

**VIRCHOW**  
**FOUNDATION**  
FOR GLOBAL HEALTH

## Virchow Foundation for Global Health

having its seat in Münster

### Preamble

As a highly reputed international platform, the Virchow Foundation for Global Health strives to promote and raise awareness of global health issues in a targeted and comprehensive manner among the general public, both nationally and internationally, and to contribute to the improvement of global health.

In its basic understanding of health and disease from a holistic perspective, awareness is to be raised in an appropriate manner and propagated going forward regarding the complex interrelationships between medical, political, economic and social determinants. This is to be promoted by a joint commitment on the part of respected individuals and organisations in a spirit of transsectorality, interdisciplinarity and internationality, who are committed to the aim and objective of contributing to a sustainable improvement in global health.

It is in this manner that the Virchow Foundation for Global Health also acknowledges, supports and relates its work in particular to the efforts of the United Nations to preserve our planet Earth and make possible a healthy life in the meaning of the comprehensive Sustainable Development Goals (SDGs) on the UN 2030 Agenda.

In this spirit, the Virchow Prize for Global Health, established and supported by the Virchow Foundation for Global Health, recognises innovations of outstanding significance having a positive and sustainable impact on the broad field of global health.

Outstanding individuals or organisations that have made a significant contribution to improving the health of the world's population, be it through scientific and societal, and especially social, technological or economic achievements and innovations, are to lend a personal element of identification for these great challenges through this internationally prominent award, but they are also to be honoured for their commitment to global health in an exceptional manner.

## **§ 1 Name, Legal Form, Registered Office**

The name of the Foundation is "Virchow Foundation for Global Health ". It is a foundation organised under civil law with legal capacity.

The Foundation has its registered office in Münster, Germany.

The financial year of the Foundation is the calendar year.

## **§2 Purpose of the Foundation**

The purpose of the Foundation is to promote global health and public health nationally and internationally within the meaning of § 52 (2) (3) of the German Fiscal Code (AO), to promote science and research within the meaning of § 52 (2) (1) of the German Fiscal Code (AO) and to promote development cooperation within the meaning of § 52 (2) (14) of the German Fiscal Code (AO).

The purpose of the Foundation shall be realised in particular through the following measures:

- Award of the "Virchow Prize for Global Health" accompanied by expedient public relations work.
- Promotion of research projects and the application of research results.
- The networking of actors, groups of actors and sectors (civil society, NGOs, science, politics, business) relating to global health and public health at the national and international levels. Symposiums and conferences such as the World Health Summit can be supported for this purpose.

The purpose of the Foundation can also be realised by the provision of financial resources in the meaning of § 58 (1) of the German Fiscal Code (AO) for promotion of the Foundation purpose as laid down in § 2 herein for other tax-privileged corporations or for corporations organised under public law. These must use the financial resources provided to them exclusively and directly for their tax-privileged purposes.

There is no legal claim to allocation of the Foundation´s financial resources.

### **§ 3 Tax Benefits**

The Foundation exclusively and directly pursues charitable purposes within the meaning of the section on "Tax-privileged purposes" in the German Fiscal Code (AO).

The Foundation operates selflessly. It does not primarily pursue its own economic purposes.

The Foundation's financial resources may only be used for the purposes set out in the Statutes. The founders and their heirs/legal successors shall not obtain any benefits from the Foundation's financial resources. The Foundation may not benefit any person by means of expenditures that are alien to the purpose of the Foundation or by disproportionately high remuneration.

The Foundation shall perform its tasks itself or through an assistant within the meaning of § 57 (1) (2) of the German Fiscal Code (AO), unless it acts by way of provision of financial resources pursuant to § 58 (1) of the German Fiscal Code (AO).

### **§ 4 Assets**

The Foundation's assets at the time of its establishment result from the Foundation's business. These are made up of basic assets and other assets.

In the interest of the long-term stability and sustainable operation of the Foundation, the value of the basic assets is to be maintained permanently and undiminished, and these are to be invested profitably.

All donations intended for this purpose (sub-foundations) accrue to the basic assets. Sub-foundations may also be restricted to the pursuit of individual purposes of the Foundation; in this case, they themselves, their surrogates and the income generated from them, or their surrogates must be listed and used separately in the Foundation's accounts.

Other assets are intended for expendable items. Contributions and endowments to other assets are intended for expendable items in accordance with the declared intention of the donor; they are not subject to the principle of preservation of assets.

