

BYLAWS OF THE FUNDACIÓN PRIVADA PASQUAL MARAGALL PARA LA INVESTIGACIÓN SOBRE EL ALZHEIMER (PASQUAL MARAGALL FOUNDATION)

CLAUSE ONE

GENERAL PROVISIONS

Article 1. NAME AND NATURE

- 1.1. A private Foundation is established under the name of FUNDACIÓN PRIVADA PASQUAL MARAGALL PARA LA INVESTIGACIÓN SOBRE EL ALZHEIMER (PASQUAL MARAGALL FOUNDATION) in accordance with the regulations of the Government of Catalonia.
- 1.2. The Foundation is a non-profit organization which has its state permanently associated with the attainment of general interest purposes that are specified in Article 6 of this Charter.

Article 2. PERSONALITY AND CAPACITY

- 2.1. The Foundation, once registered in the Foundations Registry of the Government of Catalonia, has its own legal personality and full legal capacity to operate within the limits of this Charter and the laws.
- 2.2. The Foundation, as a private legal person, has its own estate and, in accordance with the current legal provisions, may acquire, preserve, own, administer, arrange, alienate, levy, trade and receive, among other actions, all kinds of movable and immovable property and rights by any title. For the purposes mentioned, it can formalize all kinds of acts and contracts and incur obligations, waive and compromise on property and rights, as well as promote, oppose, follow and withdraw the appropriate proceedings and exercise freely all kinds of rights, actions and exceptions before the ordinary and special courts and tribunals, as well as before the public, central, autonomic, provincial and local administration, before any corporation and entity of public and private right, and before the European and international institutions and tribunals.

Article 3. DURATION

- 3.1. The Foundation is established on a permanent basis and an indefinite period.
- 3.2. However, if it could be considered at any time that the purposes of the Foundation were achieved or were impossible to achieve, the Board of Trustees may agree to terminate it in accordance with the provisions of Article 36 of this Charter.

Article 4. ADDRESS AND SCOPE OF ACTION

- 4.1. The Foundation registers its address in Barcelona, calle Wellington 30, 08005 Barcelona. The Board of Trustees may agree on the address change to any other place located in Catalonia.

- 4.2. The foundational purposes are carried out primarily, although not exclusively, in Catalonia.
- 4.3. The Foundation may open offices in any other part of Spain or any other country in the world in order to achieve the foundational purposes.

Article 5. APPLICABLE LEGAL REGIME

The Foundation shall be governed by this Charter, the founding charter and the regulations established by its Board of Trustees, in accordance with current legal and regulatory provisions, and specifically by Law 4/2008 dated April 24, of Book Three of the Civil Code of Catalonia, regarding legal persons.

CLAUSE TWO

SUBJECT MATTER AND PURPOSES OF THE FOUNDATION

Article 6. SUBJECT MATTER AND PURPOSES OF THE FOUNDATION

- 6.1. The Foundation aims to promote scientific research and social intervention regarding Alzheimer's disease, related neurodegenerative diseases and neurosciences in general.
- 6.2. In particular, the specific purposes of the Foundation include but are not limited to:
 - a) The technological development and innovation in the specific scopes of Alzheimer's disease, neurodegenerative diseases and neurosciences in general, with special emphasis on the search for excellence and methodological quality of its projects and studies, always ensuring the compliance with bioethical and ethical principles and the promotion of good scientific practice.
 - b) To provide technical support and advisory services, and to transfer its knowledge on its specific scopes.
 - c) To cooperate, through agreements and other forms of consensus, with national and international organizations, whether they are public or private, that are devoted to the purposes of the Foundation.
 - d) To develop scientific and technical training programs under the scopes of the Foundation, whether directly or in collaboration with other organizations or institutions.
 - e) To disseminate the results of its scientific activities and involve the society with regard to the knowledge obtained.
 - f) To deploy its own or concerted structures for scientific research and to grant personal or institutional financial aids to carry out research works related to the purposes of the Foundation.
 - g) To assess the efficacy and feasibility of psychosocial interventions aimed at the prevention of lesions and the improvement of the well-being of sick persons,

caregivers and overall the group of persons who take care and assist persons with Alzheimer's disease and other related diseases.

- h) To carry out psychosocial interventions directly, intended to help and provide solutions both to the persons with Alzheimer's disease or related diseases and to the persons who take care of the sick persons.
- i) Any other purpose that helps to achieve the foundational purposes.

