

Statutes of the Fundació Institut d'Educació Contínua

(Adapted to Law 4/2008, of 24 April, of the third book of the Civil Code of Catalonia)

PART I

Name, nature, duration, domicile, scope of action and legal regime

Article 1. Name, nature and duration

The Foundation is a non-profit entity whose assets, returns and resources are permanently directed towards the realization of the purposes of general interest provided for in these statutes. The foundation is designated as Fundació Institut d'Educació Contínua (hereinafter, the Foundation).

The Foundation is permanent and is constituted with an indefinite duration.

Article 2. Address

The domicile of the Foundation is registered as in the city of Barcelona Carrer Balmes no. 132. The Board of Trustees may change the domicile of the Foundation by means of an agreement adopted in accordance with the provisions of these Statutes, provided that it is located in the territory of Catalonia.

Article 3. Scope of action

The Foundation carries out its functions mainly in Catalonia. However, it can also act in other territorial areas, both in Europe and on a global scale.

Article 4. Legal regime

The Foundation is a legal person with full legal capacity and can act for the granting of the Foundation's Charter in public deed and registration in the Register of Foundations of the Generalitat de Catalunya.

The Foundation is governed by the declarations contained in the Foundation's Charter, by the legal provisions that are applicable to it, by those established in these statutes and by the agreements adopted by the Board of Trustees in the exercise of its functions.

PART II

Foundation's purposes and activities

Article 5. Foundation's purposes

The purpose of the Foundation is to promote progress in society and contribute to it by training technicians and professionals in their specific professional field and expanding their scientific and cultural academic knowledge.

The Foundation aims to study and teach in the fields of higher education and lifelong learning, as well as research and knowledge transfer, in matters of management and administration of private and public entities, law, economics and social sciences in general.

Thus, the Foundation, in the best international tradition of schools in the area of management and business, and pursuing the highest standards of modernization, international homologation and quality, aspires to carry out training projects in different areas and formats in higher education, in accordance with current legislation, aware of the need to train a type of modern, effective and human management that provides leadership for a new way of understanding business.

Article 6. Activities

For the achievement of the Foundation's purposes, the Foundation carries out the activities that the Board of Trustees deems necessary directly and/or in collaboration with other entities, institutions or persons, in accordance with the provisions of the regulations on foundations.

Specifically, in order to carry out the Foundation's purpose, the Foundation develops the activities listed below, which are indicative and in no way limiting in nature:

- a) The training of technicians, professionals and managers, especially among university graduates.
- b) The provision of studies leading to an official qualification and/or one of the organization's own qualifications, through the university affiliation formulas provided for in current legislation.
- c) Collaboration with the Pompeu Fabra University in teaching tasks through the organization of lifelong training studies, as well as courses and activities to extend university culture, and summer courses.
- d) The provision of services to the Public Administration through agreement, contract, agreement, concession or authorization, as well as the provision of services to the private sector in those matters that are proper to the Foundation's objectives.

- e) Research and the transfer and dissemination of knowledge.
- f) The promotion of the teaching and research of the Pompeu Fabra University through the subsidy of study and teaching, research, and by offering university or cultural activities.
- g) Any other activities not mentioned that contribute to the achievement of the Foundation's objective.

The activities related to the Foundation's purposes must be carried out according to the rules that regulate them specifically, by obtaining, where appropriate, the relevant permits or licences.

Article 7. Basic rules of good corporate governance and business ethics

The organization and operation of the Foundation will be carried out in accordance with the set of rules of action, ethical principles and regulations that guide the actions of the members of the governing bodies and professionals in the development of the functions through which the purposes of the Foundation are materialized, in order to achieve the greatest effectiveness in their management.

As such, the governing bodies of the Foundation will prepare and approve all the documents and/or codes that are necessary to regulate the rules of conduct of the members of the governing bodies of the Foundation, as well as the rules of good practice in the management of the Foundation.

Article 8. Basic rules for the application of resources to the purposes

The income and other annual revenue obtained by the entity must be destined to the fulfilment of the Foundation's purposes within the limits established by current legislation.

