

CONSOLIDATED TEXT OF THE CHARTER OF BARCELONABETA BRAIN RESEARCH CENTER FOUNDATION

CHAPTER I

NAME, NATURE, DURATION, ADDRESS, SCOPE OF ACTION AND LEGAL REGIME

Article 1.- Name and nature

- 1.1. A private Foundation is established under the name of BARCELONABETA BRAIN RESEARCH CENTER FOUNDATION (hereafter referred to as the Foundation) in accordance with the regulations of the Government of Catalonia.
- 1.2. The Foundation is a non-profit organization whose estate, yields and obtained resources are permanently bound to the achievement of the purposes of general interest established in this Charter.

Article 2.- Duration

- 2.1. The Foundation has long-term commitment and is incorporated for an indefinite duration.
- 2.2. 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 in this Charter.

Article 2.- Address and Scope of Action

- 3.1. The registered address of the Foundation is situated at Calle Wellington, número 30, 08005 Barcelona. The Board of Trustees may agree on the address change to any other place located in Catalonia.
- 3.2. The change of address should be agreed upon by the Board of Trustees, which may also establish the delegations that it deems appropriate.
- 3.3. The Foundation operates primarily in Catalonia. However, it may act in the remainder of the territory of the Spanish State and internationally, in order to comply with the foundational purposes.

Article 4.- Applicable legal regime

- 4.1. 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.
- 4.2. The Foundation shall be governed by this Charter, the founding charter and the regulations established by its Board of Trustees, as well as by the agreements adopted in the exercise of its

functions 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.

- 4.3. 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 formalise 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.

CHAPTER II

SUBJECT MATTER AND PURPOSES OF THE FOUNDATION

Article 5.- Foundational subject matter and purposes

- 5.1. The purpose of the Foundation is the scientific research on neurosciences and, in particular, in the scope of Alzheimer's disease and related neurodegenerative diseases.
- 5.2. Specifically, in order to carry out the foundational purpose, the following activities which are specific purposes of the Foundation are performed, among others:
- a) To develop technologically and innovate in scientific research on neurosciences and, in particular, in the scope of Alzheimer's disease and related neurodegenerative diseases, 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 be a technology transfer centre for the biomedical and health care industry.
 - h) Any other purpose that helps to achieve the foundational purposes.

- 5.3. The previous listing of activities 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 organise other activities to achieve the purposes of the Foundation.
- 5.4. At all times, the Board of Trustees may agree to perform other activities that it considers appropriate in order to achieve the foundational purposes.
- 5.5. The purposes of the Foundation may be modified by agreement of the Board of Trustees and in accordance with the provisions in this Charter.
- 5.6. The activities related to the foundational purposes shall be carried out according to the standards that specifically regulate activities by obtaining, where applicable, the appropriate permits or licenses.
- 5.7. 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.
- 5.8. 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 6.- Activity programme

- 6.1. The Board of Trustees of the Foundation determines and decides on the activity programme 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.
- 6.2. In order to carry out the purposes of the Foundation, the Board of Trustees may decide:
 - a) To organise 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.
- 6.3. The previous listing of activities 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 organise further activities to achieve the purposes of the Foundation.

Article 7.- Ground rules to determine the beneficiaries

- 7.1. Based on its purposes, universities, investigational sites, health care institutions, the scientific community and the business sector that promote the development of research in the scope of health care and life sciences and of society overall are beneficiaries of the Foundation.
- 7.2. The Board of Trustees is in charge of the compliance with the foundational purpose and everything regarding the Foundation in accordance with the competences entrusted to the Board of Trustees, except for the competences assigned to the Protectorate of the Government of Catalonia.
- 7.3. 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 to meet the specific requirements which the Board of Trustees may agree upon in addition.

CHAPTER III

ECONOMIC AND STAFFING REGIME

Article 8.- Founding capital

The capital of the Foundation consists initially of the amount of €30,001, where the founders from Pasqual Maragall Foundation provided an amount of €30,000 and the founders from Universitat Pompeu Fabra provided €1, both signing the founding document, through the monetary contribution at the time of the incorporation of the Foundation.

Article 9.- Estate of the Foundation and business activities

- 9.1. The estate of the Foundation is bound to the compliance with foundational purposes and consists of:
 - a) The founding capital, constituted by the initial contribution, which is included in the founding charter.
 - b) All kinds of rights and property, both movable and immovable, established in any location, as long as they are susceptible to economic valuation.
 - c) All the returns, yields, revenues and products and other assets incorporated to the estate of the Foundation by any means.
 - d) 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.

Article 10.- Contributions

- 10.1. The annual economic resources of the Foundation shall consist of:
 - a) Regular contributions from collaborators.
 - b) Contributions and donations made in its favour by any other natural or legal person.
 - c) Income that the beneficiaries provide to remunerate the costs of its services.
 - d) Inheritances, legacies and any other testamentary disposition in its favour.
 - e) Revenues arising from the use of its estate.

