth.
10. To announce and award prizes and grants, organize and hold scientific disclosing activities, meetings and exchanges with universities, institutions, centers and public or private companies in Spain or abroad.

Article 6.- Activities

In order to achieve the aims mentioned in the previous Article, the Foundation will carry out the following activities:

- a) It will periodically organize a 'Multidisciplinary Forum' on Thromboembolic Disease with the participation of national and international speakers.
- b) It will develop educational courses directed at medical professionals.
- c) It will carry out studies on thromboembolic diseases in Spain aimed at gaining more knowledge on its epidemiology, clinical and biological manifestations, care situation, diagnostic and therapeutic procedures, patient management, and health care costs.
- d) Writing and publication of educational materials aimed at patients.
- e) Press conferences with the scientific and non-scientific media, to release advances on the topic, as well as any event that may need to be consulted.
- f) All these activities associated with thromboembolic diseases and those activities similar or complementary to the aims mentioned in the previous Articles

CHAPTER III

BASIC RULES FOR THE APPLICATION OF THE RESOURCES TO FULFIL THE AIMS OF THE FOUNDATION AND FOR DETERMINING THE BENEFICIARIES

Article 7.- Allocation of revenue and income

The Foundation is obliged to allocate its assets and revenue to the foundational aims. On carrying out the foundational aims, at least 70% of the revenue or any other net income that, after the deduction of taxes, the Foundation may obtain, should be dedicated to these aims, the remainder having to be destined, after the administration costs are deducted, to increasing the foundational funding. The

Foundation will be able to assign the destination of the proportion of the revenue and income that is referred to in the previous section within a period of 4 years from the time it was obtained.

The assets of the Foundation will be understood attached and assigned without determining the proportions on carrying out the foundational aims. Assets that may be transferred to the Foundation for a determined purpose are exempt, which will be understood attached and assigned to the carrying out of the aims that would be indicated by the transferring entity.

Article 8.- Beneficiaries

The public, in general, are considered beneficiaries of the Foundation, as natural target groups of health promotion, particularly Thromboembolic Disease, since they are natural target groups of health promotion, as well as medical professionals, integrated into the different specialties that treat this disease.

No one will be able to impose on the Board the attribution of benefits from the Foundation to determined individuals.

In all cases, The Foundation will act meeting the criteria of impartiality and non-discrimination in the determination of its beneficiaries.

CHAPTER IV

FOUNDATION GOVERNANCE

Article 9.- Board

The Board is the governing, representation, and administration body of the Foundation that will execute the appropriate functions in accordance with Article 12 of this Charter. The Board will demonstrate its competencies and powers independently, and its activities will be final and unappealable, subject to the execute powers of the Foundation Protectorate and the Justice Tribunals.

Article 10.- Composition of the Board

The Board of the '*Fundación para el Estudio de la Enfermedad Tromboembólica en España*' (Foundation for the study of Thromboembolic Disease in Spain) will be composed of seven members. The Board will consist of life members and non-life members. The posts of Chairman, Vice-Chairman, and Secretary correspond to life-members of the board.

The Board will be able to appoint Honorary Board Membership to those individuals that are distinguished by their support and collaboration with the aims of the

Foundation. The position of Honorary Board Member is merely symbolic and will not involve being a legal Board Member of the Foundation.

Article 11.- Legal Framework

The Foundation will be regulated according to the wishes of the Founder manifested in the foundational act, by the present Charter, by the regulations, which on interpretation and development of these wishes the Foundation Board may establish and approved by the Protectorate.

The cessation of the position of a Board member may occur due to death, incapacity, renouncement, expiry of term in office, or due to any other cause established in Article 18.2 of Law 50/2002, of 26 December, on Foundations. The substitution, cessation, or suspension of the Board Members will be recorded in the Foundations Register.

The Board, on there being a vacancy, will appoint the person to occupy the same position, the replacement being communicated to the Protectorate in accordance with that established in the current regulations.

Article 12.- Responsibility of the Board Members

Among others, the obligations of the Board are to fulfil the aims of the Foundation and the administration of the assets, to attend the meetings that may be announced, carry out the duties with due diligence, to maintain the goods and assets of the Foundation in a good state of preservation and production and to carry out their activities as determined in the current legal requirements and in the present Charter.

Article 13.- Unpaid nature of the Board Member position

The position of Board Members will be of trust and honorary, being carried out free of charge. Without prejudice to the right to the reimbursement of duly justified expenses that the positions incur in the exercise of their function

However, the Board will be able to fix an adequate recompense to those Board Members that provide the Foundation with services other than those involved in the performing of the functions that correspond to them as members of the Board.

Article 15.- Powers of the Board

Its authority is extended to resolve all types of incidents that concern the governance, representation and administration, as well as the interpretation and modification of the present Charter.