The Foundation can carry out all kinds of economic activity, acts, contracts, legal operations and businesses, without any restrictions other than those imposed by the applicable legislation.

Article 9. Basic rules for determining beneficiaries

All natural and legal persons, public or private, who are related to the purposes of the Foundation may be beneficiaries of the Foundation and enjoy its services and benefits. The specific designation of the beneficiaries will be decided freely by the Board of Trustees, in accordance with the principles of general interest, impartiality and non-discrimination.

PART III

Economic regime

Article 10. Assets of the Foundation and economic activities

The assets of the Foundation are linked to the fulfilment of the Foundation's purposes. The assets are made up of:

- a) the founding capital, constituted by the initial endowment, which is recorded in the Foundation's Charter;
- b) all goods and rights of economic content that the Foundation accepts and receives in order to increase the founding capital, and
- c) all income, yields, rents and products, and other assets incorporated into the assets of the Foundation due to any title or concept.

Article 11. Disposition and duty of reinvestment

11.1 The assets that make up the endowment and those intended directly for the fulfilment of the Foundation's purposes may only be disposed of or recorded for consideration respecting the conditions imposed by the founders or the contributors. The product obtained by their alienation or encumbrance must be reinvested in the acquisition or improvement of other assets, applying the principle of real subrogation.

11.2 If there are exceptional circumstances that prevent fully or partially fulfilling the duty of reinvestment, the Board of Trustees, before carrying out the act of disposition, must submit a statement of responsibility to the Protectorate stating that these circumstances are occurring and must provide a report signed by independent experts that certifies the need for the act of disposition and the reasons that justify non-reinvestment. It must also justify the destination given to the product that is not reinvested, and which must always be within the purposes of the Foundation.

11.3 The necessity and suitability of direct or indirect disposition or encumbrance operations must be justified and documented. The Board of Trustees, before undertaking any acts of disposition, must have all appropriate information in order to responsibly take the decision.

11.4 The prior authorization of the Protectorate of the Generalitat de Catalunya is required to undertake acts of disposition, encumbrance or extraordinary administration in the following cases:

- a) If the donor has expressly demanded it.
- b) If a statutory provision so requires it.

- c) If the assets or rights subject to disposition have been received from public institutions or have been acquired with public funds.

11.5 The Board of Trustees may make, whenever necessary and in accordance with what is advised by the economic situation and current legislation, appropriate modifications to the investment of the founding assets.

11.6 For the performance of acts of disposition on the assets and rights that constitute the founding assets and for the acceptance of inheritances, legacies or other assets and rights capable of being integrated with the founding capital, a favourable vote of the Board of Trustees is required with a qualified majority of two thirds and compliance with the legally stipulated requirements.

11.7 When the acts of disposition, alienation or encumbrance require the adoption of a statement of responsibility, the favourable vote of two thirds of the total number of trustees will be required, without counting those who cannot vote due to conflict of interest with the Foundation.

Article 12. Accounting and documentation regime

The Foundation must keep a diary book and an inventory book and annual accounts.

The Board of Trustees of the Foundation must undertake the inventory and must prepare the annual accounts simultaneously and on the closing day of the financial year, in accordance with the generally accepted accounting principles and with the provisions that are applicable in each case.

The financial year closes on 31 August.

The Board of Trustees must approve the annual accounts within six months following the closing date of the financial year, and they must be submitted in the legally required manner to the Protectorate of the Generalitat de Catalunya for deposit within 30 days of their approval.

The Board of Trustees must approve and present, in relation to temporary financial investments made in the securities market, an annual report on the degree of compliance with the code of conduct to be followed by non-profit entities, in accordance with current regulations or with the provisions of the regulatory authority.

Article 13. Annual resources

The annual financial resources of the Foundation must be composed of:

- a) the income and returns produced by the assets,

- b) credit balances that may result from the Foundation's activities and
- c) grants and other subsidies received for this purpose that are not to be included in the founding capital.

