

FUNDACIÓ RESPIRALIA

BYLAWS

TITLE 1: DENOMINATION, NATURE, LEGAL DOMICILE AND FOUNDATION DURATION

Article 1.- Fundació Respiralia, a non-profit organization, will be governed by its own foundational document, by this bylaws, by intern functioning rules edited by the Board of Trustees and by the law that will be of application, specially the 50/2002 Spanish Law of Foundations, dated on 26th of December, via Royal Decree 1337/2005, dated on 11th of November and through Local Decree 45/1998, dated on 14th of April, which creates and manage the only Register and Protectorate functioning exercise.

Article 2.- Fundació Respiralia has its own legal personality and full functioning capacity, since its public deed of constitution was registered at the Foundation Register of the Balearic Government and, consequently, can acquire, possess and dispose all kind of dowries, properties and rights, realize all legal acts of administration and or of dominion and oblige itself on the terms that law authorizes.

Article 3.- Fundació Respiralia has its legal domicile on Calle Juan Muntaner Bujosa, s/n local 3, city of Palma de Majorca (CP 07011), and it will extend its territorial functioning range to Balearic Islands.

Article 4.- Fundació Respiralia will have an undetermined duration.

TITLE 2: FOUNDATIONAL PURPOSE, RESORTS APPLICATION AND BENEFICIARIES

Article 5.- Founders affect to foundational inheritance, constituted by dowries and rights specified and valued at the constitution deed of the Foundation and by all those new contributions that can be made, at the next foundational purpose or goal:

- Promotion of the improvement of Cystic Fibrosis patient's life quality
- Divulcation of the knowledge of CF and make people sensitive to this disease

In order to a correct development of the expressed goals, Fundació Respiralia will realize the next activities:

- a. Maintenance of relations with Federación Española contra la Fibrosis Quística and other organizations with similar or complementary purposes to those enunciated in this article, as much of Spain as of the foreigner, with the objective of knowing the advances that can be produced in the control and treatment of Cystic Fibrosis and to coordinate their performances in order to attain their common goals.
- b. Promotion of the development of educational activities directed to the technical formation of personnel specialized in the diagnosis and treatment of the disease.
- c. Participation in the discussion and elaboration of proposals for the solution of the problems that raises the Cystic Fibrosis in its epidemiologists, clinical, diagnoses, preventive and social aspects.
- d. Information to the parents and the families of affected people.
- e. Construction and operation of a rehabilitation center.
- f. Collaboration in the creation and operation, within the hospitable institutions, of units specialized in the diagnosis and treatment of the Cystic Fibrosis.

- g. Attendance to patients financing total or partially the cost of the treatment and/or the displacement, stay and maintenance of affected and one or two relatives, in case of operation or treatment outside the Balearic Islands.
- h. Involvement and national and international financing of the participation in scientific meetings and congresses of the technical personnel who, according to the criterion of the Foundation, is considered to be suitable.
- i. Organization of a library and creation of a specialized magazine.
- j. Creation of scholarships for the formation of doctors, physiotherapists and auxiliary personnel specialized in Cystic Fibrosis, requesting for economic aid, if it is necessary, to official and particular organizations.
- k. Promotion of the sponsorship of local, autonomic, state or European organizations for the maintenance of the expenses of the Foundation.
- l. Accomplishment of educational activities, social and sports events, cultural manifestations, conferences, publications, grants of helps, and activities complementary or similar to the related ones.
- m. The professional formation, labor insertion or creation of departments, that allow the creation of places of work for affected of Cystic Fibrosis and its integration in the labor market.
- n. Direct operation or in regime of hiring of the rooms and spaces that belong to the rehabilitation center, including if it proceeds, store for the product sale related to the activity, and/or cafeteria.
- o. Elaboration, edition, publication and sale of any type of divulging material.
- p. Whichever activities are necessary or advisable for the support and the public promotion of the Foundation.

Article 6.- The Foundation will apply its patrimony and rents to the original aims, will give sufficient information of these and their activities and will act with criteria of impartiality and not-discrimination in the determination of their beneficiaries.