- f) 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.

10.2 The Board of Trustees may accept donations that may help, directly or indirectly, to the best compliance of the foundational purpose.

Article 11.- Ground rules for the implementation of resources to purposes

11.1. 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.

11.2. The Foundation may perform all kinds of economic activity, acts, contracts, operations and legitimate businesses, without any other restriction than those imposed by applicable regulations.

Article 12.- Mandatory implementation

12.1. The Foundation must destine at least seventy percent of revenue and other net annual income obtained to the compliance with the foundational purposes. The remainder of the revenues shall be destined either to the deferred compliance with the purposes or to increase its own funds. The Board of Trustees shall approve the implementing procedures of these remnants.

12.2. If the Foundation receives assets and rights without any specification of their purpose, the Board of Trustees should decide if they should be incorporated to the capital or should be implemented directly in order to achieve the foundational purposes.

12.3. The implementation of at least seventy percent of the income to the compliance with foundational purposes shall come into force within four fiscal years upon the start of the fiscal year following the account certification.

Article 13.- Estate administration and management

13.1. The Board of Trustees of the Foundation is responsible for the compliance with foundational purposes and has the duty to preserve the assets of the Foundation and ensure that the return on equity is optimal, following the appropriate financial discretion criteria for the economic conditions and the activities that it carries out.

13.2. The Foundation shall appear as the holder of all the property and rights that form its state.

Article 14.- Acts of disposition and reinvestment duty

14.1. The alienation, encumbrance and any other act of disposition of the assets and rights that form the foundational estate should be performed against payment and respecting the conditions of the founding persons or of the persons donating these assets. In any case, the amount obtained should be reinvested in the acquisition of other assets and rights that are subrogated in place of the assets and rights alienated or in the improvement of the assets of the Foundation.

- 14.2. The need and convenience of the operations and the disposition or direct or indirect encumbrance should be justified and documented. The Board of Trustees, prior to executing the acts of disposition, must have the appropriate information in order to take the decision responsibly.
- 14.3. The Board of Trustees must report the acts of disposition or encumbrance referred to in the first paragraph of this article to the Protectorate within thirty working days from their implementation.
- 14.4. The Protectorate's prior authorization is required in order to perform acts of disposition, encumbrance or extraordinary administration in the following cases:
 - a) If the assets and rights subject to disposition were acquired with money coming from public grants.
 - b) If the benefactor expressly required it.
 - c) If it is established by a Charter provision.
 - d) If the result of the operation is not fully reinvested in the estate of the Foundation.

Article 15.- Operating costs

- 15.1. The costs arising from the operation of the Board of Trustees and its delegated bodies, exclusive for this purpose of the management costs, cannot exceed fifteen percent of the net income obtained during the fiscal year.

Article 16.- Creation and shareholding in partnerships and companies

- 16.1. The Foundation may incorporate companies and hold shares in them under the terms agreed upon by the Board of Trustees and allowed by current regulations. If this involves the taking of personal responsibility for social debts, the Protectorate's prior authorization is required.
- 16.2. The Foundation shall report, within thirty days, the acquisition or holding of company stocks and shares which grant it, directly or indirectly, the control of companies which limit the partners' responsibility to the Protectorate.
- 16.3. In any case, the exercise of company administration tasks by the Foundation should be compatible with the compliance with foundational purposes.
- 16.4. The creation of companies by the investigator staff ascribed to the Foundation shall be subjected to current regulations, to the regulations of the institution with which it has the work or administrative relationship and to the specific agreements that these institutions have signed with the Foundation.
- 16.5. When its staff decides to create companies related to the activities performed by the Foundation, the staff should request the Foundation's permission, which reserves the right to hold a share in its share capital under the conditions established by the Board of Trustees and in accordance with current regulations.

Article 17.- Accounting and document regime

- 17.1. The Board of Trustees should make the inventory and file the annual accounts simultaneously and on the date of the fiscal year-end, in accordance with generally-admitted accounting principles and with the applicable provisions in each case.

