

**CREATION OF  
THE “STICHTING EUROPEAN SOCIETY FOR CLINICAL INVESTIGATION  
JOURNAL FOUNDATION”**

On this day, the seventh of March two thousand and six, the following person appeared before me, mr Jaap-Jan Plas, junior civil-law notary, hereinafter referred to as: 'the civil-law notary', deputy of the vacant office of mr Arend van Olst, formerly civil-law notary practising in Groningen:

Mr ir. ROBIN PIETER FRANK DULLAART, born in Eindhoven on the thirty-first of December nineteen fifty-five, residing at 9791 ER Ten Boer, Kievitstraat 3, unmarried and not registered as a partner, holder of a driving licence bearing number 3135178045, valid until the twenty-eighth of June two thousand and nine, acting:

- a. in his private capacity on his own behalf;
- b. as a person holding written power of attorney as attested to by a private deed of attorney attached to this deed, representing:

Professor HEINRICH MARIA SCHULTE, born in Essen (Germany) on the twenty-five of August nineteen fifty-three, residing at D22587 Hamburg (Germany),

Elbchaussee 460, unmarried and not registered as a partner,  
hereinafter to be jointly referred to as: the founder.

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The person appearing declared his establishment of the foundation named hereunder, for which purpose he made the following statement:

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**CONSTITUTION  
NAME AND REGISTERED OFFICE**

Article 1

The foundation is named “**Stichting European Society for Clinical Investigation Journal Foundation**” and has its registered office in the city of Utrecht, the Netherlands.

**PURPOSES**

Article 2

1. The foundation's purposes are to promote medical science in general and studies into the mechanisms of illnesses by means of scientific methods in particular, the application of these methods; encouraging high ethical standards during professional duties and research; and also spreading a spirit of togetherness and international co-operation, both nationally and internationally, and undertaking all actions associated with or beneficial to the above.
2. The foundation does not strive to make a profit.
3. The foundation strives to achieve its purposes by

- a. acquiring and using means for the benefit of projects, institutions, and organisations, such as the European Society for Clinical Investigation (ESCI) in Utrecht;
- b. organising of special or recurring congresses and other activities;
- c. maintaining contacts with relevant persons, organisations, and institutions.

### **BOARD**

#### Article 3

1. The board of the foundation consists of a minimum of three natural persons to be appointed by the aforementioned society ESCI in Utrecht. The board shall be comprised in such a manner that the majority of board members are not related to each other in whatsoever way, on the understanding that related shall be taken to mean relations by blood or affinity up to the fourth degree, spouses, registered partners and cohabitants.
2. The board members shall be appointed by ESCI, as referred to under article 2. If the number of board members has fallen below the minimum referred to under paragraph 1, and ESCI does not fill the vacancies, the board is entitled to appoint members to make up said minimum.  
Unless another term has been mentioned in the relevant appointment resolution, the board member is deemed to have been appointed for a period of three years. A board member can be re-appointed immediately.
3. Membership of the board terminates by periodic resignation, retirement, death, or a tutelage order, by being declared bankrupt, dismissal by a court or dismissal by ESCI.
4. In as far as the number of board members permits, the board elects from its members a president who is conferred the title of President, a secretary who is conferred the title of Secretary, and a treasurer who is conferred the title of Treasurer. The offices of Secretary and Treasurer may be combined by one person, in which case the title is Secretary/Treasurer.
5. If the board is not complete, the sitting board still forms a lawful board, on the understanding that the vacancies must be filled as soon as possible to the minimum referred to in paragraph 1.

#### Article 4

1. The board meets as often as the President or two or more board members deem necessary, on the understanding that the annual general meeting must be held before the first of July, with the annual accounts for the previous financial year and the annual report for that year on the agenda. A meeting to discuss the budget for the coming year must be held before the first of December.
2. The meeting of the board must be convened in writing. The period of notice shall be a minimum of five days, not including the day of the convocation and the day of the meeting. The convocation shall state the topics under discussion.
3. The meetings shall be chaired by the President and in his absence by his deputy, on the understanding that in the event he is also absent the meeting shall provide for its own chairman. The secretary shall draw up the minutes of all the meetings and shall keep the relevant documents of the foundation.
4. Every board member has one vote.

5. Every board member can be represented at the meeting by another board member by means of a written proxy whose validity is assessed by the chairman of the meeting. A board member is only able to represent one other board member.
6. The board members shall be reimbursed for any costs that they incurred in their capacity, but they can not be awarded any payment, attendance fee or performance fee.

## **RESOLUTIONS**

### Article 5

1. In as far as not determined otherwise in this constitution, all resolutions shall be taken with an absolute majority of votes cast.
2. Material issues shall be voted on verbally, whilst personal issues shall be balloted. The chairman of the meeting shall determine whether a vote concerns material or personal issues.
3. In the event of a tied vote on a material issue, the proposal is deemed to have been rejected.
4. In the event of a personal vote in which nobody obtained a clear majority during the first vote, a run-off shall take place between the two persons who received most votes. The person who then receives most votes, shall be elected. If votes are tied during the run-off, the matter shall be decided by drawing lots. If and in as far as it is not clear which persons are eligible for the run-off, as two or more persons obtain the same number of votes, a second ballot between those with the same number of votes shall determine which one of these is eligible for the run-off and this is determined by an absolute majority of votes. If and in as far as this interim ballot does not produce the required number of people for the run-off, because two persons or more again obtain the same number of votes in this interim ballot, drawing lots shall decide between those with the same number of votes.
5. Blank votes and invalid votes, as assessed by the chairman of the relevant meeting, are deemed not to have been cast.
6. As long as all board members are present at a meeting, valid decisions may be taken about the topics on the agenda, provided they are taken by unanimous vote, even when the provisions in the constitution for convening and holding the meeting have not been met.
7. Decision-making by the board may also take place other than by calling a meeting, provided every board member has been balloted on the proposal. Such decisions are added to the minutes. The ballot may be carried by means of each of the usual communication means, such as telex, telegram, telefax, post, electronic mail, and a message in writing.
8. A decision to appoint may also be taken by acclamation.

