

Pursuant to Article 12 of the Institutions Act (National Gazette 76/93) and Article 25, Paragraph 1 of the Scientific Activity and Tertiary Education Act (National Gazette 123/03)-- Prof. **MIROSLAV RADMAN** from France, 12 bis, rue Lecoq, 94, 250 Gentilly----- Personal ID No. 3004944381801----- Prof. **MARIJA ALAČEVIĆ** from Makarska, Obala k.Tomislava 12----- Personal ID No. 1904929335023----- (hereinafter: *the Founders*) concluded the following:-----

**FOUNDATION CHARTER  
of an international scientific institute  
THE MEDITERRANEAN INSTITUTE FOR LIFE SCIENCES**

**I INTRODUCTORY PROVISION**

**Article 1**

By this Charter, the Founders have founded the institution – the International Scientific Institute, the Mediterranean Institute for Life Sciences (hereinafter: the Scientific Institute)-----

**II NAME OF THE SCIENTIFIC INSTITUTE**

**Article 2**

The name of the Scientific Institute is:-----  
Mediterranean Institute for Life Sciences, International Scientific Institute.-----  
The abbreviated title of the Scientific Institute is:-----  
Mediterranean Institute for Life Sciences -----  
The English translation of the name of the Scientific Institute is:-----  
Mediterranean Institute for Life Sciences, International Scientific Institute-----  
The abbreviated title of the Scientific Institute in English is:-----  
Mediterranean Institute for Life Sciences, MedILS-----

**III SEAT**

**Article 3**

The seat of the Scientific Institute is in Zagreb, Primorska 28.-----

**IV PURPOSE AND ACTIVITIES**

**Article 4**

The purpose of the Institute is to create a centre of scientific excellence, which shall, by using high technologies and with participation of international biological and educational institutes and authorities from related scientific fields, develop original projects significant for the fundamental understanding of life and its manifestations. Such an institute shall become a

cultivating ground for a new generation of young, multidisciplinary scientists in the area of the Republic of Croatia and its Mediterranean and European neighbours, and it shall put the results of its research at disposal of the entire scientific community.-----  
To achieve the above mentioned purpose, the Institute shall engage in the following activities:-----  
-Research and experimental development in the area of natural sciences;-----  
-scientific research in the area of other related sciences which study survival, progress and quality of life and which apply ethical principles and the principles of sustainable development;-----  
-application-oriented research;-----  
-publishing of the results of applied and scientific research, scientific training, organising and holding scientific meetings and workshops;-----  
-maintaining and developing the scientific and research infrastructure;-----  
-consulting and knowledge transfer in the area of scientific and research activities of the Institute-----  
-quality informing of the media and the public about the scientific and applied research and the role of the science in society.-----

**V FOUNDERS AND MEMBERSHIP**

**Article 5**

The Scientific Institute can be joined by candidates – foreign and Croatian, natural and legal persons interested in the work of the institution or in cooperation with it.-----  
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The Founders of the Scientific Institute shall decide about admitting new founding members.-  
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The membership in the Scientific Institute is voluntary, and the members can be full or honorary.-----

**VI BODIES OF SCIENTIFIC INSTITUTE**

**Article 6**

The bodies of the Scientific Institute are: Assembly, Director, Managing Council, Scientific Council, and Scientific Board.-----  
The Scientific Institute can set up other bodies, in accordance with positive legislation.-----

**Article 7**

The Director organises and runs the activities and business operations of the Scientific Institute. He represents and acts as an agent for the Scientific Institute and is responsible for the legality of the Scientific Institute’s activities.-----  
The Managing Council manages the activities of the Scientific Institute, runs the financial and business policies and decides about the management of larger amounts of funds and resources in accordance with the Articles of Agreement.-----

The Scientific Council decides about the scientific and expert issues in accordance with the existing regulations and the Articles of Agreement.-----

The Scientific Board's members are prominent public figures, whose membership is not conditioned by a work contract concluded with the Scientific Institute. Structure, responsibilities and the manner of operation of the Scientific Board shall be regulated by the Articles of Agreement.-----

The members of the Scientific Board shall be nominated by the Founder in a separate decree.-  
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### **Article 8**

The Founder nominates the following members of the Managing Council:-----

Emir Bahtijarević, Zagreb, Vidovčica 10, Personal ID No.1003967330062-----

Saša Divjak, Zagreb, Đorđićeva 3b, Personal ID No. 0908965330137-----

The Founder nominates the following members of the Scientific Council:-----

Prof. Zoran Zgaga, Zagreb, Nazorova 31

Prof. Mladen Merćep, Zagreb, Majstora Radonje 10,

Prof. Errol Friedberg, 4130 Walnut Glen Place, Dallas, Tx, USA

Prof. Jean-Claude Weill, 11 rue du Laos, Paris 75015, France

The Scientific Council nominates the following members of the Managing Council:-----

Damir Topić, Zagreb, Srednjaci 20, Personal ID No. 0802967370001-----

The members of the Managing Council nominate as the interim Director:-----

Luka Gjakun, Split, Frana Supila 32, Personal ID No. 3005943380034-----

The interim Director shall perform the duties of the Director until the Director is nominated, according to the Article 40 of Institutions Act, not longer than 6 months.