- 17.2. The inventory and the annual accounts shall indicate the estate, financial situation and results of the Foundation accurately according to the legal provisions.
- 17.3. 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.
- 17.4. Annual accounts form a unit and consist of:
- a) Balance sheet.
 - b) Income statement.
 - c) Statement of changes in equity.
 - d) Cash flow statement.
 - e) The financial report, where the information included in the balance sheet and in the income statement should be completed, extended and commented, and where the actions performed in compliance with the foundational purposes shall be detailed and the number of beneficiaries and the services that these persons have received shall be specified, in addition to the resources coming from other years which are pending destination, where applicable, and the investee companies, indicating the shareholding percentages.
- 17.5. The Board of Trustees must approve the annual accounts within six months following the fiscal year-end date. The accounts must be provided to the Protectorate within thirty days upon the day when they are approved, through guaranteed electronic documents with the corresponding electronic signatures acknowledged.
- 17.6. The Board of Trustees must approve and provide, with regard to the temporary investments that it makes in the stock market, an annual report regarding the degree of compliance that non-profit organizations should have, in accordance with current regulations or with the provisions of the regulating authority.
- 17.7. Annual accounts shall be subjected to an external audit in the legally established circumstances.
- 17.8. If one third of the employers considers that, for justified reasons, there is any exceptional circumstance in the management of the Foundation where the performance of an account audit is advised, even if none of the circumstances referred to in Article 333-11 of the Law 4/2008 occur, they may request a meeting of the Board of Trustees in order to reasonably request the conduct of this audit. If the Board of Trustees is not called or if, upon being called for that purpose, it does not agree to the conduct of the audit requested, the Protectorate, at the request of the interested employers, upon hearing the Board of Trustees, may require the Foundation to perform the audit under its responsibility, as long as the existence of any exceptional circumstance that advises it in the interest of the Foundation is accredited.

Article 18.- Staff

- 18.1. The staff serving the Foundation may consist of:
- Its own staff contracted in employment regime.

- Staff from other public or private institutions, who shall be ascribed to the Foundation through any of the systems established in the current regulations.

18.2. In order to comply with its tasks, the Foundation may have contracted staff for its scientific and technical training in the modalities established in current regulations.

Article 10.- Rights of Exploitation of Intellectual and Industrial Property

19.1. 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 formalises with third parties, 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.

19.2. The ownership and use of the intellectual and/or industrial property rights generated by the activity of the investigator staff shall be regulated specifically. With regard to the staff ascribed by the founding institutions or other research institutes, it shall be regulated through a specific agreement to be signed by the Foundation and the institution of origin of the investigating person. In order to manage these rights, the support of the founding institutions and other structures forming the Catalan science and technology system shall be available in the terms established in each specific agreement.

19.3. When the investigator staff, of the Foundation or ascribed to it, due to the research activity performed in the scope of the Foundation, generate a publication or dissemination of the scientific results obtained, they should always record their relationship with the Foundation.

CHAPTER IV

ORGANIZATION AND OPERATION

Article 20.- Bodies of the Foundation

20.1. The governing and representative bodies of the Foundation are the following:

- a) Board of Trustees
- b) The Executive Committee
- c) The Administration
- d) The Management

20.2. The Board of Trustees is the highest governing, decision-making and representative body of the Foundation.

20.3. The Chairmanship and, in its absence, the Vice-Chairmanship exercise representative tasks.

20.4. The Executive Committee, the Administration and the Management exercise executive tasks in the scope of competences assigned to them through Charter or expressly delegated to them through agreement of the Board of Trustees.

- 20.5. The Scientific Board and 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.
- 20.6. 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.
- 20.7. 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.

SECTION 1

Regarding the Board of Trustees

Article 21.- Board of Trustees

- 21.1. The Board of Trustees is the highest governing, decision-making and representative body of the Foundation.
- 21.2. The Board of Trustees shall be governed by this Charter and by its internal regulations, when applicable.

Article 22.- Board of Trustees Structure

- 22.1. The Board of Trustees shall have chartered nature and it shall be formed by at least four (4) members and a maximum of fifteen (15) members.
- 22.2. The founding institutions, until their termination, shall be represented in the Board of Trustees as follows:
- a) Up to five (5) members appointed by the Board of Trustees of Pasqual Maragall Foundation among the members of its Executive Committee or, failing this, of the Board of Trustees of Pasqual Maragall Foundation.
 - b) The rector of Universitat Pompeu Fabra or the person delegated by him/her.
- 22.3. In addition, the Board of Trustees may appoint the following members:
- a) Up to three (3) members suggested by the Board of Trustees of Pasqual Maragall Foundation.
 - b) Up to six (6) members appointed by the Board of Trustees itself, through an agreement adopted by a simple majority of its members.
- 22.4. The Board of Trustees shall appoint among the trustees designated according to Article 22.2.a) the trustee that shall hold the Chairmanship.
- 22.5. The Board of Trustees may appoint up to two Vice-Chairmanships, of which at least one shall be designated among the trustees appointed according to Article 22.2.a).

- 22.6. The Board of Trustees shall appoint a holder of the Secretariat and, when deemed appropriate, a Vice-Secretariat. In both cases, a trustee or a person external to the Board of Trustees may be appointed.
- 22.7. The holders of the Administration, in the event that they are not trustees, and of the Management shall have the right to attend its meetings with the right to speak but not to vote. Other persons invited specially may also attend with the right to speak but not to vote.

