

**FOUNDATION  
HEALTH ON THE NET  
(HON)**

**CHARTER**

**ARTICLE 1**

Under the name :

“Health On the Net (HON)”

is constituted a non-profit making private law foundation (“hereinafter “the foundation”), in the meaning of articles 80 et seq. of the Swiss Civil code and of the present Charter.

**ARTICLE 2**

The registered head office of the Foundation is in Geneva.

The Foundation is constituted for an unlimited period.

**ARTICLE 3**

The purpose of the Foundation is to advance the development and application of new information technologies, notably in the field of health.

To implement this purpose, the Foundation may, in Geneva, in Switzerland and throughout the World, engage researchers and developers, create, participate in and/or manage public or private research projects and operational activities, invest in new or existing enterprises whose activities are related to the purpose of the Foundation.

The implementation will be the responsibility of the Council.

**ARTICLE 4**

Upon its constitution, the Foundation is endowed with a capital of Sfr. 100,000.--

The Foundation may receive, at any time, donations, subsidies, contributions, allowances, gifts and legacies.

## **ARTICLE 5**

To implement its purpose, the Foundation disposes of the resources referred to in Article 4 hereabove and the revenues obtained from its activities, its investments or from its intellectual property rights on technological innovations.

As a general rule, the Foundation will undertake its activities in specific well-defined projects.

## **ARTICLE 6**

The bodies of the Foundation shall be;

- a. The Council
- b. The Executive Committee
- c. The Advisory Board
- d. The Auditors

By-laws which specify the mode of constitution, the composition, the organisation and the powers of the Foundation's bodies are adopted by the Council and submitted to the approval of the Supervisory Authority.

The Council, composed of at least three members, is the supreme organ of the Foundation.

The Executive Committee, composed of at least three members appointed by the Council, shall take appropriate measures to attain the purpose of the Foundation and shall attend to the day-to-day management of the Foundation.

The Advisory Board, composed of at least three members appointed by the Council, will advise the Foundation on areas requiring development and make recommendations regarding appropriate activities.

The Auditors, appointed by the Council from outside its membership, shall examine the Foundation's accounts.

## **ARTICLE 7**

The Council may create committees in order to ensure an additional control for particular projects. The Council will determine in each specific case the composition and the powers of such committees.

## **ARTICLE 8**

The Council may ensure the Foundation's presence outside Switzerland under an appropriate legal form enabling the achievement of the purpose defined in article 3 hereabove.

## **ARTICLE 9**

The members of the Council are not personally liable for the commitments of the Foundation which are guaranteed exclusively by the Foundation's assets.

## **ARTICLE 10**

The Foundation shall be dissolved on the grounds stipulated by law.

In case of dissolution of the Foundation, its assets will be transferred, following the proposal of the Council, to an institution or institutions pursuing similar objectives subject however to the approval of the Supervising Authority, and in no case will they be returned or utilised wholly, in part, or in any way to the financial gain of the Founder.

In case of the dissolution of the Foundation, no liquidation measure may be taken without consent of the Supervisory Authority which takes its decision on the basis of a motivated written report.

Geneva 8 May 1996

Translation of original French version signed by Mr Guy-Oliver Segond and witnessed by Michel Gampert