Article 14. Mandatory application

The Foundation must allocate at least seventy per cent of the annual net income and other revenue obtained to the achievement of the Foundation's aims. The rest must be used either for the deferred fulfilment of purposes or for increasing its own funds. The Board of Trustees must approve the application of the income.

If the Foundation receives goods and rights without their destination being specified, the Board of Trustees must decide whether to integrate the endowment or to apply them directly to the achievement of the Foundation's purposes.

The application of at least seventy percent of the income to the fulfilment of the Foundation's purposes, must be effective within four years from the beginning of the year following its crediting to accounts.

Article 15. Operating expenses

The expenses derived from the operation of the Board of Trustees and its delegated bodies, not counting for this purpose the cost of the management or management functions, may not exceed 7% of the net income obtained during the year.

Article 16. Participation in companies

The Foundation may set up companies and participate in them without the need for prior authorization, unless this entails the assumption of personal responsibility for company debts.

The Foundation must notify the Protectorate within 30 days of the acquisition and holding of shares or company stock that confers, directly or indirectly, control of companies that limit the responsibility of the partners.

In any case, the administration of companies by the Foundation must be compatible with the fulfilment of the Foundation's purposes.

PART IV

Governing and administrative bodies

Article 17. Bodies

The governance, administration, management and representation of the Foundation, in accordance with the provisions of these Statutes, corresponds to the following bodies:

- a) The Board of Trustees.
- b) The Governing Council.
- c) The Director-General.
- d) The Manager.

The above bodies shall form their wishes by means of decisions or agreements adopted in accordance with these Statutes. The aforementioned bodies may delegate the functions they have been entrusted with to some of their members or other bodies, within the limits established in the Law or in these Statutes. This delegation will in no case exempt them from their responsibility.

Article 18. The Board of Trustees

The Board of Trustees is the governing and administrative body of the Foundation, represents and manages it, and assumes all the powers and functions necessary for the achievement of the Foundation's purposes, notwithstanding any delegations carried out by it in accordance with these Statutes and current legislation.

Article 19. Composition of the Board of Trustees and requirements for membership

The Board of Trustees is a collegiate body that has a maximum of 28 members, of which more than half will be natural or legal persons of a private nature. It will be made up of the Chairman, two Vice-Chairmen and up to 25 Members.

The Board of Trustees may be composed of natural or legal persons. Natural persons must comply with the following requirements: have the capacity to act fully, not be prohibited or incapable of exercising public functions or positions or to administer property and not have been convicted of crimes against property or against the socioeconomic order or for crimes of dishonesty.

Legal persons must be represented on the Board of Trustees, in a stable manner, by the person to whom this function falls in accordance with the rules that regulate them, or by the person designated for this purpose by the corresponding competent body.

Article 20. Appointment, renewal and exercise of office

The members will be appointed as follows: up to a maximum of 9 by Pompeu Fabra University and the rest up to a total of 28 trustees by agreement of the Board of Trustees, adopted by a majority of its members, at the proposal of the Governing Council, from natural or legal persons (national or foreign) who are representatives of the socio-economic reality or who are related to or collaborate in activities of the Foundation, and who do not have the status of staff at the service of Pompeu Fabra University.

Private trustees will adequately represent the business, the economic and the knowledge society community.

Trustees hold their positions for a period of four years and are re-electable indefinitely for periods of equal duration. Trustees who at the time of the end of their mandate have a collaboration agreement in the activities of the Foundation may see that mandate renewed for a new period of four years.

Those trustees who, for any reason, resign before the end of the period for which they were appointed, may be replaced by appointment of the Board of Trustees. The substitute person will be appointed for the time remaining of the term of office of the replaced trustee, but may be re-elected under the same terms established for the rest of the members.

The members of the Board of Trustees enter into office after having expressly accepted the position through any of the forms established in the applicable legislation.

Article 21. No recompense

The trustees exercise their position free of charge, notwithstanding their right to be reimbursed for duly justified expenses and indemnified for damages caused by the performance of the functions of the position.

Trustees may establish a paid employment or professional relationship with the Foundation provided that the legally established requirements are met.