Article 23.- Requirements and exercise of the governing tasks of the members of the Board of Trustees

- 23.1. Any natural person able to operate who is not disabled or disqualified to exercise functions or public positions or to administer assets and who was not convicted for crimes against estate or against socioeconomic order or for forgery crimes may be a member of the Board of Trustees.
- 23.2. The members of the Board of Trustees take office upon express acceptance of the position that was assigned to them. The acceptance of the position shall be reported in any of the modalities established in the current regulations. The appointment of members of the Board of Trustees shall be recorded in the Foundations Registry.
- 23.3. Trustees should exercise their tasks with the diligence of a good administrator, in accordance with the law and this Charter, and perform their position with loyalty towards the Foundation, always acting in its interest.
- 23.4. Trustees have the right and duty to attend the meetings, become informed about the progress of the Foundation and participate in the debates and adoption of agreements.
- 23.5. The position of member of the Board of Trustees should be exercised personally. However, the persons who are members of the Board of Trustees may delegate their vote in writing, regarding specific acts, on another person who is a member of the Board of Trustees. 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.
- 23.6. The duration of the trustee positions assigned according to Article 22.2 is indefinite, although their mandate shall be terminated automatically when they lose the condition due to which they were appointed.
- 23.7. The duration of the positions of the trustees appointed according to Article 22.3 shall be four years, which may be renewed for successive periods of the same duration with no time limitation. In this case, if there is a vacancy prior to the termination of the statutory mandate, the mandate of the substituted person shall end on the same date that would correspond to the substituted person.

Article 24.- Gratuitousness

Trustees shall exercise their position free of charge, although they 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.

Article 25.- Powers of the Board of Trustees

- 25.1. The Board of Trustees is the governing body of the Foundation, which it administers and represents in accordance with the law and this Charter.
- 25.2. The Board of Trustees is expressly in charge of the following actions, among others, in the exercise of its powers and with regard to the Administration of the Foundation:
- a) To provide the maximum representation of the Foundation in the relationships with other institutions, which is materialised in the person holding the Chairmanship.
 - b) 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.
 - c) To designate trustee vacancies.
 - d) To approve the action plans of the Foundation.
 - e) To approve and resolve the announcement of scholarships and aids for research.
 - f) To approve the collaboration agreements with public or private institutions.
 - g) To carry out the ordinary monitoring and promote the activities of the Foundation.
 - h) 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.
 - i) To approve and assign the budgetary resources and operational lines in the activity programs of the Foundation.
 - j) 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 in defence of the rights and interests of the Foundation.
 - k) To appoint and dismiss the members of the Executive Committee and the holder of its Chairmanship, granting them and revoking those powers and authority of delegable nature that it considers appropriate.
 - l) To appoint and separate the person holding the Administration and to establish his/her remuneration.
 - m) To appoint and separate the person holding the Management and to establish his/her remuneration.
 - n) To appoint the Chairmanship of the Scientific Board, as well as the persons who shall be its members, and to establish the composition and tasks of its commissions, where appropriate.
 - o) To approve the organizational chart, the job position catalogue and the salary table of the staff, to establish the outlines that should regulate staff contracting and to approve the affiliation and/or contracting of permanent staff and/or staff with indefinite contract.
 - p) To perform the operations and investments that it deems necessary for the purposes of the Foundation.
 - q) The other tasks assigned by the applicable regulations and this Charter and any other task that is required for the development of foundational activities.
 - r) 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 26.- Task delegation of the Board of Trustees

- 26.1. The Board of Trustees may delegate part of its tasks on the persons holding the Chairmanship or Vice-Chairmanships of the Board of Trustees, Executive Committee or the Administration, except for those tasks that are not considered delegable according to the law.
- 26.2. The Board of Trustees may also appoint persons with general or special powers, although with the delegation limitations established in the law and in this Charter. The delegations, general powers and renewals should be recorded in the Foundations Registry.
- 26.3. In any case, they are not delegable and correspond to the Board of Trustees exclusively, and the following powers shall require the qualified majority of appointed trustees according to Article 22.2.a):
- a) Amendment of the Charter.
 - b) The merger, split and dissolution of the Foundation.
 - c) The creation and approval of the budgets and documents that form the annual accounts.
 - d) The acts of disposition of assets which, jointly or individually, have a higher value than one twentieth of the Foundation asset, unless it is the sale of security titles with official quotation for a price that is lower than the quotation price. However, powers of attorney may be conferred in order to grant the corresponding act under the conditions approved by the Board of Trustees.
 - e) The constitution or endowment of another legal person.
 - f) The merger, division and transfer of all or part of the assets and liabilities.
 - g) The dissolution of companies or other legal persons.
 - h) The tasks that require the authorization or approval of the Protectorate.
 - i) The adoption and formalization of responsible declarations.
 - j) Those powers that are not considered delegable by current regulations.
- 26.4. The provisions in this article shall be understood without prejudice to the required authorizations of the Board of Trustees or to the communications that should be performed in accordance with current regulations.