Specially, the Foundation will consider beneficiaries to:

- All those people who directly or indirectly are affected by Cystic Fibrosis and who demand the benefits and the services that the Foundation offers.
- All those people or groups that can contribute to obtain the purposes that the Foundation persecutes.

TITLE III. GOVERNMENT ORGANS OF THE FOUNDATION

CHAPTER I.- Government organs

Article 7.- The Foundation will be governed by the following organs:

- A) Of government and decision:
 - o Patronage
- B) Of management:
 - o Executive Board
 - o Manager Director
- C) Of consultation and advising:
 - o Secretary
 - o Advisory Commission
 - o Commission of friends and sponsors

All of them without prejudice of any other complementary, permanent or not organ, that the Patronage decides to constitute in the Foundation.

CHAPTER II.- Of the Patronage

Section 1. Composition and Designation

Article 8.- The Foundation will be governed by the Patronage, maximum government, representation and administration organ of this one, corresponding to itself to fulfill the foundational aims and to administer with diligence the goods and integral rights of the patrimony of the Foundation, maintaining the yield and utility of such.

The Patronage will be formed by seven members, natural persons. Six of them will be named by the Associació Balear de Fibrosi Quística, all them among its members; the seventh will be named by the Col·legi Oficial de Fisioterapeutes de Balears. This rule will be of application for the successive appointments and substitutions of the members of the patronage.

The Patronage members will realize their functions of indefinite form.

In any case, the position of Patronage members will be gratuitous, without damage to reimburse the properly just expenses, caused in the exercise of its function, as it anticipates Article 15,4 of Law 50/02.

Section 2. Attributions

Article 9.- It corresponds to the Patronage, maximum government, representation and administration organ of the Foundation, the following attributions:

- a) In application of Law 50/02, it corresponds to it to approve the annual accounts, the plan of performance that it will have to contain the objectives and activities that must be developed in the following exercise, modify the Statutes, decide the fusion and extinction of the Foundation and the accomplishment of the acts that require the authorization of the Protectorate. The performance plan will go accompanied of the budget corresponding to the following exercise.
- b) To approve regulations of internal regime and creation of government organs of the Foundation.
In the exercise of its rights and actions the Patronage will be able to confer, simultaneously, the representation of the Foundation in the people whom freely it designates and that with the faculties it creates opportune.
- c) To designate to its representatives in the Executive Commission, members of the Advisory Commission, Secretary and Manager Director, as well as their cease
- d) To negotiate, to agree and to grant all kinds of operations and contracts, in public or private documents.
- e) To make the investments advisable and justified by the foundational objectives and to acquire, under onerous or lucrative title, all class of goods and rights; to constitute and to cancel real mortgages and other loads and burdens and, in general, to carry out all kind of disposition and administration of the goods and rights of the Foundation acts.

- f) To arrange all kind of active and passive banking operations, the hiring of banking services, to arrange contracts of banking accounts, saving accounts, opening deposits of documentary credit or not, loan, discount, and any other contract of guarantee and services of transferences of funds, currency changes, and all accessory or complementary acts and businesses for the total effectiveness of previous contracts.
- g) To accept inheritances, legacies, donations, subventions and other liberalities.
- h) To receive and to perceive rents, fruits, dividends, interests and any other product, benefits and amounts that by any concept correspond to the Foundation.
- i) To grant and to revoke delegations and power in relation with the exercise of any matter, to guarantee the compliment of the foundational objectives.
- j) And, in general, to realize the acts, to take part in legal businesses and to grant any contract that was necessary to assure the best administration and disposition of its rents and goods and for the exercise of the rights and actions that were justified and for the most adapted accomplishment and fulfilled of the foundational objectives.

The Patronage will be able to delegate its faculties in its members or the Executive Commission, with the exception of the approval of the accounts and plan of performance, the modification of the Statutes, the fusion and liquidation of the Foundation, as well as those other acts that require the authorization of the Protectorate.