Article 22. Powers and delegation of functions

The Board of Trustees is responsible for all the powers that it has statutorily attributed and, in general, those required for the achievement of the Foundation's purposes, without any exceptions other than those established in the applicable legislation and in these Statutes.

The Board of Trustees may delegate its functions in accordance with these Statutes and the applicable legislation. In any case, the following powers are non-delegable and correspond to the Board of Trustees exclusively:

- a) Modification of the Statutes.
- b) The merger, division or dissolution of the Foundation.
- c) The preparation and approval of the budget and the documents that make up the annual accounts.
- d) The acts of disposition of assets that, together or individually, have a value greater than one twentieth part of the assets of the Foundation, unless it is the sale of securities with official quotation for a price that is at least the contribution price. However, proxies can be made for the granting of the corresponding act under the conditions approved by the Board of Trustees.
- e) The constitution or endowment of another legal person.
- f) The merger, division and transfer of all or part of the assets and liabilities.
- g) The dissolution of companies or other legal entities.
- h) Those powers that require the authorization or approval of the Protectorate or the adoption and formalization of a statement of responsibility.
- i) The adoption and formalization of statements of responsibility.

The following are powers of the Board of Trustees, and are indicative and in no way limiting in nature:

- a) the preparation and approval of the budget and the documents that make up the annual accounts,
- b) the preparation and approval of the Foundation's corporate report,
- c) the approval of the general strategy and objectives of the Foundation and the affiliated centre,
- d) the approval of the management of the Director-General and their entire management team,
- e) the ratification of the creation, functioning and composition of the governance committees on the proposal of the Governing Council,
- f) propose to the rector of the Pompeu Fabra University, the appointment of the director of the affiliated centre,
- g) the appointment of the Foundation's data protection officer,
- h) the appointment of the Foundation's compliance officer,
- i) the appointment of the members of the Governing Council,
- j) the review of the governance model,

- k) grant and revoke powers in favour of the Chairman of the Foundation and the Director-General,
- l) approve the incorporation of new members to the Board of Trustees on the proposal of the Governing Council,
- m) approve the Foundation's investments,
- n) appoint and dismiss the Director-General on the proposal of the Chairman,
- o) appoint and dismiss the Chairman, if necessary, on the proposal of the rector,
- p) represent the Foundation in all kinds of relations, acts and contracts of any nature before the State, the Autonomous Communities, local bodies, centres and dependencies of the Administration, courts, magistrates, corporations, boards, bodies, societies, legal or natural persons, public or private persons of all kinds, exercising all rights, actions and exceptions and following the procedures, instances and resources and all procedures, files, claims and judgements that involve the Foundation or are in its competence, granting for this purpose the powers it deems necessary,
- q) acquire by any title goods and rights for the Foundation and carry out all kinds of acts and contracts of acquisition, possession, administration, disposal and encumbrance on tangible property and real estate, including those relating to the constitution, modification and total and partial cancellation of mortgages, redemption and release of real rights and other acts of strict ownership, all subject to the limitations indicated by current legislation,
- r) be bound in the name and on behalf of the Foundation,
- s) collect, receive income, revenue, dividends, interest, profits and any product and benefits from the assets that make up the assets of the Foundation,
- t) make the necessary payments, including dividends and expenses necessary to collect, administer and protect the funds available to the Foundation at all times,
- u) carry out all kinds of foreign exchange and banking operations with public persons, bodies or entities, banking entities and private natural or legal persons; open, dispose of, maintain, close and cancel current accounts, credit or savings in any credit institution, public or private, signing stubs, cheques, promissory notes, transfers and any payment order against them; deliver, accept, guarantee, endorse, protest against, collect, discount, take, indicate and intervene in bills of exchange, commercial or financial, and any other document of business draft or traffic; arrange credit operations and take money on loan with personal, pledge or mortgage guarantee; sign, renew and cancel policies, rent safe boxes, and open, deposit, withdraw and cancel deposits,
- v) exercise directly, through the Chairman, the Director-General or the representative they appoint, rights of a political and economic nature that correspond to the Foundation as holder of shares and other tangible securities that belong to it,
- w) propose to the Protectorate the modification of the Statutes if necessary for the best fulfilment of the Foundation's purposes,

- x) any other attribution not listed above that is a consequence of the exercise of the purposes of the Foundation that are the responsibility of the Board of Trustees.