Article 27.- Convening system

- 27.1. The Board of Trustees meets in ordinary session at least twice per year, and it is compulsory for the first semester of the calendar year, in order to approve the annual accounts of the previous fiscal year.

It shall meet in extraordinary session, upon convening and on the initiative of the person holding the Chairmanship, as many times as he/she considers it necessary and for the good operation of the Foundation.

It shall also meet when required by one fourth of its members, and, in this case, the meeting shall be held within thirty days following the request.

- 27.2. The convening shall be done in writing, with the meeting agenda and the corresponding documentation and it shall indicate the date, time and place where the session shall be held.
- 27.3. The convening shall be performed by any means that allows to record its receipt and shall be submitted at least seven days in advance to the address that each member of the Board of Trustees has recorded in the Foundation files. The communication of the convening may be performed

through telematic means and, for this purpose, the persons of the Board of Trustees shall provide their e-mail address.

- 27.4. The requirement of previous convening shall not be necessary for the valid conduct of an ordinary or extraordinary session of the Board of Trustees when, with all the members of the Board of Trustees present or duly represented, they accept the meeting agenda and agree unanimously to proceed with the holding of the meeting.
- 27.5. The Board of Trustees may also invite other persons that it deems appropriate to attend the meeting, with the right to speak but not to vote, in order to better exercise its debates.
- 27.6. The Board of Trustees may gather when applicable by videoconference, multi-conference call or any other system that does not involve the physical presence of the persons who are members of the Board of Trustees. 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 and the casting of the votes. The meeting shall be considered held at the place where the holder of the Chairmanship is located. At virtual meetings, the persons who have participated in the multi-conference call, videoconference call or any other system that does not involve the physical presence of the members of the Board of Trustees shall be considered attending members of the Board of Trustees. The convening of meetings corresponds to the holder of the Chairmanship and shall include the meeting agenda of all the matters to be discussed at the meeting, outside of which no valid agreement can be made.

Article 28.- Chairmanship

28.1. The person holding the Chairmanship exercises the following powers:

- a) To represent the Foundation institutionally, including the representation in or out of court, and to bear the official signature of the Foundation.
- b) To order the convening, establish the meeting agenda and preside, suspend and adjourn the sessions of the Board of Trustees, as well as to lead the debates.
- c) To ensure compliance with laws.
- d) To approve the minutes of the meetings of the Board of Trustees together with the secretary and to approve the certificates issued by the secretary of the bodies that he/she presides.
- e) To decide with its quality vote the result of the voting in the event of a tie.
- f) Any other function that is expressly entrusted by the Board of Trustees.
- g) The other powers indicated in this Charter and the powers that are expressly entrusted by the Board of Trustees, according to the provisions in applicable regulations.

28.2. In cases of absence, the holder of the Chairmanship shall be substituted by the holder of the first Vice-Chairmanship of the Board of Trustees and collaterally by the second Vice-Chairmanship, except in the event established in Article 23.6 of this Charter. In case of absence of these persons, the person appointed by the holder of the Chairmanship shall be the substitute. In the absence of appointment, the substitution shall be carried out by the oldest trustee member.

Article 29.- Secretariat

29.1. The person holding the Secretariat convenes, on behalf of the Chairmanship, the meetings of the Board of Trustees and issues the minutes, stores the minutes book and delivers the certificates with the Chairmanship approval or by order of the Vice-Chairmanship, in his/her absence. In

addition, he/she exercises the other duties inherent to his/her position and attributed by the law and this Charter.

- 29.2. The Board of Trustees may appoint a Vice-Secretariat for the events of absence of the Secretariat holder. In the absence of appointment of Vice-Secretariat or in case of vacancy of both positions, the substitution shall be performed by the youngest trustee member.

Article 30.- Method for deliberation and adoption of agreements

- 30.1. In order to incorporate the Board of Trustees validly, the attendance of the holders of the Chairmanship and Secretariat or of their substitute and at least half of the persons who are members, in person or legally represented, shall be required.
- 30.2. Each member of the Board of Trustees has a vote, and agreements are adopted by simple majority of votes of the persons attending the meeting in person and represented. In the event of a tie, the quality vote of the holder of the Chairmanship shall decide.
- 30.3. 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 shall be 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.
- 30.4. However, the favourable vote of the absolute majority of the full members of the Board of Trustees and the absolute majority of the trustees appointed according to Article 22.2 shall be required in order to adopt the agreements regarding:
- a) Amendment of the Charter.
 - b) Merger, split, dissolution or termination.
- 30.5. In case of termination of the founding entities, according to Article 22 of the Charter, previous agreements shall be adopted by absolute majority of all members of the Board of Trustees.