6.3. The previous listing of purposes is created for information purposes and without limitation, and it does not involve any order of precedence among the purposes or the obligation of handling all of them simultaneously. Thus, the Board of Trustees may agree to organize other activities to achieve the purposes of the Foundation.

6.4. The purposes of the Foundation may be modified by agreement of the Board of Trustees and in accordance with the provisions in Article 34 of the Charter.

6.5. The purposes of the Foundation may also be exercised indirectly through its participation in companies, under the conditions established in Article 333-4 of Law 4/2008 dated April 24, of Book Three of the Civil Code of Catalonia, regarding legal persons.

6.6. The Foundation may perform as many activities and arrangements as are appropriate to achieve, at a national and international level, the economic means that allow it to achieve the promotional purposes.

Article 7. SCHEDULE OF ACTIVITIES

7.1. The Board of Trustees of the Foundation determines and decides on the activity program of the Foundation, in accordance with the foundational purposes of the Foundation, always respecting the general interest and the applicable provisions of Law 4/2008 dated April 24 of Book Three of the Civil Code of Catalonia, regarding legal persons.

7.2. In order to carry out the purposes of the Foundation, the Board of Trustees may decide:

- a) To organize any type of activities related to foundational purposes.
- b) To grant scholarships and financial aids, and to contract researchers and research support staff.
- c) To acquire movable and immovable property and rights aimed at the compliance with foundational purposes.
- d) To manage or to set up programs that receive contributions from the public, international, European, state, autonomic or local, private, university or international organization sectors.

7.3. The previous listing is also performed for information purposes and without limitation, and it does not involve any order of precedence among the purposes or the obligation

of handling all of them simultaneously. Thus, the Board of Trustees may agree to organize further activities to achieve the purposes of the Foundation.

- 7.4. The persons included in the subject matter and purpose clause may be beneficiaries of the Foundation. The selection of beneficiaries shall be performed by the Board of Trustees with criteria of impartiality and non-discrimination among the persons who meet the following circumstances: To request the provision or service that the Foundation may offer and meet the specific requirements which the Board of Trustees may agree upon in addition.

CLAUSE THREE

ESTATE AND ECONOMIC REGIME

Article 8. FOUNDATIONAL ENDOWMENT

- 8.1. The endowment of the Foundation consists of an initial amount of €30,000, which has been provided by the founders and signatories of the founding minutes by means of a monetary contribution at the time of the establishment of the Foundation.
- 8.2. The initial endowment may be increased later on by the founders themselves or by third parties. Endowment increases, which should respect the rules on the mandatory application of revenues and other sources of income, shall be reported in the annual accounts that are provided to the Protectorate.

Article 9. ESTATE OF THE FOUNDATION

- 9.1. The estate of the Foundation may be constituted by all kinds of rights and property, both movable and immovable, established in any location, as long as they are susceptible to economic valuation.
- 9.2. The Foundation may acquire, for its improvement and extension, other property originated from grants or donations, both from public, private or mixed entities or organizations and from any benefactor.
- 9.3. The property and revenues of the Foundation shall be considered involved and assigned immediately and directly, without any interposition by persons, to the conduct of the purposes of the Foundation.

Article 10. RESOURCE IMPLEMENTATION

- 10.1. The revenues from the foundational capital and other income that is not part of the endowment of the Foundation shall be allocated, within the limits established by the current regulations, to the compliance with the foundational purpose.
- 10.2. The Board of Trustees shall ensure that the yield of the estate is optimal; therefore, they should make prudential investments, once the necessary procedures are implemented.
- 10.3. The Board of Trustees may accept donations that may help, directly or indirectly, to the best compliance of the foundational purpose.

Article 11. CONTRIBUTIONS

The Foundation shall benefit from:

- 1.- Regular contributions from collaborators.
- 2.- Contributions and donations made in its favour by any other natural or legal person.
- 3.- Income that the beneficiaries provide to remunerate the costs of its services.
- 4.- Inheritances, legacies and any other testamentary disposition in its favour.
- 5.- Revenues arising from the use of its estate.
- 6.- Grants, preferential credits and any other type of aid received from any public or private entity, from the local, autonomic or state Administration, and even the European Union or any other organization.

Article 12. USE OF REVENUE AND INCOME

- 12.1. The Foundation shall carry out its objectives and purposes with the result from the revenue from its estate, the donations that it received to be implemented directly on the conduct of these purposes, with the income resulting from the services that the Foundation may provide and with other income that may be obtained by any other means.
- 12.2. The exceeded revenues of a fiscal year may be accumulated in the following fiscal year or capitalized according to the decision of the Board of Trustees.