Article 23. Calls

The Board of Trustees meets in ordinary session at least twice a year, and compulsorily during the six months following the end of the year in order to approve the annual accounts of the previous year.

It must meet in extraordinary session, after call and at the initiative of its Chairman, as many times as they deem necessary for the proper functioning of the Foundation. It must also meet when requested to do so by a quarter of its members, and in this case the meeting must be held within thirty days of the request.

The calls will be made by the secretary at least five days before the meeting is due to take place.

The Board of Trustees will meet generally in person in the city of Barcelona or in any other place designated in the call.

Likewise, it may also meet by videoconference, multiconference or any other system that does not involve the physical presence of the Trustees.

In these cases, it will be necessary to ensure the identification of those attending the meeting, continuity in communication, the possibility of intervening in deliberations and the casting of the vote.

The meeting shall be held at the place where the Chairman is located.

In virtual meetings, those who have participated in the multiconference and/or videoconference will be considered as attending Trustees.

Article 24. Posts

The Chairman of the Board of Trustees corresponds to the rector of Pompeu Fabra University, to the person who exercises those functions, or to a UPF professor of recognized prestige and career who is an active Trustee of the Foundation, at the proposal of the rector. The Vice-Chairmen will be elected by the Board of Trustees, at the proposal of the Chairman, one from among the Trustees appointed by the Pompeu Fabra University and the other from among the other Trustees.

Article 25. The Chairman or Chairwoman

The Chairman and, in his/her absence, the Vice-Chairmen have the following powers:

- a) Institutionally represent the Foundation, directing the management and implementation of the agreements and guidelines adopted by its collegiate bodies.
- b) Call, fix the agenda and preside over, suspend and adjourn the sessions of the Board of Trustees and the Governing Council, as well as direct their deliberations.
- c) Decide, with casting vote, the outcome of a vote in case of a tie.
- d) Propose the appointment of the Director-General, the secretary/secretary of the Board of Trustees and, where appropriate, the members of those bodies that the Board has under their consideration.
- e) The other powers indicated in these Statutes and those that are expressly conferred by the Board, in accordance with the provisions of applicable regulations.

Article 26. The Secretary

The Secretary will be elected by the Board of Trustees on the proposal of the Chairman.

The Secretary convenes, on behalf of the Chairman, the meetings of the Board of Trustees and takes the minutes, keeps the book of minutes and delivers certificates with the approval of the Chairman or by order, in his absence, of the Vice-Chairmen.

Likewise, they perform the other functions that are inherent to their position and which these Statutes attribute to them.

Article 27. Deliberating and adopting agreements

The Board of Trustees is validly constituted at first call when at least two thirds of the number of Trustees attend the meeting, in person or represented in the legally permitted manner. For a second call, the attendance of half plus one of the members is necessary.

The members of the Board of Trustees may delegate their vote in writing to other trustees with respect to specific acts. If a Trustee is a Trustee because they hold a position in an institution, the person who can replace them according to the organizational rules of that institution may act on their behalf.

Each Trustee has one vote and the agreements are adopted, except in cases where the laws or these Statutes require a qualified majority, by simple majority of votes of the attendees, present and represented, at the meeting. In the event of a tie, the deciding vote of the Chairman is cast. It is understood that there is a simple majority when the votes in favour exceed the votes against, without counting abstentions, blank votes and null votes.

The Board of Trustees may invite the persons it deems appropriate to attend meetings, with voice but without vote.

The favourable vote of two thirds of the members of the board of trustees will be required for the adoption of the following agreements:

- a) Approval of the general strategy and objectives of the Foundation and the affiliated centre.
- b) Approval of the management of the Director-General and their management team.
- c) Approval of the Foundation's budget.
- d) Approval of the Foundation's corporate report.
- e) Approval of the Foundation's investments.