Donations on account of death without a specific purpose may be added to the basic assets or other assets. The Foundation is not obliged to accept donations on the basis of these Statutes.

The assets of the Foundation may be reallocated in order to maintain their value, to strengthen their earning power or to achieve the purpose of the Foundation, provided that sentence 2 is observed. Profits from reallocations may be used in whole or in part to fulfil the Foundation's purpose. Concrete decisions regarding the management and investment of the Foundation's assets, which are to be focused on earning power and increasing value and which are to achieve not only a financial but also a social return along the lines of the Foundation's purpose ("mission investing") and which should not violate ethical standards, shall be implemented accordingly by the Foundation trustee upon a decision by the Board of Trustees. In this respect, security is a decisive factor in the context of the relevant decisions. Investments may also be made in shares, real estate and shareholdings, and loans may be granted to companies, preferably those operating in the environment of the Foundation's purpose, if these are sufficiently secured and an appropriate annual distribution of earnings is guaranteed. Further details can be regulated in investment guidelines.

With the consent of the government authority in charge of the Foundation, the basic fund assets can be drawn down up to a maximum of 15% of the basic fund assets if this is necessary to fulfil the Foundation's purpose, a return of the assets withdrawn to the Foundation's assets is ensured within the ensuing three years and the Foundation's existence does not appear to be jeopardised as a result thereof. The amount is to be returned to the Foundation's assets without delay. A renewed decision on the drawdown shall only be possible if the value of the Foundation's assets has returned to the level it had before a previous drawdown.

## **§ 5 Funds and Reserves**

The Foundation shall fulfil its tasks within the framework of that which is permissible under tax law in a timely manner from income from the Foundation's assets, other assets and any other donations, insofar as these are not expressly intended to aggrandise the basic assets, in particular donations. Administrative costs are to be covered in advance.

The Foundation may allocate its funds to free or earmarked reserves or to the basic assets in accordance with § 62 (4) of the German Fiscal Code (AO) within the limits permitted by tax law.

Profits from asset reallocations may be channelled to a reallocation reserve, which may be used to offset reallocation losses or released to increase financial resources or assets. Write-downs shall only be necessary in the event of realised asset losses or permanent impairment.

## **§ 6 Foundation Bodies**

The governing institutions of the Foundation are the Board of Directors and the Board of Trustees as well as the Council or, in accordance with § 11, several Councils.

The members of the Foundation's bodies shall in principle work on a voluntary basis. They are entitled to reimbursement of proven reasonable expenses and outlays. The Board of Trustees may decide on an appropriate lump-sum payment for the time and work performed by the members of the Board of Directors.

In the course of their activities, the members of the Foundation's bodies are only liable for wilful intent and gross negligence insofar as they work free of charge or receive remuneration for their activities that does not exceed € 840.00 per year. The amount of € 840.00 shall change as a consequence of a change in the corresponding amount laid down in § 31a (1) (1) of the German Civil Code.

A member of one governing institution may not at the same time be a member of another governing institution, provided, however, that § 9 (4) and § 11 (5) take precedence by way of exception.

## **§ 7 Board of Directors**

1. The first Board of Directors shall be appointed by the founders. After the first Board of Directors, the members of the Board of Directors shall be appointed by the Board of Trustees. Reappointments shall be permissible. The Board of Trustees may dismiss a member of the Board of Directors by a 3/4 majority of its members if there is good cause. Such cause may be, for example, gross breach of duty and inability to manage the business properly. The dismissal shall be effective until its invalidity is legally established.
2. The members of the Board of Directors shall be appointed for five years. If a member leaves before the end of his or her term of office, a new member shall be appointed for the full term. After the expiry of his or her term of office, the incumbent Board of Directors shall continue to manage the business until the new Board of Directors takes office.
3. The Board of Directors shall consist of at least three, but no more than five persons. It shall adopt its own rules of procedure. The members of the Board of Directors shall not receive any remuneration. The Board of Directors shall elect a Chairperson, a Deputy Chairperson and a Treasurer from among its members. These shall form the Board of Directors for the duration of its term of office.
4. The Board of Directors shall only be deemed to have a quorum if more than half of the Board members are present. Resolutions of the Board of Directors shall be adopted by a simple majority of votes. In the event of a tie vote, the Chairperson shall cast the deciding vote. Minutes shall be taken of the resolutions adopted at the meetings of the Board of Directors, which shall be signed by the Chairperson and one other member. All resolutions of the Board of Directors shall be recorded and kept for the duration of the Foundation's existence. Written resolutions or resolutions by way of electronic communication shall be permissible with the consent of all members of the Board of Directors. Circular resolutions or resolutions by way of electronic communication shall not be permitted for the appointment and dismissal of members of governing institutions or resolutions pursuant to § 13 of these Statutes.