Article 13. ESTATE ADMINISTRATION AND MANAGEMENT

- 13.1. The Board of Trustees is responsible for the administration and management of the estate of the Foundation, as established in this Charter and subject to the provisions in the current regulations.
- 13.2. The Foundation shall appear as the holder of all the property and rights that form its state.
- 13.3. The Board of Trustees shall comply with the legal obligations established on accounting, creation of the inventory and balance sheets, briefs, budgets and their settlement.

Article 14. ANNUAL ACCOUNTS

- 14.1. The fiscal year for the Foundation shall coincide with the calendar year. Thus, its start date shall be January 1 and its end date, December 31. The first fiscal year shall start on the same date of final registration in the Foundations Registry of the Government of Catalonia and it shall end on the following December 31.
- 14.2. Within six months following the end of each fiscal year, the Board of Trustees shall present the annual accounts, which shall form a unit and shall consist of: a) Balance sheet, b) profit and loss account, c) statement of changes in equity, d) cash flow statement and e) brief, which shall complete, elaborate and discuss the information included in the balance sheet and the profit and loss account and shall detail the actions that were performed in compliance with foundational purposes, specifying the number of beneficiaries and the services that they have received, the resources from other years pending to assign, if any, and the mainly investee companies, indicating the percentage of ownership.

- 14.3. All the documents mentioned in the paragraph above should be approved by the Board of Trustees within six months following the date of the end of the fiscal year.

Article 15. PRESENTATION OF ACCOUNTS

Annual accounts should be provided to the Protectorate within thirty days following their approval by the Board of Trustees in accordance with Article 333-9 of Law 4/2008 dated April 24, of Book Three of the Civil Code of Catalonia, regarding legal persons.

Article 16. RIGHTS OF EXPLOITATION OF INTELLECTUAL AND INDUSTRIAL PROPERTY

- 16.1. The Foundation shall be the holder, in accordance with the provisions included in current regulations and with the content of the agreements or contracts that it formalizes, of the intellectual and industrial property rights obtained as a consequence of scientific outcomes, works, publications and inventions whose authors are the professionals, staff, scholarship holders and, overall, all the staff contracted by the Foundation.
- 16.2. If there are persons or institutions external to the Foundation who participate in the generation of this intellectual and industrial property, the corresponding agreements shall be established to acknowledge their participation accordingly and to set the percentages of ownership of the Foundation in the potential revenues arising from the use of these properties.

Article 17. CREATION AND PARTICIPATION IN COMPANIES AND OTHER ENTITIES

In order to achieve its purposes and, especially, to use its corresponding intellectual and industrial property rights, the Foundation may create or participate in companies or other entities under the terms approved by the Board of Trustees and Article 333-4 of Law 4/2008 dated April 24, of Book Three of the Civil Code of Catalonia, regarding legal persons.

CLAUSE FOUR

STRUCTURE AND BODIES OF THE FOUNDATION

Article 18. BODIES OF THE FOUNDATION

- 18.1. The bodies that necessarily integrate the Foundation are the Board of Trustees, the Executive Committee and the managing director. The manager position may be created, when applicable. There will also be a Board of Patronage and an external International Scientific Board.
- a) The Board of Trustees is the highest governing, decision-making and representative body of the Foundation.
 - b) The president and vice-presidents of the Board of Trustees, the president of the Executive Committee and the managing director of the Site shall exercise executive functions within the scope of competences that are attributed by the Charter or that are expressly delegated on them by agreement between the Board of Trustees.

- c) The Board of Patronage and the international Scientific Board, as well as any other committee or board that the Board of Trustees considers appropriate to create for the achievement of foundational purposes are advisory and auxiliary bodies.
- 18.2. The members of the bodies of the Foundation are subject to the obligation of secrecy both regarding the matters subjected to the corresponding body and the deliberations that may have taken place, even after having left the position. The failure to comply with this obligation is considered a fair cause for termination, upon agreement by the Board of Trustees.
- 18.3. The internal regulations shall be drafted by the corresponding body, in case the same body decides to adhere to this form; this Charter and the law shall be the framework and scope of these regulations, which may not contradict them, and the Board of Trustees shall be the sole responsible for their final approval.

Article 19. BOARD OF TRUSTEES

- 19.1. The Board of Trustees is the highest body of the Foundation. The Board of Trustees is responsible for the representation of the Foundation, the administration of the property and rights that form its estate, fully maintaining its efficiency and usefulness, and the management of the activities to achieve its purpose.
- 19.2. The Board of Trustees shall be governed by this Charter and by its internal regulations, when applicable.
- 19.3. The competence of the Board of Trustees involves everything regarding the high government, administration and representation of the Foundation.