Article 31.- Regarding the minutes

- 31.1. At each meeting, the holder of the Secretariat shall adjourn the corresponding minutes, which should include the date, place, meeting agenda, attendees, a summary of the matters discussed, the interventions that were requested to be recorded, and the agreements adopted, indicating the result of the voting and the majorities.
- 31.2. The minutes shall be drafted and signed by the holder of the Secretariat, with the approval of the holder of the Chairmanship, and may be approved by the Board of Trustees upon holding the corresponding session or at the following meeting. However, agreements shall be enforceable upon their adoption unless it is expressly established, in the Charter or at the time when the agreement was adopted, that they are not enforceable until the approval of the minutes. If they are of mandatory registration, they are enforceable since the time of registration.
- 31.3. The Foundation should keep a minutes book which records all the minutes that were approved by the Board of Trustees.

Article 32.- Conflicts of interests and self-contracting

- 32.1. The members of the Board of Trustees and the persons with management tasks shall not intervene in the decision-making or the adoption of agreements on the matters where they have conflicts of interests with the Foundation. In addition, they shall refrain from intervening in all kinds of businesses and financial activities that may compromise the objectivity in the management of the Foundation.
- 32.2. Every year, the Board of Trustees shall draft a report regarding the conflict of interest situations that may have occurred and the measures that were adopted in order to ensure the objectivity of decisions and agreements made. This report shall be included as an appendix to the annual accounts of each fiscal year.
- 32.3. The members of the Board of Trustees and any other person related to the Foundation shall inform the Board of Trustees of any situation of direct or indirect conflict that they have with the Foundation. Prior to the adoption of an agreement where there may be a conflict between a personal interest and the interest of a legal person, the person affected should provide the governing body with the relevant information and should refrain from intervening, where appropriate, in the debate and voting.
- 32.4. The interest of the following persons is equated to the personal interest, for the purpose of noticing the existence of a conflict of interests:

In case of a natural person, the interest of the spouse, other persons with whom he/she is specially related through ties of affection, his/her direct relatives without limitation and collateral relatives until the fourth degree of kinship or second degree of affinity and the legal persons where he/she exercises administration tasks or with whom he/she constitutes, directly or through an intermediary, a decision-making unit, according to the commercial legislation.

In the event of a legal person, the interest of the persons who have administration or power of attorney positions, the controlling partners and the entities that form a decision-making unit, according to the commercial legislation.

- 32.5. With regard to the gratuity of the trustee position, the provisions in Article 332.10 of the Law shall apply.

Article 33.- Termination

- 33.1. The members of the Board of Trustees cease from office for the following reasons:
 - a) Death or absence statement, in the case of natural persons, or termination, in the case of legal persons.
 - b) Disability or disqualification.
 - c) Termination of the person's position due to which he/she was part of the Board of Trustees.
 - d) Termination of the term of office, unless it is renewed.
 - e) Resignation notified to the Board of Trustees.
 - f) Final judicial decision that assesses the liability action for damage to the Foundation or that enacts the removal from the position.
 - g) Other reasons established by law or by the Charter.

The indefinite trustees designated by the founders, in accordance with Article 22 of the Charter, may be dismissed and replaced at any time by the founders. This shall only apply to the trustees appointed by the founders.

- 33.2. The waiver of the member position at the Board of Trustees should be recorded by any of the means established to accept the position, but it shall only take effect before third parties when it is recorded at the Foundations Registry.

SECTION 2

Regarding the Executive Committee

Article 34.- Executive Committee: Composition and powers

- 34.1. The Board of Trustees may appoint, at the request of the holder of the Chairmanship, an Executive Committee formed by three to nine trustees. It shall be a collegiate body and, thus, at least one person shall be designated to hold the Chairmanship.
- 34.2. If the creation of the Executive Committee is agreed upon, the trustees of the Foundation appointed in accordance with Article 22.2.a) of this Charter shall necessarily be part of this body.
- 34.3. In addition, the Board of Trustees may agree by simple majority of its members to appoint two additional members of the Executive Committee among its other members.
- 34.4. The effect of the position of the members of the Executive Committee designated in accordance with Article 34.2 shall be indefinite, as long as they keep their condition as members of the Board of Trustees. The members of the Executive Committee appointed in accordance with Article 34.3 shall have a four-year term, renewable for equal periods, as long as they keep the position as members of the Board of Trustees.
- 34.5. The Chairmanship of the Executive Committee shall correspond to the person designated by the Board of Trustees between the members of the Committee, at the suggestion of the holder of the Chairmanship of the Board of Trustees.
- 34.6. The holder of the Secretariat of the Executive Committee shall be the same person who holds the Secretariat of the Board of Trustees.
- 34.7. The Executive Committee shall carry out the following tasks in accordance with legal and statutory regulations:
- a) To carry out the agreements adopted by the Board of Trustees that this body entrusts it.
 - b) To carry out the ordinary monitoring and promote the activities of the Foundation.
 - c) To suggest the Board of Trustees to adopt agreements regarding this body.
 - d) To perform the monitoring of the conventions and agreements signed by the Foundation.
 - e) To facilitate the administration and management tasks of the Foundation.
 - f) To propose the inventory and annual accounts, the budgets and the activity report of the Foundation to the Board of Trustees for its approval.
 - g) It shall 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) It shall approve and assign the budgetary resources and operational lines in the activity programmes of the Foundation.

