

Articles of Association of Experientia Foundation

Part One Introductory Provisions

Article I Name and Registered Office of Foundation

1. Name of the Foundation: "Experientia Foundation" (the "Foundation").
2. Registered office of the Foundation: Flemingovo nám. 2, 166 10 Prague 6.

Article II Foundation Founders

1. The Foundation founders are as follows:
 - a) Ing. Hana Dvořáková, CSc.
Residential address: Roztylské sady 38, 141 00 Prague 4
 - b) Prof. Ing. Dalimil Dvořák, CSc.
Residential address: Roztylské sady 38, 141 00 Prague 4

Article III Purpose, Objective and Legal Relations of the Foundation

1. Experientia Foundation is a non-political, independent and non-profit legal entity founded exclusively for the purpose of fulfilling non-profit objectives, specifically the development and support of science in the fields of organic chemistry and bioorganic chemistry, medicinal chemistry and related fields.
2. The Foundation's objective is, in particular, the financial support of young Czech scientists (completed PhD studies) on internships – study and professional – abroad. The Foundation will also promote internships of foreign postdoctoral students at Czech universities and research organisations.
3. The Foundation's legal relationships are governed by Act No. 227/1997 Coll., on foundations and endowments, as amended, and other generally binding legal regulations, the Memorandum of Association of the Foundation, and these Articles of Association.

Part Two Foundation Assets

Article IV Foundation Funds and Sources

1. The Foundation's assets comprise the funds deposited on an account maintained at Československá obchodní banka, a.s., Lazarská 6, 120 00 Prague 2, and any other assets owned by the Foundation.
2. To fulfil its objectives, the Foundation may make use of its assets, including revenues therefrom, but the value of the assets may not fall below the minimum value stipulated by law.
3. The Foundation shall acquire the funds it requires to implement its objective and guarantee its activities from the following sources:
 - a) Donations from corporate entities and individuals
 - b) Contributions from the founders
 - c) Revenues arising from the management of the Foundation's assets
4. The Foundation's funds can be used only to ensure the Foundation's activities and to execute the Foundation's objectives in compliance with the terms and conditions for awarding grants.

Article V Terms and Conditions for Awarding Grants

1. Grants are awarded under the terms and conditions stipulated by the Board of Trustees or in a way that is stipulated by the donor and that is in compliance with the Foundation's mission.
2. The Foundation awards grants from the Foundation's funds to individuals under the condition that these funds be used exclusively for the purposes corresponding to the Foundation's mission under Article III hereof.
3. To fulfil this purpose, the Foundation will award scholarships based on an assessment of the submitted applications according to the scientific qualities of the project, applicant and institution where the applicant is to study or work.
4. Ústav organické chemie a biochemie, AV ČR, v.v.i. (Institute of Organic Chemistry and Biochemistry AS CR, v.v.i. - ÚOCHB) is appointed as the guarantor of the selection of applicants and, through the members of the Board of Trustees, chooses reviewers to assess the scientific qualities of grant applications. A reviewer may be a scientist working at ÚOCHB or an external scientist working in the respective scientific field.

5. The grant applicant selection process is conducted by the Board of Trustees at its meetings based on the reviewers' recommendations. It is not possible to lodge an appeal against the resulting decision.
6. The Foundation informs applicants about its decisions to award grants and maintains separate records of such decisions.
7. A Grant Award Agreement (Deed of Gift) is concluded in writing with each applicant receiving a grant.
8. The Foundation maintains separate accounting records on awarded grants. An overview of the grants awarded by the Foundation are published each year in the Annual Report.

Part Three Foundation's Bodies and Financial Management

The Foundation's bodies are as follows:

- a) Board of Trustees
- b) Controller
- c) Foundation Director

Article VI Board of Trustees

1. The Board of Trustees is the Foundation's statutory body. It decides on matters entrusted to it by the law, manages the Foundation's assets, and manages and controls the Foundation's activities in compliance herewith and the law.
2. Membership in the Board of Trustees is honorary.
3. The Board of Trustees has three members. The number of members of the Board of Trustees does not have to be divisible by three and may be increased only with the consent of the Foundation's founders.
4. The first members of the Board of Trustees are as follows:
 - a) Ing. Hana Dvořáková, CSc.
 - b) Prof. Ing. Dalimil Dvořák, CSc.
 - c) RNDr. Irena Stará, CSc.