Article 20. POWERS OF THE BOARD OF TRUSTEES

- 20.1. The powers of the Board of Trustees include but are not limited to:
- 1.- To represent the Foundation in and out of court.
 - 2.- To assume the maximum representation of the Foundation in all kinds of relationships, acts and contracts, and before the State, autonomous communities, provinces, municipalities, authorities, sites, organizations, tribunals, magistracies, corporations, companies and legal and natural persons exercising all the rights, actions and exceptions and following all the procedures, requests, remedies and procedures, records, claims and trials which are subject to the Foundation, granting the powers considered necessary for that purpose.
 - 3.- To grant all kinds of legal, administration, disposition, domain or guarantee affairs, to accept donations and subsidies, to dispose of immovable property, and to accept, issue and endorse bills of exchange.
 - 4.- To conduct the activities of the Foundation, to administer its property and to apply the resources to the achievement of the foundational purpose.
 - 5.- To appoint and separate the staff that provides services at the Foundation and to establish their remunerations.

- 6.- To designate trustee vacancies.
 - 7.- To carry out the works and to build the buildings necessary for the purposes of the Foundation and to decide on the most appropriate form to build without the need of a competition, auction or authorization.
 - 8.- The other powers attributed by the legal provisions and this Charter.
 - 9.- The President of Honour shall have institutional representation roles of the Foundation.
- 20.2. All the powers shall be exercised in accordance with Law 4/2008, dated April 24, of Book Three of the Civil Code of Catalonia, regarding legal persons, and they are considered without prejudice to the achievement of the authorization by the Protectorate as long as it is legally enforceable.

Article 21. COMPOSITION OF THE BOARD OF TRUSTEES

- 21.1. The Board of Trustees, which is a collegiate body, shall be constituted by at least ten members and a maximum of twenty-five members, six of whom maximum shall have lifelong positions, and the other members shall have temporary positions.
- 21.2. There shall be a maximum of six lifelong trustees in charge of ensuring the continuity of the Foundation. This attribute shall be held by the natural persons designated in the foundational deed and the persons appointed subsequently with this condition.
- 21.3. The other trustees, up to a maximum of twenty-five, shall be considered designated and temporary. Temporary trustees shall be designated by common agreement by lifelong trustees. The total number of temporary trustees may be extended when, upon the conduct of the applicable procedures according to the current regulations, it is considered necessary for the good compliance with the purposes of the Foundation.
- 21.4. Temporary trustees shall have a duration of four years and may be reselected by simple majority of the lifelong members of the Board of Trustees, indefinitely for periods of the same duration.
- 21.5. With regard to the trustees who are members of the Board of Trustees due to their conditions as members of the Board of Patronage, the duration of their position shall be the same as the temporary trustees, as long as they maintain their condition as members of the Board of Patronage. If they lose this condition, the corresponding trustee shall be dismissed from the position of trustee in accordance with Article 23.c) of the Charter.
- 21.6. The president position shall be selected by the lifelong trustees and shall have a duration of four years.

Notwithstanding the above, the current president, Mr. Pasqual Maragall i Mira, shall hold the position for life and, in the event of his death, disqualification, inability or waiver, he shall be substituted automatically by the current first vice-president, Ms. Diana Garrigosa i Laspeñas, who shall also hold the position for life.

- 21.7. Lifelong trustees shall appoint up to three vice-presidents among the trustees, whether they are temporary or lifelong. Vice-presidents, according to their hierarchical order, shall exercise the same functions as the president in the event of absence, disease or inability of the president. One of the vice-presidents shall preside the Executive Committee.
- 21.7. The Board of Trustees shall appoint a secretary among its members. However, if it is considered appropriate, the Board of Trustees may appoint by simple majority a secretary who is not a trustee and who shall undertake the functions recorded in this Charter and in Law 4/2008 dated April 24, attending the meetings of the Board of Trustees and of the Executive Committee without voting rights. In addition, it may appoint a deputy secretary, who may not be a trustee, in the event of absence of the secretary. The term of the non-trustee secretary and deputy secretary shall be of four years.
- 21.8. The Board of Trustees shall appoint a director general of the Foundation and a manager, upon suggestion by the director general, when applicable, who may not belong to the Board of Trustees. In this case, they shall have the right to attend the meetings but not to vote in them.