## **§ 8 Duties of the Board of Directors**

1. The Board of Directors shall represent the Foundation in and out of court. It has the status of a legal representative.
2. The members of the Board of Directors have sole power of representation. Internally, the Treasurer of the Foundation's Board of Directors shall represent the Foundation acting alone; in the event that he or she is prevented from doing so, the Chairperson shall represent the Foundation.
3. The Board of Directors shall manage the business of the Foundation insofar as this does not involve tasks assigned to the Board of Trustees by these Statutes. Within the framework of the Foundation Act and these Statutes, the Board of Directors shall fulfil the will of the founders as effectively as possible. The tasks of the Board of Directors shall include in particular

- a) Spelling out the Foundation's purpose in concrete terms in special funding initiatives,
- b) The administration and management of the Foundation's assets,
- c) The preparation and implementation of the decisions of the Board of Trustees relating to the allocation of the Foundation's financial resources,
- d) Reporting and accounting on the activities of the Foundation,
- e) Appointment of a management, employment of staff, involvement of external consultants or experts, if this is required by a special task or the size of the Foundation.

## § 9 Board of Trustees

1. The Board of Trustees shall have a minimum of five and a maximum of 15 members. It shall adopt its own rules of procedure. Members of the Board of Trustees shall be appointed for a period of five years. The first appointment shall be made by the founders, and all further appointments through co-optation by the Board of Trustees. Reappointment shall be permitted. The Board of Trustees should include persons who have special expertise and experience with regard to the tasks of the Foundation. One member should be knowledgeable in financial and economic matters.
2. The Board of Trustees shall elect a Chairperson [President of the Foundation] and a Vice-Chairperson [Vice-President of the Foundation] from its ranks for a term of five years. Re-election shall be permitted. The Chairperson and Vice-Chairperson shall continue in office after the expiration of their terms until their positions are filled. The Chairperson of the Board of Trustees shall chair its meetings.
3. The Board of Trustees may dismiss individual members for good cause with a 3/4 majority of its members.
4. Members of the Board of Trustees may not be members of the Board of Directors. This shall not apply to the founders.
5. The Board of Trustees shall be deemed to constitute a quorum if it has been duly invited to the meeting and more than half of its members are present. The Board of Trustees may call in experts to prepare the resolutions. Resolutions shall generally be adopted by a simple majority of votes. In the event of a tie vote, the Chairperson shall cast the deciding vote. Written resolutions and digital meetings shall be permissible with the consent of the majority of the Board of Trustees. Circular resolutions shall not be permitted for the appointment and dismissal of members of the Board of Trustees or resolutions pursuant to § 13 of these Statutes.
6. Meetings of the Board of Trustees shall be convened by the Chairperson as required, but at least once a year. Meetings must also be convened by the Chairperson if at least half of the members of the Board of Trustees request such and provide a written statement of the grounds for such. The members of the Board of Trustees shall be invited to meetings in good time, but at least two weeks before the date of the respective meeting, in writing and while stating the agenda. Minutes shall be taken of each meeting.

7. Donors who effect a sub-foundation accepted by the Board of Trustees and who undertake to pay an annual donation in a deed notarised at their expense and who accept the Foundation's Statutes shall be deemed to be donors within the meaning of § 9 (1) if the Board of Trustees declares acceptance of the sub-foundation and the donation by means of a resolution and grants the donor the right to appoint a member of the Board of Trustees.
8. Upon the effectiveness of a revocation of a declaration of payment of the annual endowment, membership on the Board of Trustees of the member nominated by the revoking endowment donor shall expire, as shall the right of such endowment donor to nominate a member of the Board of Trustees.

## **§ 10 Duties of the Board of Trustees**

1. The Board of Trustees shall have the following tasks in particular:
  - Supervision of the activities of the Board of Directors,
  - Discharge of the Board of Directors,
  - Election and appointment of the members of the Board of Directors following those appointed by the founders,
  - Resolution on the allocation of funding,
  - Approval of the annual business plan to be prepared by the Board of Directors,
  - Approval of the annual accounts,
  - Appointment of the members of the Board of Trustees
2. The Board of Trustees is authorised to exempt the Board of Directors as a whole or individual members of the Board of Directors in general or in individual cases from the restrictions of § 181 of the German Civil Code (BGB) or to revoke the exemption.