Independently from the functions that the present Charter awards and that include but not limited to, the powers of the Board will be:

1. To ensure the achievement of the foundation mission, interpreting it and developing it where necessary.
2. To modify the Foundation Charter, if this should be necessary, in order to better achieve the foundation mission.
3. To exercise a high level of inspection, control and guidance of the Foundation
4. Approve management plans, periodic programs and budgets prepared by the Management
5. To fix the general lines on the distribution and application of the funds available among the aims of the Foundation
6. To appoint general and specific representatives.
7. Change the office of the Foundation and to agree the opening and closing of its Subsidiary Offices.
8. To approve the Annual Statement, the Report on the Activities of the Foundation and the annual accounts presented by the Management, as well as the management of this.
9. To appoint a Managing Director.
10. To form agreements on the dissolution or merging of the Foundation in case of incapacity to comply with its objectives.
11. To represent the Foundation in any jurisdiction (ordinary, economic and administrative, administrative, constitutional, special, occupational, etc...),
12. and in any court, exercising all classes of actions that that may apply in defense of its rights in law and outside the legal proceedings.
13. To sign all classes of agreements and acts of acquisition, disposal and administration on any class of goods or rights. Furthermore, it could decide that the Foundation can participate in other companies and societies. All of this with the limitations established in the current Foundations Law.
14. To arrange all classes of banking operations, opening, closing and having available any type of current and deposit accounts.

15. In general, any other functions that must be developed for the governance, representation and administration of the Foundation, always in accordance with the legal regulations.

Article 16.- Board Meetings and adoption of agreements.

1. The Board will meet at least two times a year, and as many times as required for the good running of the Foundation. It is the responsibility of the Chairman to call the Board Meetings, either by his/her own initiative, or when so requested by at least one-third of its members. The invitation to the meeting will be received by each of its members at least 5 days before the meeting is held, by certified post or courier. In this invitation, it will indicate the day and time that the meeting will be held, as well the Minutes.
2. The Board will be validly constituted when at least half plus one of its members attend.
3. The agreements will be adopted by majority of votes.
4. The Secretary will write up the corresponding Minutes of the Board meetings, and these Minutes will be submitted for the approval of all members present in that meeting. This will be transcribed into the corresponding Minute book and will be signed by the Secretary with the approval by the Chairman.

Article 17.- Incorporation of new members into the Foundation

1. Members of the medical society who on merit in their profession or because their work is associated with thromboembolic diseases are worthy, following consideration by the Board members, of becoming part of this Foundation.
2. Any other person that wishes to form part of the Foundation and that the Board Members may consider adequate for the Foundation, could do so by means of a financial contribution that will be established by the Board Members.

CHAPTER V

Financial Framework of the Foundation

Article 17.- Endowment

The initial endowment of the Foundation is set at seven thousand five hundred and twelve euros and sixty-five eurocents (€7,512.65 Euros), paid out in full and deposited in a banking institution. The rest of the endowment will be paid within a period of five years counting from the signing of the public deed.

Article 18.- Funding

1. As well as the initial endowment, the Foundation will have, among others, the following resources for the fulfilling of its aims:
 - A) Subsidies obtained from the State, Autonomous Communities, Local Associations and other Bodies and Public Entities, both national and international.
 - B) Those derived from lucrative title acquisitions, by *inter vivos* transfer, as well as by *donatio mortis causa*.
 - C) Income obtained by means of collaboration agreements in activities of general interest as contemplated in Law 30/1994, of 24 November.
 - D) Contributions by Commerce and Industry
 - E) Yields that the Foundation may obtain in the exercise of activities that constitute foundational aims.
 - F) Returns from its own capital.
2. Furthermore, the Foundation will be able to obtain income from the activities that it carries out in research and education.
3. The Board is empowered to make the necessary changes in the composition of the assets of the Foundation, in accordance with that advised by the economic situation at any time and without having to request due authorization or sending the appropriate communication to the Protectorate.
4. The financial year will coincide with the natural year.
5. The Foundation will hold the mandatory registers that the current regulations determine and those other that may be useful for the good order and development of its activities, as well as for the appropriate controls of its accountancy.
6. In the economic-financial management, the Foundation will be regulated in accordance with the general principals and criteria determined by current regulations.

Article 19.- Budgets and accountability

The Board will adopt the agreements that, in relation to the accountancy, audit, and action plan, are in accordance with that established in the current legislation (Article 25 of the Foundation Law) and will submit them to the Protectorate under the terms set out in that Article.

CHAPTER VI

Modification, Merger and Dissolution.

Article 20.- Modification

1. By agreement by the Board, the present Charter could be modified, provided that it is in the interests of the Foundation. In any case, it could modify the Charter when the circumstances that prevailed in the constitution of the Foundation may have changed as such that this cannot function satisfactorily in accordance with the current Charter.
2. For the adoption of agreements to modify the Charter, a favorable voting quorum of at least two thirds of the Board members will be required.
3. The modification or new drafting of the Charter agreed by the Board will be communicated to the Protectorate.

Article 21.- Merger

The Foundation Board could propose a merger of this Foundation with another Foundation, provided it is in its interests, and the agreement concurs with the interested Foundations. The merger agreement should be approved with at least five Board Members voting in favor.

Article 22.- Dissolution

1. The Foundation will be dissolved due to the causes, and in accordance with the procedures, established by the current legislation.
2. The dissolution of the Foundation will determine the opening of the liquidation procedure that will be carried out by the Board under the control of the Protectorate.

3. The goods and rights resulting from the liquidation will be destined to foundations and other charitable institutions agreed by the Board and that pursue aims of general interest similar to those of the Foundation and that may have compromised assets, even for the supposed liquidation, on the achieving of those it is expressly authorized by the Board to carry out the said application.