In accordance with Article 332-2.2 of Book Three of the Civil Code of Catalonia, if the conditions referred to in Article 332-2.1 of Book Three of the Civil Code of Catalonia occurred, the persons with managing roles may not be members of the Board of Trustees.

- 21.9. The President of Honour, who shall be Mr. Pasqual Maragall i Mira, may be part of the Board of Trustees as an honorary member without voting rights. The President of Honour position shall be exclusively linked to him and shall have an indefinite duration.
- 21.10. Lifelong trustees shall have the power to appoint, by simple majority, Mr. Pasqual Maragall i Mira as lifelong President of Honour of the Foundation. Once appointed the President of Honour, Ms. Diana Garrigosa i Laspeñas shall have the position of president of the Foundation for life.
- 21.11. The acceptance of the President of Honour position shall be conducted before the Board of Trustees and it shall be certified by means of the certificate issued by the person who holds the secretary position and with the approval of the person who holds the president position.

Article 22. TRUSTEE POSITION AND ITS OBLIGATIONS AND REMUNERATIONS

- 22.1. Trustees are obliged to comply and enforce the purposes of the Foundation, attend the meetings, execute its tasks with the diligence established by law, maintain and preserve the property, rights and stocks that form the estate of the Foundation and to promote their termination in accordance with the provisions of current regulations and this Charter.
- 22.2. The exercise of the trustee position is very personal. However, the persons who are members of the Board of Trustees may delegate their vote in writing, regarding specific acts, on another trustee. In addition, if the condition of member of the Board of Trustees is attributed due to a position, the person who may replace this trustee may act on his/her behalf in accordance with the organizational rules of the institution concerned.

- 22.3. Only the natural persons with operating capacity who are not disqualified to exercise public positions or to administer property and who have not been convicted for crimes may be trustees.
- 22.4. The trustee position is not remunerated, although trustees have the right to advance payment and reimbursement of duly justified expenses and to the compensation for the damages caused by the exercise of the position. If a trustee exercises managerial functions, he/she shall be remunerated specifically for the responsibilities, and not for his/her trustee position. All of this is notwithstanding the provisions in Articles 332-2 and 332-10 of Book Three of the Civil Code of Catalonia.

Article 23. TERMINATION AND VACANCIES IN THE BOARD OF TRUSTEES

The termination of the trustee position shall take place due to the events below:

- a) Death or declaration of death or absence of the natural persons, as well as the dissolution or declaration of bankruptcy in the case of legal persons.
- b) Inability, disqualification or incompatibility, in accordance with the provisions of the law and Article 22 of this Charter.
- c) Dismissal from the position for which they were appointed members of the Board of Trustees.
- d) Revocation by most of the lifelong trustees.
- e) The non-exercise of the position with the diligence established in current regulations or incurring liability, if it is declared in a court decision.
- f) Waiver or termination of the mandate period, unless it is renewed, of the person who holds the position.
- g) Any other cause established by the current regulations or this Charter.

Article 24. DELEGATION OF POWERS OF THE BOARD OF TRUSTEES

- 24.1. The Board of Trustees may delegate its powers on the Executive Committee, the director general or the manager, when applicable, or on one or more of its members in accordance with the provisions in this Charter. In the event of delegation on more than one trustee, it should be established whether or not the action should be collegial.
- 24.2. The Board of Trustees may also appoint general or special proxies, with joint or several powers and responsibilities.
- 24.3. The power to enter into agreements on the following matters cannot be delegated or be subject to procurement in any case by the Board of Trustees:
- a) Amendment of the Charter.
 - b) Merger, split and dissolution of the Foundation.

- c) Change of headquarters of the Foundation.
 - d) Appointment of the director general of the Foundation and of the manager, when applicable.
 - e) Creation and approval of the budget and documents that form the annual accounts.
 - f) Awarding, disposal or encumbrance of the immovable property.
 - g) Acts for the constitution of another legal person.
 - h) The increase or decrease of foundational endowment.
 - i) Acts of merger, split, dissolution and global transfer of all or of part of the assets or liabilities, or of the dissolution of companies or other legal persons.
 - j) Any other act that, by the law or by the Charter, requires the authorization or approval of the Protectorate.
 - k) The acts established in Article 332-1.3 of Law 4/2008, dated April 24, of Book Three of the Civil Code of Catalonia, regarding legal persons.
- 24.4. Delegation agreements will require the favourable vote of four fifths of the members present in the Board of Trustees.