Article 10.- The responsibility, substitution, cease and suspension of the Patrons will be governed by the arranged at Law 50/02.

Section 3. Pattern to deliberate and to take agreements.

Article 11.- The Patronage, summoned and presided by the President, will meet in ordinary session twice a year and in addition, whenever the President considers it to be opportune or thus he asks for it in writing, like minimum, one third part of the members of the Patronage, specifying the subjects that must be including in the agenda. This meeting will have to be celebrated within the thirty following days to the reception, by the President, of this written communication.

The first Ordinary Meeting will have to be celebrated during the first semester and the second one during the fourth trimester of every year. In the first one, the Patronage will approve the annual accounts corresponding to the previous year, in the terms legally foreseen. In the second one, the Patronage will approve the plan of performance and budget of the following year.

The ordinary sessions will be summoned with five working days in advance, like minimum, and the extraordinary ones, also like minimum forty eight hours in advance. With this purpose, the Secretary, in name of the President, will send by any means that allow to have certainty, a citation to each member of the Patronage in which it will appear the agenda, the place, the day and the hour of the meeting. The meetings will be hold in only call and will be valid if it is attended by half plus one of the Patrons.

The deliberation of the points of the agenda will be done following the turns requested to the President and the agreements will be taken for simple majority of the presents. In case of tie, it will decide the vote of quality of the President.

CHAPTER III.- Of the President

Section 1.- Election

Article 12.- The Patronage will choose among its members, the President and Vice-president, who will replace the President in case of absence or disease.

Section 2.- Attributions

Article 13.- It corresponds to the President and in his case to the Vice-president:

- a) To show the representation of the Foundation in all the acts and juridical business.
- b) To preside over the meetings of the Patronage, to direct the deliberations and to give the approval to acts of the meetings.
- c) To preside, with voice and vote, the meetings of the Commissions of the Foundation and, in its case, to give the approval to acts of the meetings which he attends.
- d) To monitor the fulfillment of the adopted agreements by the organs of the Foundation.

CHAPTER IV.- Of the Executive Board

Section 1.- Composition and Designation

Article 14.- In order to facilitate the accomplishment of the foundational objectives and to make agile the operation of the Foundation, the Patronage will designate an Executive Board integrated by three members, and attended by the Secretary or, in its defect, by the Vice-secretary.

When designating to the members of the Executive Board, the figure of the substitute, for the assumptions of absence or disease of the holder, will be able to be anticipated.

Section 2.- Attributions

Article 15.- It corresponds to the Executive Board the following attributions:

- a) To follow the plan of performance approved by the Patronage and, in its case, to adopt the measures necessary to guarantee its fulfillment.
- b) To follow the execution of the budgets approved by the Patronage and, in its case, to adopt the measures necessary to guarantee its fulfillment.
- c) To administer the funds of the Foundation together with the Manager Director.
- d) How many functions are delegated to it or entrusted by the Patronage.

Section 3.- Way of deciding and taking agreements

Article 16.- The Executive Commission will be summoned by its President and the sessions will be presided over by he himself, unless it did not attend. In this case, it will be presided over by a member of the Executive Commission named by the present ones which, in addition, will sign the act of the meeting along with the Secretary.

The sessions will be summoned with three working days of advance, like minimum and, to this end, the Secretary, in name of the President, will send a citation, by any means that allow to have certainty, in which will appear the agenda, the place, the day and the hour of the meeting.

The meetings will hold in only call and will be valid if it is attended by half plus one of his members. With the object of the validity of the summons, it will be considered, exclusively, the presence of the members designated by the Patronage.

The deliberation of the points of the agenda will be done following the turns requested to the President and the agreements will be taken by simple majority of the presents. In case of tie, it will decide the vote of quality of the President or who acts in his place.

The Secretary of the Foundation will act as Secretary of the Executive Board and will transcribe in the minutes book the agreements adopted by the same one, in the form settled down in Article 20.