Article 28. Concerning the minutes

From each meeting, the Secretary must draw up the corresponding minutes, which must include the date, place, agenda, attendees, a summary of the matters dealt with, the interventions that have been requested to be recorded and the agreements adopted, with indication of the result of the votes and majorities.

The minutes must be drafted and signed by the Secretary with the approval of the Chairman and can be approved by the Board of Trustees after the corresponding session has been held or at the next meeting. However, the agreements have executive force after their adoption, except if it is expressly provided for, at the time of adoption of the agreement, that they do not have executive force until the approval of the minutes. If they need to be registered, they have executive force from the moment of registration.

The Foundation must keep a book of minutes in which all minutes that have been approved by the Board of Trustees are recorded.

Article 29. Conflict of interests

In order to avoid conflicts between the Foundation and the Trustees, the following rules of good governance are established:

- a) The Trustees must refrain from intervening in the deliberations and votes on proposals for appointment, re-election or termination of their positions, as well as in any other matter in which they may have a particular interest or of the entity they represent or for which they may be affected, excluding the number of members attending for the purpose of quorum computation and majorities.

- b) Trustees must refrain from establishing any commercial relationship with the Foundation, if these activities may compromise objectivity in the economic management of the Foundation.
- c) Trustees must communicate to the Board of Trustees their participation, even if free of recompense, in organizations that have the same or similar purposes as the Foundation.
- d) Trustees may not make use of their status as Trustees to obtain any kind of economic gain or other personal benefit.
- e) The Trustees of the Foundation may not take advantage, for their own benefit or for the benefit of linked persons, as defined in the Civil Code of Catalonia, of the business opportunities they come to know by reason of their position, unless the Foundation rejects the business proposal and the Board of Trustees authorizes the Trustee or Trustees to take advantage of the operation.

Article 30. Termination

1. Trustees shall cease to hold their position for the following reasons:

- a) Death or declaration of absence, in the case of natural persons, or extinction, in the case of legal persons.
- b) Inability or disqualification.
- c) Termination of the person in office by reason of which they were part of the Board of Trustees.
- d) Ending of the term of office, unless renewed.
- e) Resignation notified to the Board of Trustees.
- f) Firm judicial sentence that declares responsibility for damages against the Foundation or that decrees the removal of the position.
- g) Others which are established in law or by the Statutes.

2. Resigning the position of Trustee must be done through any of the forms established for the acceptance of the position, but only takes effects with regard to third parties when it is registered in the Registry of Foundations.

Article 31. The Governing Council

The Governing Council is the ordinary governing body of the Foundation and is made up of the Chairman of the Board of Trustees, the Vice-Chairmen of the Board and up to six members appointed by the Board of Trustees, one of them from among the Trustees appointed by Pompeu Fabra University, and the rest of the Trustees who are

natural and/or legal persons of a public or private nature, highly qualified and strategy-oriented, preferably with international experience, with a special executive capacity and a minimum of greater availability in order to attend the meetings of the Governing Council.

The Secretary of the Governing Council, who may not be a member of this body, and who will act with voice but without vote, will be appointed by the Governing Council, on the proposal of the Chairman. In the absence of an express designation, whomsoever is Secretary of the Board of Trustees will act.

The members of the Governing Council will exercise their office for a period of four years, which will be considered renewed for equal periods until the Board of Trustees determines a replacement or renewal.

Other people who are invited may attend the meetings of the Governing Council of the Foundation. They may attend these meetings with voice but without vote.

The Chairman shall convene the Governing Council, chair its sessions, lead the debates and be its permanent representative for the purpose of executing its agreements.

The Secretary will be in charge of the Council's minutes book and issue certifications with the approval of the Chairman.

The Governing Council shall meet as many times as deemed appropriate by the Chairman, who shall convene it at least three times a year or at the request of one third of the members of the council.

The calls will be made by the secretary at least five days before the meeting is due to take place. The agreements will be decided by simple majority of votes and will be recorded in the minutes of the session that will be taken by the Secretary.