## **§ 11 Council(s) of the Foundation**

1. The Foundation may have one Council or several Councils with different tasks for different specific areas and objectives.
2. Each Council shall have at least five members. It shall adopt its own rules of procedure and may establish ad hoc or long-term committees or commissions for specific areas and tasks. Council members shall be appointed for a period of three years. The first appointment shall be made by the founders, and all further appointments by the Board of Trustees. Reappointment shall be permitted.



3. The Council shall elect two co-chairs from among its members for a term of three years. Re-election shall be permitted. The co-chairs of the Council shall chair its meetings. The co-chairs shall remain in office after the expiry of their term of office until their position is filled.
4. The Board of Trustees may dismiss individual members of the Council for good cause with a 3/4 majority of its members.
5. Members of the Council may not be members of the Board of Directors. This shall not apply to the founders.
6. The Council shall be deemed to constitute a quorum with the votes of the members present and any votes submitted in writing. Resolutions shall be passed by a simple majority of votes cast. In the event of a tie vote, the votes of the co-chairs shall be decisive. Written resolutions and digital meetings shall be permitted with the consent of the majority of the Council members. Circular resolutions shall not be permitted for the appointment and dismissal of Council members.
7. The meetings of the Council shall be convened by the Co-Chairs. Minutes shall be taken of each meeting.

## **§ 12 Duties of the Council**

The Council shall in particular have the following tasks:

- Bringing in perspectives from expertise available through the Council members to provide impetus and advice to the Board of Trustees and the Board of Directors.

## **§ 13 Amendment of the Statutes, Dissolution**

1. Amendments to the Statutes, merger with another foundation or a conversion into a consumer foundation are permissible.
2. The government authority in charge of the Foundation must be informed within the relevant statutory periods after the resolution has been adopted of resolutions on amendments to the Statutes that do not affect the purpose of the Foundation or do not substantially change the organisation of the Foundation.
3. If fulfilment of the Foundation's purpose becomes impossible, the Board of Directors and the Board of Trustees may decide on a change of the Foundation's purpose by means of a 2/3 majority of the respective members appointed in accordance with the Statutes; during the lifetime of the founders, such decisions may only be taken with the vote of each and every individual founder. Any change in the Foundation's purpose should remain as close as possible to the original purpose of the Foundation.
4. Dissolution of the Foundation shall only be possible if a realisation of the Foundation's purpose becomes impossible or no longer seems reasonable due to altered circumstances.

5. Resolutions according to clauses 1 to 4 must be adopted by the Board of Directors and the Board of Trustees with a 2/3 majority each; during the lifetime of the founders, such resolutions may only be passed with the vote of each individual founder.
6. Resolutions pursuant to sections 2. and 5. shall generally require the approval of the government authority in charge of the Foundation.
7. In the event of the dissolution or termination of the Foundation or in the event of the discontinuation of the tax-privileged purposes, the assets of the Foundation shall pass in equal shares to Berlin Brandenburgische Akademie der Wissenschaften BBAW, Jägerstrasse 22/23, 10117 Berlin, Germany and to Deutsche Akademie der Naturforscher Leopoldina e.V. - Nationale Akademie der Wissenschaften, Jägerberg 1, 06018 Halle, Germany, which shall use such for purposes according to § 2 or directly and exclusively for other non-profit purposes.

#### **§ 14 Supervisory Jurisdiction over the Foundation**

1. The government authority in charge of the Foundation is the district government of Münster.
2. The government authority in charge of the Foundation must be informed immediately about any changes in the composition of the Foundation's bodies and of any other significant matters. Likewise, the further obligations of instruction, notification and approval applying with the government authority in charge of the Foundation are to be observed. If so requested, the government authority in charge of the Foundation is to be informed at any and all times about any and all matters concerning the Foundation. The annual financial statements must be submitted to the government authority in charge of the Foundation without being requested to do so.

#### **§ 15 Position of the Tax Office**

Without prejudice to the approval obligations arising from the German Foundation Act (Stiftungsgesetz), resolutions on amendments to the Statutes and on the dissolution of the Foundation must be notified to the tax office having jurisdiction. In the case of amendments to the Statutes that affect the purpose of the Foundation, a statement from the tax office regarding tax concessions must be obtained beforehand.

#### **§ 16 Entry into Force**

The Statutes shall enter into force on the day the Foundation is recognised.

Berlin, October 3, 2021