CHAPTER V.- Of the Manager Director

Section 1.- Nomination

Article 17.- For the correct operation of the Foundation, the Patronage will name a Manager Director who will carry out functions of economic and administrative character, with the attributions anticipated in these Bylaws. This charge will be repaid.

Once designated, the Manager Director will attend the Patronage and other government organs of the Foundation, with voice and without vote, unless the questions to be treated affect his renovation or cease and will finish forming part of the Patronage and other government organs, when resigning or ceasing in his charge.

Section 2.- Attributions

Article 18.- For a declarative purpose, it corresponds to the Manager Director:

- a) To formulate the annual accounts, to such an effect made and to submit them to the approval of the Patronage.
- b) To submit to the approval of the Patronage the plan of performance of the following exercise, along with the corresponding budget of income and expenses.
- c) To coordinate the different organs and the activities from the Foundation to execute the plan of performance and approved budget.
- d) To direct the area of Human Resources, services and collaborations of the Foundation, contracting the personnel who is necessary according to the approved budgets.
- e) How many functions are entrusted to him by the Patronage, Executive Board or President of the Foundation.

CHAPTER VI.- Of the Secretary

Section 1.- Designation

Article 19.- The Patronage will designate the charges of Secretary and if it considers it opportune, the one of Vice-secretary, who could be or not Patron. If they are not Patron, they will have voice but not vote in the sessions of the Patronage.

The functions of the Secretary and in his case, of the Vice-secretary, could be repaid and in the case that holds the position a Patron, it will require the opportune authorization of the Protectorate.

Section 2.- Attributions

Article 20.- It correspond to the Secretary and Vice-secretary:

- a) To elaborate the agenda with the Manager Director and to summon, in name of the President, the meetings of the Patronage and other government organs of the Foundation.
- b) To attend the meetings of the government organs of the Foundation.
- c) To write up and to sign along with the President or who takes part like so, the act of the meetings approved by the Patronage and the other government organs.
- d) To guard and to keep books and documents, in which it has taken part because of its position.
- e) To deliver certifications and testimonies of the agreements adopted by the Patronage and the other organs of the Foundation.
- f) To advise to the different organs from the Foundation.

CHAPTER VII.- Of the Advisory Commission

Section 1.- Composition and designation

Article 21.- The Patronage will have an Advisory Commission to ensure communications, interchange of ideas and experiences and thus, to favor the social or economic participation of technicians, experts, related agents, directly or indirectly, with the original object.

The designation of these people will be made freely by the Patronage and, when they accept their position, they will enter to form a part of the Advisory Commission.

The positions to the Advisory Commission will be gratuitous, without damage of being reimbursed of the expenses properly justified, caused in the exercise of their position. Exceptionally, the Patronage or Executive Commission will be able to grant allowances by the realized works.

The lines of performance of this Commission will be established by the Patronage or, in their case, by the Executive Commission that, in addition, will have the faculties necessary to complete aspects relative to the composition, designation, separation, attributions and operation of this Advisory Commission. In its case, the Executive Commission will be able to approve and/or to notify the regulation of operation of the Advisory Commission.

Section 2.- Way of deciding and taking agreements

Article 22.- The Advisory Commission will be summoned by the President and the sessions will be presided by he himself, unless it did not attend, case in whom will be presided by one of their members, named by the present ones that, in addition, will sign the act of the meeting along with the Secretary.

The sessions will be summoned with five working days in advance, like minimum and, to this end, the Secretary, in name of the President, will direct a citation,

by any means that allow to have certainty, in that will appear the agenda, the place, the day and the hour of the meeting.

The meetings will hold in only call and will be valid if they attend half plus one of his members.

The deliberation of the points of the agenda will be done following the requested turns to the President and the agreements will be taken by simple majority of the presents. In case of tie it will decide the vote of quality of the President or who acts like so.

The Secretary of the Foundation will act as Secretary of the Advisory Commission and will transcribe in the act book the adopted agreements. The Secretary will be able to delegate his functions in this Advisory Commission in favor of some of his members.