### **Article 9**

The authorities and the tasks of the Director, the Managing Council, the Scientific Council and the Scientific Board, the terms of office and the mode of selection of the Director and the members of the Managing Council, the Scientific Council and the Scientific Board, shall be regulated by the Articles of Agreement, in accordance with positive legislation.-----

The manner of decision-making and operations of the Managing Council, the Scientific Council and the Scientific Board shall be regulated by the Articles of Agreement, i.e. by the Rules of Procedure of the Managing Council, the Scientific Council and the Scientific Board--  
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## **VII FUNDS OF THE SCIENTIFIC INSTITUTE**

### **Article 10**

The funds necessary for establishment and the beginning of work of the Scientific Institute shall be provided by the Founders from the following sources:-----

-membership fees from the Founders which shall be used for financing the activities of the Scientific Institute (annual membership fees)-----

-performing of the registered activity-----

-gifts and donations-----

-other sources, in accordance with the positive legislation-----

The funds obtained in the manner regulated by this Article represent the property and the funds of the Scientific Institute.-----

**Article 11**

The rates of the membership fee mentioned in the preceding Article shall be determined by the Founders in a separate decree.-----

**VIII PROFIT MANAGEMENT AND COVERING LOSSES**

**Article 12**

The Founders, in accordance with positive legislation, shall decide how to use possible profits, based on the annual financial report.-----  
The Founders, in accordance with positive legislation, shall decide how to cover possible losses, based on the annual financial report.-----

**IX RESTRICTIONS ON ACQUISITION, TRANSFER AND BURDENING OF THE PROPERTY AND CONCLUSION OF LEGAL BUSINESS DEALS**

**Article 13**

Without the prior approval of the Founders, the Scientific Institute cannot:-----  
-acquire an immovable property regardless of its value,-----  
-burden or transfer an immovable property regardless of its value,-----  
-burden or transfer fixed assets, regardless of their value-----  
The Director of the Scientific Institute cannot conclude a legal business deal the value of which is over HRK 100,000.00 (one hundred thousand HRK) without written consent of the Managing Council.-----

The value of a legal business deal is determined on the basis of the value of objects or on the basis of one-year consummation of the legal business deal.

**X LIABILITIES OF THE SCIENTIFIC INSTITUTE AND ITS FOUNDERS**

**Article 15**

The Scientific Institute shall be liable for its liabilities by its entire assets.-----  
The Founders of the Scientific Institute undertake the joint, several and unlimited liability for all its liabilities.-----

**XI OPENNESS TO THE PUBLIC AND AUTONOMY OF THE SCIENTIFIC INSTITUTE**

**Article 16**

The activities of the Scientific Institute shall be open to the public.-----  
The methods of ensuring that the activities are open to the public shall be regulated by the Articles of Agreement.-----

**XII MUTUAL RIGHTS AND OBLIGATIONS OF THE FOUNDERS**

**Article 17**

The Founders can decide that certain important issues be discussed also at the Founders’ Assembly, in which case, each Founder has at his disposal an equal number of votes.-----  
A Founder shall not be authorised to have the founding rights in accordance with this Charter, without prior consent of other Founders.-----

**Article 18**

The Founders of the Scientific Institute hereby undertake, in their work, to contribute to the development of the Institute, promote its operations and actively participate in its activities.---  
The Founders hereby undertake, in their work, to avoid any action or inaction that might damage or for which they should know that it might damage the Scientific Institute.-----

**XIII WITHDRAWAL FROM THE SCIENTIFIC INSTITUTE**

**Article 19**

A Founder can, after he has paid all possible debts to the Scientific Institute, voluntarily withdraw from the Scientific Institute.-----  
The Founders can decide to exclude a Founder or any other member of the Scientific Institute in the way described in the Articles of Agreement.-----

**Article 20**

All rights and obligations of the founding members of the Scientific Institute, regulated in this Charter, shall be applied to the members who join the Scientific Institute, in accordance with Article 5 Paragraph 2 of the Charter.-----

**XIV CLOSING DOWN OF THE SCIENTIFIC INSTITUTE**

**Article 21**

The Scientific Institute shall be closed down following a decision of the Founders and in other cases provided for in positive legislation.-----

In the case the Scientific Institute is closed down, the Founders shall, in a separate decree, decide about the manner of settling debts to any creditors and the manner of distributing the property of the Scientific Institute.-----

## **XV FINAL PROVISIONS**

### **Article 22**

The Articles of Agreement of the Scientific Institute, that shall be drawn up by the Managing Council, shall regulate the details of structure, authorities, manner of decision - making of the bodies of the Scientific Institute, as well as other issues important for mutual relations between the Founders, their activities, and business operations of the Scientific Institute.-----

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Zagreb, 3 November 2003 (Third of November Two Thousand and Three)-----

Founders:-----

Prof. Miroslav Radman-----

(signature)

Prof. Marija Alačević-----

(signature)

I, public notary Ilinka Lisonek, Zagreb, Trg Hrvatskih Velikana 4

Hereby confirm that Miroslav Radman, Hvar, Hvar, and Marija Alačević, Makarska, Obala k. Tomislava 12 have in my presence, signed in their own hand.

I have established the identification of the persons and the documents by inspecting the passport No. RH 06730676, issued by MUP Hvar, and the Personal ID card No. 12621731 issued by MUP Makarska.

The signatures on the document are authentic.

The public administrative charge for authentication of signatures, rate No. 11 ZJP of HRK 20 was charged and stamped on the archive copy of the document.

The public notary's fee of HRK 60 was charged, with expenses of HRK 5.

Number: OV-6549/03

OV-6550/03

Zagreb, 3 November 2003

Public notary  
(signature, stamp)