5. Membership in the Board of Trustees is based on a vote cast by the members of the Board of Trustees on a motion of one of its members. A member of the Board of Trustees may not nominate him or herself to the Board of Trustees. Voting may take place in advance, i.e., with a later effective date, but no later than three months in advance.
6. The regular term of office of a member of the Board of Trustees is three years. Re-election of a member of the Board of Trustees is possible.
7. Membership in the Board of Trustee expires upon expiry of the term of office, death, resignation or recall. The Board of Trustees decides on recalling a member based on a motion of one of its members by way of a vote if a member seriously breaches the Foundation's rules and regulations or does not participate in the Foundation's activities for an extended period of time or repeatedly without a reasonable excuse. The Board of Trustees has to decide on the recall within one month of the Foundation learning of a member's breach of the Foundation's rules and regulations but no later than within six months of the day of the breach of the member's obligations. The day of termination of the office by resignation is the day when the Board of Trustees learned of the resignation or the day stipulated by the member of the Board of Trustees in the notice of resignation and approved by the Board of Trustees. The resignation has to be made in writing and delivered to the Board of Trustees.
8. If membership in the Board of Trustees expires before the end of the term of office, the Board of Trustees shall elect a new member to the vacant office; the term of office of such member then ends on the last day of the regular term of office of the member whose membership in the Board of Trustees expired. This abbreviated term of office is not deemed a regular term of office in accordance with paragraph 6 above. The Board of Trustees shall elect a new member within three months of the expiration of the membership of the former member.
9. The Board of Trustees nominates, elects and recalls a Chair from among its members
10. The Chair of the Board of Trustees convenes and conducts meetings of the Board of Trustees at least twice per year. The Chair is obliged to convene a meeting of the Board of Trustees whenever requested by at least a third of the members of the Board of Trustees or by the Controller.
11. Should the Chair not be able to fulfil his or her duties, a member of the Board of Trustees is appointed to his or her position for the time absolutely necessary, but for no longer than until the next meeting of the Board of Trustees.
12. The following duties are exclusively in the remit of the Board of Trustees:
 - a) Approving the Foundation's Articles of Association and deciding on amendments thereto in the framework of valid legal regulations

- b) Defining the Foundation's mission and strategy
 - c) Approving the annual financial statements and annual report
 - d) Approving the budget for the following year and any changes thereto
 - e) Deciding on the selection of an auditor
 - f) Electing new members to the Board of Trustees or the Controller
 - g) Deciding on recalling a member of the Board of Trustees or the Controller; noting the expiry of membership in the Board of Trustees
 - h) Electing the Chair of the Board of Trustees
 - i) Appointing, assessing and recalling the Director, determining his or her remuneration
 - j) Deciding on increasing or reducing the Foundation's assets
 - k) Deciding on the provision of grants according to Article V hereto
 - l) Deciding on using the proceeds from the Foundation's assets and the way other assets should be used to achieve the purpose for which the Foundation was founded
 - m) Deciding on rejection of a donation to the Foundation
 - n) Deciding on the return of a grant awarded by the Foundation if it is used at variance with its agreed purpose
 - o) Deciding on merging the Foundation or filing a proposal to wind up the Foundation
 - p) Reserving the right to discuss other matters in compliance with legal regulations
13. Members of the Board of Trustees have the right to review the Foundation's documents, e.g., the accounting and legal documentation.
14. The Board of Trustees is authorised to establish committees or advisory bodies as needed. The details of the meetings of committees and advisory bodies are stipulated by the Foundation's rules of procedure approved by the Board of Trustees.
15. The Board of Trustees assembles at meetings convened by and conducted by the Chair or a member authorised by him or her. Regular meetings take place twice per year. Invitations to meetings of the Board of Trustees together with the agenda and other materials necessary for decision-making are sent by the Director following agreement with the Chair of the Board of Trustees. Such materials must be sent to members no later than 14 days in advance of the date of the meeting. Members of the Board of Trustees may amend the agenda at the time of the meeting.
16. In case of need, the Chair of the Board of Trustees may convene an extraordinary meeting. Furthermore, the Chair is obliged to convene a meeting of the Board of Trustees if requested by at least a third of the members of the Board of Trustees or the Controller. The meeting must be convened within 30 days of the submission of the request. If this does not occur, the meeting will be convened by the Controller. Extraordinary meetings are announced at least 10 days prior to the date of the meeting. The announcement includes the reason for the meeting and the agenda. The agenda of the extraordinary meeting may not be changed at the meeting.