BOARD OF TRUSTEES ORGANIZATION AND FUNCTIONING

Article 25. MEETINGS AND ANNOUNCEMENT

- 25.1. The Board of Trustees shall meet in ordinary session at least twice per year and in extraordinary session any time that its president considers it appropriate, by his/her own accord or the request of one quarter of its members.
- 25.2. Announcements shall be made in writing, with the agenda and the place, the day and the time of the meeting, as well as the corresponding appended documentation, and each of the members shall be notified at least seven days in advance, unless in case of emergency, when they could be notified at least twenty-four hours in advance. In this case, upon consideration of the agenda, the Board of Trustees shall assess, by an absolute majority of the members present, the existence of emergency and, if it was not considered as such, a new meeting would be announced through the ordinary procedure.
- 25.3. The Board of Trustees may gather when applicable by videoconference, conference call or any other system that does not involve the physical presence of its members. In these cases, it is necessary to ensure the identification of the persons who attend the meeting, the continuity of communication, the possibility of intervening in the deliberations, the voting and the acknowledgment of its receipt and authenticity, ensuring the unity of the act. The meeting should be considered held at the place where the president is located. In virtual meetings, the persons who are members of the Board of Trustees who have

participated in the conference call, videoconference or any other system that does not involve their physical presence should be considered attendees.

Article 26. ADOPTION OF AGREEMENTS IN THE BOARD OF TRUSTEES

- 26.1. The adoption of agreements shall require, at least the presence of half plus one of the members of the Board of Trustees with voting right. The agreements, except for the cases considered in the section below, shall be adopted by simple majority of the members who are present at the moment of voting. In the event of a tied vote, the president's vote has casting value.
- 26.1.b Agreements may also be adopted by vote submission by postal correspondence, telematic communication or any other means as long as the rights of information and vote are ensured, there is record of vote receipt and their authenticity is ensured. In these cases, it is considered that the agreement is adopted at the location of the registered address of the Foundation and on the date of receipt of the last vote that was validly issued.
- 26.2. In order to adopt agreements on the amendment of the Charter, the merger, split and termination of the Foundation, the favourable vote of the absolute majority of the members of the Board of Trustees shall be necessary. The other agreements shall be made by simple majority.
- 26.3. It will not be possible to make valid agreements with regard to new matters that are not included in the agenda, unless all the members of the Board of Trustees attend the meeting and the majority of them expressly consent to it. It will also not be possible to make valid agreements on those matters whose corresponding documentation was not distributed with the advance notice indicated in Article 25.2, unless all the members of the Board of Trustees who attend the meeting consent to it.
- 26.4. Meeting minutes shall be approved at the following meeting. The secretary may issue a certificate on the specific agreements that were adopted, notwithstanding the subsequent approval of the minutes, and expressly reporting this circumstance.
- 26.5. In the event of a conflict of interest, the trustees and the persons indicated in Article 312-9.3 of Book Three of the Civil Code of Catalonia shall refrain from participating in any kind of business and financial activities that may compromise the objectivity of the management of the Foundation.

REGARDING THE PRESIDENT

Article 27. PRESIDENT FUNCTIONS

- 27.1. The president of the Board of Trustees is responsible for the following functions:
 - a) To represent the Foundation institutionally, represent the Board of Trustees and the Foundation in or out of court and to bear the official signature of the Foundation.
 - b) To preside, suspend and adjourn meetings of the Board of Trustees, as well as to establish the agenda, conduct discussions and decide on the ties with his/her casting vote.

- c) Any other function that is expressly entrusted by the Board of Trustees.
 - d) To approve the minutes and sign them together with the secretary and to approve the certificates issued by the secretary of the bodies that he/she presides.
- 27.1. In the event of absence, the president is replaced by the first, the second or the third vice-president, in this order, and, in the event of absence of these persons, by the person appointed by the president. In the absence of appointment, the substitution shall be carried out by the oldest trustee member.

REGARDING THE SECRETARY

Article 28. SECRETARY FUNCTIONS

- 28.1 The secretary is responsible for the following functions:
- a) To announce, on behalf of the corresponding president, the meetings of the Board of Trustees and of the Executive Committee and to submit the agenda and the corresponding documentation.
 - b) To issue the meeting minutes of the Board of Trustees and of the Executive Committee, which he/she shall sign with the president's approval, to issue the relevant certificates and to implement the other functions assigned to the secretaries of collegiate bodies.
 - c) To be responsible for the authorization of the Minutes Book of the Foundation and for the consignment of all the agreements that so require it in this book.
- 28.2 In the event of absence, he/she is replaced by the deputy secretary. In the absence of appointment, the substitution shall be carried out by the oldest trustee member.