CHAPTER VIII.- Of the Commission of Friends and Sponsors

Article 23.- The Commission of Friends and Sponsors takes as principal objectives promoting, favoring, stimulating and constituting a channel of communication between the Foundation and those who want to cooperate with it.

The Commission of Friends and Sponsors will have a regulation of interior regime that will approve and, in its case, will modify the Patronage of this Foundation.

TITLE IV. PATRIMONY, OPERATION AND ACTIVITY OF THE FOUNDATION

Article 24.- The patrimony of the Foundation will be constituted by the initial dowry of the Founders, the successive contributions, the donations, liberalities, subventions and any resource that the Foundation can obtain.

The administration and disposition of the patrimony of the Foundation will correspond to the Patronage, in the form established in these Statutes and with subjection to arranged in the Law 50/02 and dispositions that develop it.

The Foundation will have to appear as holder of all the goods and integral rights of its patrimony, which will have to be registered in its annual inventory.

Article 25.- The disposition and charge of the goods and patrimonial rights will adjust to that foreseen in the Article 21 of the Law 50/02 of Foundations and dispositions that develop it.

Article 26.- The acceptance of inheritance will be understood done to inventor benefit and in the suppositions of legacies or donations with charges or onerous or remunerative donations and the repudiation of inheritances, donations or legacies without charges, will be communicated to the Protectorate in the terms foreseen to the Law 50/02 and dispositions that develop it.

Article 27.- The Foundation will have the following sources of entrance:

- a) The annual contributions of its members in the assumptions and amounts that in each case can be settled down or arranged.
- b) The contributions of goods, rights or services economically quantized received from natural, juridical, public or private persons.
- c) The subventions or contributions received specifically of the European Union, directly or through the Public Administrations.

- d) The subventions or contributions coming from national or international aids received directly or managed by other competent institutions.
- e) The rents and perceived or accumulated products of capital.
- f) The income coming from the economic activities developed by the Foundation in the terms foreseen in Article 24 of Law 50/02.

Article 28.- The Foundation will take a tidy and suitable accounting, fitting its activity and functioning to arranged in the Articles 25 and following of the Law 50/02 and dispositions that develop it.

In any case, the Patronage will be authorized to do the necessary variations in the composition of the patrimony of the Foundation, of conformity with what the economic conjuncture of every moment advises and without prejudice of requesting the opportune authorization or to communicate it properly to the Protectorate.

As for the financial regime of the Foundation, the following guidelines are established:

- The economic exercise (fiscal year) has to coincide with the natural year.
- The Foundation has to take necessarily a daily book and a book of inventories and annual accounts and those that are suitable to develop adequately its activities and to control its accounting.
- In the economic - financial management, the Foundation must be ruled by the principles and the general determinant criteria in the in current regulation.

TITLE V.- MODIFICATION OF THE BYLAWS

Article 29.- The modification or new draft of the Bylaws will be decided by the Patronage and communicated to the Protectorate. In any case, the modification or new draft will be realized in public deed and inscribed in the Register of Foundations of this Autonomous Community.

TITLE VI.- MERGING, SEPARATION AND EXTINCTION OF THE FOUNDATION

Article 30.- The Foundation will merge with another or other Foundations when the respective Patrons decide to do it, having to communicate it to the Protectorate.

Article 31.- Any Patron will be able to separate of the Foundation with an advance warning of 3 months, keeping unharmed all the obligations contracted until the date of separation.

The Patron who separates of the Foundation will not have any right over any part of its patrimony.

Article 32.- The Foundation will be extinguished in the assumptions contemplated in Article 31 of Law 50/2002, of 26 of December, and dispositions that develop it.

In case of liquidation of the Foundation, its patrimony will be transferred to the “Associació Balear de Fibrosi Quística” or, if this one has become extinct, to the “Federación Española contra la Fibrosis Quística”, with the obligation to support the destiny foreseen in these Bylaws.

The extinction of the Foundation, except in the supposition of merger, will determine the opening of a procedure of liquidation, being designated to such an effect to three liquidators who will accommodate their functions to the foreseen in the Article 33 of the Law 50/02.