17. The meetings of the Board of Trustees are attended by the Foundation Director in the capacity of an advisor. On the motion of the Director or a member of the Board of Trustees, the meeting or part thereof may be attended by other people. The Board of Trustees votes in advance on the motion to invite such individuals.
18. Minutes are taken of the meeting of the Board of Trustees. The Chair or an authorised member of the Board of Trustees verify the minutes by signing them. The Director shall send the minutes to all members of the Board of Trustees within 30 days of the end of the meeting.
19. The Board of Trustees forms a quorum if at least two-thirds of its members are present.
20. The vote of each member of the Board of Trustees is equal in value. In case of a tie, the Chair has the decisive vote. To adopt a decision, a majority of votes of the members present is required, unless stipulated otherwise hereby.
21. The approval of two-thirds of all members of the Board of Trustees is required to decide on the following matters:
 - a) Approving the Foundation's Articles of Association and amendments thereto
 - b) Recalling a member of the Board of Trustees or the Controller
 - c) Merging the Foundation
 - d) Filing a proposal to wind up the Foundation
 - e) Increasing or reducing the Foundation's assets
 - f) Appointing or recalling the Director
22. Voting is by acclamation, unless the Board of Trustees decides otherwise, with the exception of voting on personal matters, which is always by secret ballot. Members of the Board of Trustees may propose which points on the agenda will be voted on by secret ballot. The Board of Trustees will decide on this procedural proposal by acclamation.
23. It is possible for a member of the Board of Trustees to vote by proxy, provided that the subject of the vote is known to the member being represented. It is thus not possible for a proxy to vote on amendments proposed when a point on the agenda is being discussed. Voting by proxy shall take place based on the authorisation received by another member of the Board of Trustees. A member of the Board of Trustees may represent only one other member of the Board of Trustees. Voting by proxy may not take place regarding points whose approval requires a two-thirds majority of votes and points that are voted on by secret ballot.
24. Voting per rollam is possible in cases where there is danger in delay and on the motion of the Chair. Voting per rollam cannot take place in cases where voting by proxy is not possible. Resolutions adopted per rollam may, on the motion of a member of the Board of Trustees, be subject to a new discussion at the next meeting.

25. The Board of Trustees acts and signs on behalf of the Foundation by at least two members of the Board of Trustees affixing their signatures to the name of the Foundation.

Article VII Controller

1. The Foundation's supervising body is the Controller, whose powers are defined by law. The Controller submits a report to the Board of Trustees about the results of his or her control activities. The term of office of the Controller is three years. The re-election of the Foundation's Controller is possible.
2. The Controller has the right to take part in the meetings of the Board of Trustees and has to be given the right to speak if he or she so requests.
3. The provision on the winding up of the Board of Trustees apply mutatis mutandis to the winding up of the office of Controller.

Article VIII Director

1. The Director is the executive body of the Foundation. The Director is appointed and recalled by the Board of Trustees. The Director represents the Foundation in cases where representation is not required to be fulfilled by the statutory body or the Controller. The Director is subordinate to the Board of Trustees and answers to it for his or her actions. He or she observes its resolutions and instructions.
2. The following duties are exclusively in the remit of the Director:
 - a) In the framework of conceptual and programme objectives approved by the Board of Trustees, managing and controlling the Foundation's activities directly with the exception of matters exclusively reserved hereunder for the Board of Trustees
 - b) Personally or through a representative authorised by him or her, submitting reports on the Foundation's financial management and activities to the Board of Trustees at its meetings
 - c) Drawing up the Foundation's annual report
 - d) Negotiating and terminating labour-law relationships
3. The Director signs the Foundation's financial documents with a value of up to CZK 20,000.00. Amounts exceeding CZK 20,000.00 must be co-signed by a member of the Board of Trustees. The Director may allow him or herself to be represented by a member of the Board of Trustees when signing financial documents.

Article IX Foundation Management Expenses

1. The Foundation's overall annual expenses associated with the management of the Foundation may not exceed 20% of the value of the Foundation's assets as at 31 December of the year concerned.
2. The Foundation's management expenditure will focus in particular on executing the Foundation's own programmes that support its mission and to cover the Foundation's administrative costs and activities.

Article X Annual Report

1. The Foundation draws up the annual report each year by June 30.
2. The annual report is filed through the statutory procedure in the collection of documents at the register court. It shall also be made available upon request at the Foundation's registered office.

Part Four Joint and Final Provisions

Article XI Winding-up and Dissolution of the Foundation

1. The Foundation is wound up:
 - a) on the day indicated in the decision of the Board of Trustees
 - b) by a merger with a different foundation or endowment fund
 - c) by a declaration of bankruptcy or the rejection of a proposal for insolvency proceedings due to a lack of assets
 - d) upon a decision of a court to wind up the Foundation.
2. Once the Foundation is wound up, its liquidation shall take place. The liquidator shall be appointed by the Board of Trustees.
3. In connection with the liquidation, all of the Foundation's debts are paid off first. The liquidation balance will be transferred to a legal entity determined by a decision of the Board of Trustees in compliance with Section 9 of Act No. 227/1997 Coll.

Article XII
Final Provisions

1. These Articles of Association comprise the complete wording of the Foundation's Articles of Association published by the Foundation's founders and were approved by the Board of Trustees on 11 June 2012.
2. These Articles of Association may be amended in writing by way of addenda numbered in ascending order.
3. These Articles of Association are made out in two counterparts. The Foundation Register shall receive one and one shall be filed with the Foundation.
4. The officially verified signatures herein shall serve as the signature cards of the specified members of the Board of Trustees.

For the Experientia Foundation, on 11 June 2012

Ing. Hana Dvořáková, CSc.
Member of the Board of Trustees

Prof. Ing. Dalimil Dvořák, CSc.
Member of the Board of Trustees