- i) It shall conduct the actions aimed at the achievement of the necessary resources to be able to carry out the objectives of the Foundation.
- j) Any other function that is not attributed by this Charter and that is not legally reserved to the Board of Trustees.

34.8. Establishment and adoption of agreements:

- a) The Executive Committee shall be validly established when the persons who hold the Chairmanship and the Secretariat or the persons who substitute them and, at least, half of its members attend the meeting.
- b) The Executive Committee shall meet every time that it is convened by the holder of its chairmanship, on his/her own initiative or upon request by half of the members, in order to debate and adopt the applicable agreements within the scope of its competences.
- c) The meeting request should include the day, time, place and the meeting agenda of all the matters that shall be discussed at the meeting. The request should be submitted at least five working days in advance by any means that ensures receipt by the interested parties. The meeting request notification may be executed through telematic means.
- d) Notwithstanding the provisions in the previous sections, the Executive Committee shall be considered convened and validly established to discuss any matter as long as all the persons who are members are present and as long as all the attendees agree unanimously to hold a meeting.
- e) Agreements shall be adopted by simple majority of attendees. The holder of the Chairmanship may settle the ties with his/her quality vote.
- f) These agreements shall be executed, as determined, by the holder of the Chairmanship, of the Administration or of the Management, or by any of the members of the Executive Committee expressly empowered for this purpose.

34.9. The holders of the Administration, if he/she is not a member of the Executive Committee, and of the Management shall attend the meetings of the Executive Committee with the right to speak but not to vote. Other persons invited specially may also attend with the right to speak but not to vote.

34.10. The Executive Committee, through its Chairmanship, shall report the management carried out to the Board of Trustees.

SECTION 3

Regarding the Administration

Article 35.- The holder of the Administration

35.1. The holder of the Administration shall be designated by the Board of Trustees and depend organically on this body and on the Executive Committee.

35.2. The holder of the Administration shall be able to operate, shall not be disabled or disqualified to exercise functions or public positions or to administer assets and shall not have been convicted for crimes against estate or against socioeconomic order or for forgery crimes. The legal and statutory principles applicable to the members of the Board of Trustees in terms of ability, the causes of disqualification or the action in case of conflict of interests, are applicable to the holder of the Administration.

35.3. In the event of dismissal of the holder of the Administration from his/her position, regardless of the cause, the Board of Trustees shall start the procedure to select and designate the new holder

of the Administration as soon as possible. During the vacancy, the Board of Trustees may appoint an interim administrator, at the request of the Executive Committee.

35.4. In case of illness of the holder of the Administration, his/her tasks shall be temporarily taken over by the Executive Committee or, failing this, by the Board of Trustees, until the time when the administrator rejoins the Foundation, when he/she shall automatically regain his/her tasks.

35.5. The Administration shall have the following tasks:

- a) To conduct, organise, 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 propose to the Executive Committee the annual budget of the Foundation to be reported to the Board of Trustees; in the absence of the Executive Committee, it shall propose the inventory and annual accounts, the budgets and the activity reports of the Foundation to the Board of Trustees, for its approval.
- c) To propose to the Executive Committee or, in its absence, to the Board of Trustees the activity programmes, lines of investigation, costs and funding sources.
- d) To manage the staff selection process of the Foundation or the process to accept the investigator, scientific and technical staff allocation of other institutions.
- e) To approve the internal regulations of the Foundation.
- f) To collaborate in the creation of the required service proposal in order for the Foundation to carry out its corresponding activities and tasks.
- g) To propose the members and composition of the Scientific Board to the Board of Trustees.
- h) To conduct and coordinate the actions aimed at the achievement of the necessary resources to be able to carry out the objectives of the Foundation.
- i) To inform and report back to the Board of Trustees and the Executive Committee of the conduct of the activities and programmes of the Foundation and to exercise the functions that are entrusted or delegated by them.
- j) To propose the required service proposal in order for the Foundation to carry out its corresponding activities and tasks.
- k) To propose the contracting of the holder of the Management to the Board of Trustees and conduct the selection process.
- l) To propose the collaboration agreements with public or private institutions to the Board of Trustees of the Executive Committee.
- m) Any other tasks that are expressly entrusted or delegated by the Board of Trustees under the terms established in this Charter.