## **REPRESENTATION**

### Article 6

1. The foundation is represented by
  - a. the board; or
  - b. the president, secretary or treasury, each severally.
2. The board is entitled to decide to enter into agreements to acquire, alienate, and encumber registered property and into agreements, whereby the foundation commits itself a surety or as a jointly and severally liable co-debtor, warrants

performance by a third party or provides guarantees for the debt of another. For resolutions as referred to in the previous sentence, that stated in article 12 for a resolution to amend the constitution applies.

#### **FINANCIAL MEANS**

##### Article 7

1. The means of the foundation comprises:
  - a. royalties, among others from the European Journal of Clinical Investigation magazine;
  - b. income from the foundation's activities;
  - c. donations, testamentary dispositions, and legacies;
  - d. donations;
  - e. subsidies;
  - f. all other lawful means.

#### **FINANCIAL YEAR**

##### Article 8

The foundation's financial year equals the calendar year.

#### **ACCOUNTS AND ADMINISTRATION**

##### Article 9

The board is obliged to maintain records of the financial position of the foundation and of everything pertaining to the foundation's activities, in accordance with the requirements resulting from these activities, and to keep the relevant books, documents and other data carriers in such a manner that the rights and obligations of the foundation can be determined at any time.

#### **ANNUAL ACCOUNTS AND ANNUAL REPORT**

##### Article 10

1. Every year, before the first of June, the board draws up a balance sheet and a statement of income and expenditure for the past financial year of the foundation. The board may decide to have the foundation's accounts audited by an accountant to be appointed by the board.  
The board shall prepare an annual report before the first of June.
2. At the annual general meeting referred to in article 4, paragraph 1 the board shall adopt the annual accounts and the annual report. Approval of the annual accounts by the board serves as a discharge for the treasurer in relation to his actions during the financial year to which the documents pertain, in as far as these actions are evidenced by the documents.
3. The Board is obliged to keep the books, documents, and other data carriers referred to in article 9 and in this article for the statutory period of time.

#### **RULES OF PROCEDURE**

##### Article 11

The board may adopt one or more sets of rules of procedure that may not contain clauses that are in breach of the law or the constitution.

#### **AMENDMENTS TO THE CONSTITUTION**

##### Article 12

1. The constitution may only be amended by means of a board resolution to that effect, passed with at least two-thirds of the votes that may be cast if all board members are present or represented.

If not that many board members are present or represented at the meeting in order to cast the number of votes referred to in the previous paragraph, a second meeting shall be held within thirty days but not earlier than seven days following the first meeting. At this second meeting, irrespective of the number of attendees, the amendments to the constitution may be decided upon, provided with at least a two-thirds majority of the number of valid votes cast.

2. At pains of becoming null and void, the amendment to the constitution must be carried out by means of a notarial deed. Every board member is jointly and severally authorised to have a notarial deed of amendment to the constitution executed.
3. The board is obliged to have a true copy of the deed of amendment and the running text of the amended constitution lodged with the trade register.
4. If the Dutch Tax Authorities consider the foundation an institution, as referred to in article 24, paragraph 4 of the Dutch Inheritance Tax Act 1956 or in a substitute arrangement, an amendment of that stated in article 1 (name), article (purposes), article 3 (composition of the board) and article 13, paragraph 4 (allocation of liquidation balance) shall be brought to the attention of the relevant tax office.

#### **DISSOLUTION**

##### Article 13

1. A resolution to dissolve is governed by that stated in article 12, paragraph 1 for a resolution to amend the constitution.
2. Following dissolution, the board shall liquidate the foundation, unless other liquidators have been appointed in the dissolution resolution.
3. During the liquidation process, the clauses of the constitution remain in force where possible.
4. Any positive balance must be used for a purpose that is in line with the purposes of the foundation or any other institution of public utility.
5. Following the liquidation, the books, documents, and other data carriers of the dissolved foundation shall remain with a person appointed by the liquidators for the statutory period.

#### **FINAL CLAUSES**

Finally, the person appearing declared that the foundation's first board comprises:

1. Professor Joannes Josephus Maria Marx, born in Roermond on the first of June nineteen forty-three, residing at 3584 ZT Utrecht, Buziaulaan 41, as chairman;
2. Professor dr. Bruno Pierre Marie Ludovic Fouqueray, born in Paris (France) on the eleventh of October nineteen fifty-six, residing at, residing at Passage Lathuille 21, as board secretary/treasurer;

and that in order to comply with the legally required minimum, additions to the number of board members shall be appointed as soon as possible.

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The persons appearing are known to me, the notary public.

Thus, this deed was drawn up as a single copy in Groningen on the date noted at the top of this deed.

Having stated the substance of this deed and given an explanation to the persons appearing, they stated to have taken cognisance of its content and not to require the deed to be read out in full.

Following a limited reading of this deed, it was signed by the persons appearing and by me, the notary public

Signature follows.

ISSUED AS TRUE COPY