REGARDING THE EXECUTIVE COMMITTEE

Article 29. FUNCTIONS OF THE EXECUTIVE COMMITTEE

- 29.1. The Board of Trustees shall appoint an Executive Committee, formed by at least three trustees and a maximum of ten trustees, and presided by a vice-president or by the president, who shall have the administration and representation functions that are attributed by the Board of Trustees, in accordance with this Charter.
- 29.2. The agreement convening, constitution and adoption regime shall be the same as in the Board of Trustees.
- 29.3. The director general and the manager, when applicable, shall attend without voting rights to the meetings of the Executive Committee, unless they are members of the Board of Trustees.
- 29.4. In addition to the powers that are expressly delegated by the Board of Trustees, the Executive Committee shall have the following powers:

- a) To conduct the ordinary follow-up and encourage the activities of the Foundation and to suggest the Board of Trustees to adopt agreements that correspond to the Executive Committee, with the exceptions determined in the Charter.
- b) To suggest the action plans of the Foundation to the Board of Trustees, for their approval.
- c) To approve and resolve the announcement of scholarships and aids for research.
- d) To approve the agreements formalized by the Foundation with other public and private entities.
- e) To suggest the inventory balance, budgets and the financial statement to the Board of Trustees for their approval, in addition to the activity report of the Foundation.
- f) To issue the opinions, reports and queries requested by the Board of Trustees.
- g) To implement the budgets, ensure the implementation of the annual activity plan and, overall, the implementation of the funds of the Foundation and the investments of its capital.
- h) To approve and assign the budgetary resources and operational lines in the activity programs of the Foundation.
- i) To approve the investments of the Foundation according to the priorities and guidelines of the Board of Trustees.
- j) Any other function that is not attributed by this Charter and that is not legally reserved to the Board of Trustees.

REGARDING THE DIRECTOR GENERAL

Article 30. DIRECTOR GENERAL'S FUNCTIONS

30.1. The director general is responsible for the following functions:

- a) To conduct, organize, manage, implement and supervise the activities of the Foundation, in accordance with the guidelines of the Board of Trustees and of the Executive Committee.
- b) To attend the International Scientific Board and, when applicable, the committees or boards that are created in his/her capacity as secretary.
- c) To present the organization and functioning proposals for different activities and programs to the Board of Trustees and the Executive Committee.
- d) To propose the collaboration agreements or other cooperation instruments with other national or international sites or institutions to the Executive Committee.

- e) To conduct the actions aimed at the achievement of the necessary resources to be able to carry out the objectives of the Foundation.
- f) To inform the Board of Trustees and the Executive Committee of the conduct of the activities and programs of the Foundation and to exercise the functions that are entrusted or delegated by them.
- g) To suggest the Board of Trustees and the Executive Committee to contract the manager, when applicable, and to conduct the staff selection process.
- h) The functions attributed to the manager, in cases where there is no manager and in accordance with the provisions in Article 31, as well as any other functions that are expressly entrusted or delegated by the Board of Trustees and the Executive Committee, under the terms established in this Charter.

30.2. The director general of the Foundation shall be delegated the relevant powers in order to carry out the powers mentioned.

REGARDING THE MANAGER

Article 31. MANAGER'S FUNCTIONS

31.1. If this position is created, the manager shall be responsible for the following functions:

- a) To direct, organize, execute and supervise the Foundation's resource management and administration activities, in accordance with the guidelines of the Board of Trustees and of the Executive Committee, its president and of the director general of the Foundation.
- b) To prepare and forward the annual budget project and its amendments for examination purposes and, when applicable, for its approval by the Board of Trustees.
- c) To carry out the economic management, in accordance with the approved budget and the bases for implementation.
- d) To arrange the payments in the terms that were assigned by the Board of Trustees and the Executive Committee and to ensure the Foundation's account management.
- e) To support the director general of the Foundation in the task of obtaining the necessary resources for the achievement of its purposes.
- f) To administer the estate of the Foundation, in accordance with the guidelines of the Board of Trustees and the Executive Committee, and in the framework of the delegations implemented by these bodies.
- g) To ensure the preservation and maintenance of the facilities and the equipment of the Foundation.
- h) To conduct the accounting and control the inventory of the Foundation.

- i) To formalize staff contracting.
 - j) Any other function that is expressly entrusted or delegated by the Board of Trustees, the Executive Committee, the president or the director general of the Foundation, under the terms established in this Charter.
- 31.2. The manager of the Foundation shall be delegated the relevant powers in order to carry out the powers mentioned.