SECTION 4

Regarding the holder of the Management

Article 36.- The holder of the Management

36.1. The holder of the Management shall be designated by the Board of Trustees, at the administrator's request, and shall organically depend on the latter.

36.2. In order to exercise this position, it shall be required that the person is able to operate, is not disabled or disqualified to exercise functions or public positions or to administer assets, and was not convicted for crimes against estate or against socioeconomic order or for forgery crimes.

36.3. The Management position is not compatible with the member position at the Board of Trustees.

36.4. The holder of the Management shall have the following tasks:

- a) To conduct, under the guidelines established by the administrator, the economic and account management, the management of funds from other institutions or agencies, the contracting of works, supplies or services and the preparation of the annual accounts, as well as the appropriate performance of the administrative tasks of the Foundation, the processing of documentation and the preparation of its management report.
- b) To execute the work, service and supply contracts on behalf of the Foundation as delegated by the Board of Trustees.
- c) To perform the contracting, administration and human resources management tasks of the Foundation, the staff procurement tasks, incidences, separation and termination of work contracts and service provision tasks, as well as the management of scholarships and grants, in accordance with the guidelines established by the administrator
- d) To collaborate with the Management in the actions aimed at the achievement of the necessary resources to be able to carry out the objectives of the Foundation.
- e) To provide the means and administrative support for the meetings of the Board of Trustees and the other bodies of the Foundation.
- f) To ensure the correct condition and functioning of the Foundation's estate and make the inventory of the assets.
- g) To execute the Treasury borrowing operations.
- h) To perform all kinds of legal administration acts and businesses on all kinds of movable and immovable property and securities, according to the guidelines approved by the administrator.
- i) All the tasks that are entrusted or delegated to him/her by the bodies of the Foundation.

SECTION 5

Scientific Board

Article 37.- Scientific Board

37.1. The Board of Trustees may appoint a Scientific Board that shall operate as the advisory body of the programme and of scientific and recruiting activities of scientific staff. This body shall not hold, under any circumstance, management or representation tasks of the Foundation.

37.2. The Scientific Board shall consist of an indefinite number of world-renowned scientists of recognised expertise in the scope of investigation of the Foundation. The members of the Scientific Board may under no circumstance be investigators bound to the Foundation or collaborating with it regularly.

37.3. The members of the Scientific Board shall be invited to take part in this body and, if they accept, they shall be designated by the Board of Trustees within a period of four years. The Board of Trustees shall also agree to renew the appointment of the members of the Scientific Board or, when applicable, terminate their designation and approve the internal operating rules.

37.4. The Board of Trustees shall determine the person who shall hold the Chairmanship of the Scientific Board.

37.5. The Scientific Board shall meet at least once per year.

CHAPTER V

STATUTORY AND STRUCTURAL AMENDMENTS AND DISSOLUTION

Article 38.- Statutory and structural amendments and dissolution

The Board of Trustees, through an agreement adopted in accordance with the provisions in Article 30.4 of this Charter and the applicable regulations and upon express convening, may amend the Charter and agree to the merger, split, dissolution or termination of the Foundation with the authorization of the Board of Trustees in accordance with applicable regulations.

Article 39.- Causes of dissolution

The Foundation shall be dissolved for the following reasons:

- a) Full compliance with the purpose for which it was formed or inability to achieve it, unless it may be amended and the Board of Trustees agrees to amend it.
- b) Civil or criminal unlawfulness of its activities or purposes declared by a final judgment.
- c) Launch of the liquidation phase in the tender.
- d) Other reasons established by law or by the Charter.

Article 40.- Dissolution procedure and destination of its estate. Asset and liability liquidation

The dissolution of the Foundation requires the justified agreement of the Board of Trustees, adopted in accordance with the provisions in this Charter, and shall be approved by the Board of Trustees.

The dissolution of the Foundation involves its liquidation, which should be carried out by the Board of Trustees, liquidators, if any, or collaterally by the Protectorate.

The remaining estate shall be awarded to other non-profit foundations or entities with similar purposes as the Foundation or to public entities. In any case, the entities receiving the estate shall be beneficiary entities of the sponsorship, in accordance with the current tax legislation.

The award or assignment of the remaining estate shall be authorised by the Protectorate before its implementation.

FIRST ADDITIONAL PROVISION Integration in the CERCA Programme

1. BARCELONA β ETA BRAIN RESEARCH CENTER Foundation aims to become part of the CERCA Programme of investigational sites of the Government of Catalonia. For this purpose, the Board of Trustees and the other governing bodies shall adopt the agreements and execute the appropriate actions in order to achieve the purposes applicable to CERCA sites.