REGARDING THE INTERNATIONAL SCIENTIFIC BOARD

Article 32. INTERNATIONAL SCIENTIFIC BOARD

- 32.1. The Foundation shall have, when applicable, an International Scientific Board for advisory purposes, integrated by renowned experts in the field of Alzheimer's disease, neurodegenerative diseases and neurosciences.
- 32.2. The International Scientific Board shall be attended by the director general, who shall act as a secretary.
- 32.3. The director general shall prepare a proposal for the composition, functions and basic regulation of the International Scientific Board for the approval, when applicable, by the Executive Committee and the Board of Trustees.

REGARDING THE BOARD OF PATRONAGE

Article 33. THE BOARD OF PATRONAGE

- 33.1. The Foundation shall have a Board of Patronage, collegiate body of advisory nature, which shall be formed by the natural and legal persons who contribute with their economic contributions to the development of the Foundation's activities and to the compliance with its objectives and purposes.
- 33.2. The organization and functioning of the Board of Patronage shall be regulated in the Regulations of the Board of Patronage that shall be approved by the Board of Trustees.
- 33.3. The president of the Board of Trustees of the Foundation, the president of the Executive Committee of the Foundation, one of the vice-presidents of the Board of Trustees of the Foundation and the director general of the Foundation shall be considered members of the Board of Patronage at all times.
- 33.4. The Board of Patronage shall have the right to appoint among its members up to two members of the Board of Trustees of the Foundation on behalf of the Board of Patronage.
- 33.5. The representatives of the Board of Patronage in the Board of Trustees of the Foundation shall lose their condition as trustees and representatives when they lose their condition as members of the Board of Patronage.
- 33.6. In addition, the Board of Trustees of the Foundation may also appoint trustees among the members of the Board of Patronage.

CLAUSE FIVE

AMENDMENT, MERGER AND TERMINATION

Article 34. AMENDMENT OF THE CHARTER

- 34.1. The Board of Trustees, when there are causes that justify it, may agree on the amendment of this Charter, as well as on the merger or aggregation of the Foundation to other entities with similar purposes, in accordance with current regulations.
- 34.2. When the circumstances that were present when the Foundation was constituted vary in a way that it cannot act satisfactorily according to its Charter, the Board of Trustees shall agree to amend it.
- 34.3. The amendment agreement shall be adopted in accordance with the provisions in Article 26.2 of this Charter and with the corresponding approval from the Protectorate, in accordance with Current regulations.

Article 35. MERGER AND SPLIT

Both the merger and the split of the Foundation should be adopted by means of an agreement proposed by the Board of Trustees in accordance with the provisions in Article 26.2 of this Charter and the current regulations, and they require the approval from the Protectorate.

Article 36. TERMINATION

- 36.1. The Foundation shall be terminated due to the causes provided in Article 335-4 of Law 4/2008, dated April 24, of Book Three of the Civil Code of Catalonia, regarding legal persons.
- 36.2. The Board of Trustees may urge by itself and subject to the Protectorate's approval the termination of the Foundation if the compliance with foundational purposes was impossible, which shall be considered by the Board of Trustees itself, which shall make the agreement in accordance with the provisions in Article 26.2 of this Charter.
- 36.3. Similarly, the approval from the Board of Trustees shall be required in the terms of Article 26.2, when the cause for the termination is the complete achievement of the foundational purpose.
- 36.4. If the termination occurred for these or other justified causes, the exceeding property of the Foundation shall be transferred as agreed upon with the Board of Trustees, and upon the Protectorate's approval, in favour of another or other foundations or non-profit public or private entities with similar purposes, in accordance with the provisions in Article 335-6 of the above-mentioned Law 4/2008, which also comply with the condition of beneficiary entity of patronage for the purposes established in Articles 16 to 25 of the State Law 49/2002 which regulates the tax status of non-profit organizations and the fiscal incentives to patronage.

- 36.5. If it was not possible to make the global transfer of assets and liabilities, they should be settled, and the remaining estate shall be destined to one of the entities mentioned in the paragraph above.

Article 37.

- 37.1. All the matters that were not stipulated in this Charter shall follow the provisions in Law 4/2008 dated April 24 of Book Three of the Civil Code of Catalonia, regarding legal persons, and the regulations that substitutes it or develops it.
- 37.2. In case of doubt, the Board of Trustees is responsible for the authentic interpretation of this Charter and may thus make the relevant agreements for that purpose.