The meeting will be valid when at least two thirds of the members of the council attend the session, on the first call, and on a second call, at least half plus one of the members.

Article 32. Functions of the Governing Council

The functions of the Governing Council are:

- a) Approve and supervise the activities of the Foundation, and the economic study that allows activities to be complied with, upon the proposal of the Director-General.

- b) Approve the financial investment policy, supervise its results, and set up and supervise the audit and investment committee if this is necessary.
- c) Appoint the members of the Council for Studies upon the proposal of the Chairman.
- d) Supervise the preparation of the annual accounts, the budget and its liquidation, and pass them to the Board of Trustees for approval.
- e) Establish the regulations of any order that it deems appropriate.
- f) Ensure directly, or through the persons to whom it delegates, the successful application of the investments that the Board of Trustees has agreed in relation to the purposes of the Foundation, and direct, regulate and inspect all the services that are created to achieve the Foundation's purposes, as well as their operation and administration.
- g) If these exist, selection of the members of the quality committee and the audit and investment committee upon the proposal of the Director-General.
- h) Inform the Board of Trustees, through the Chairman, of the most relevant decisions taken at the meetings of the Governing Council.
- i) Any other power and function that, notwithstanding those corresponding to other organs of the Foundation, are proper to the character of governing body that it holds.

The Governing Council may delegate all or part of the powers to one of its members or to the general management. Likewise, it may create commissions for the performance of specific functions, holding the powers it determines in each case.

Article 33. The Director or Director-General

The Director-General will be appointed by an absolute majority of the members of the Board of Trustees, upon the proposal of the Chairman, among those persons qualified to exercise the office. The Board of Trustees may revoke the appointment at any time, by a favourable vote of the absolute majority of its members.

Their remuneration shall be that established by the Governing Council.

The Director-General will attend the sessions of the Board of Trustees with voice, but without vote, unless they are already a Trustee. They shall also attend the sessions of the Governing Council with voice, but without vote, unless they are a Trustee and have been appointed as a member of the Governing Council.

Article 34. Functions of the Director-General

The functions of the Director-General are those that are delegated to them at any time by the Board of Trustees and the Governing Council, and those of an executive nature, as detailed below:

- a) Propose to the Governing Council, on an annual and triennial basis, the general strategy and objectives of the Foundation, especially with regard to its modernization and internationalization strategy, the training offer, the markets where it operates and its pricing policy.
- b) Establish the organic and functional structure of the Foundation.
- c) Attend the meetings of the Board of Trustees and the Governing Council with voice, but without vote, if not a Trustee.
- d) Organize, control and modify the strategic management processes of the Foundation.
- e) Control and manage the resources allocated to each of the functional departments of which the Foundation is composed.
- f) Convene and chair the Executive Committee, the internal leadership body of the School.
- g) Ensure compliance with the agreements adopted by the Executive Committee, the Governing Council and the Board of Trustees.
- h) Lead and guide all the staff of the Foundation, paying attention, in this regard, to the needs that the Governing Council transfers to them.
- i) Approve, ultimately, all recruitment and dismissals of staff, regardless of the nature of the contracts.
- j) Exercise control of all administration of the human resources of the Foundation.
- k) Approve, ultimately, all commercial and other legal contracts that the Foundation agrees with its suppliers.
- l) Approve, ultimately, any settlement of invoices to suppliers.
- m) Ensure, ultimately, compliance with the policies and quality objectives of the Foundation.
- n) Prepare and present the annual accounts, the budget and its liquidation, and all the documentation that make up the annual accounts, within the deadline and in the appropriate form.
- o) Promote the establishment of relations with local, regional, state and community public administrations, as well as with university quality assessment bodies and national and international accreditation organizations.
- p) Take all decisions that need to be taken as a matter of urgency.
- q) All the functions delegated to them at any time by the Board of Trustees, the Chairman and the Governing Council.
- r) Manage and execute the agreements and guidelines adopted by the other organs of the Foundation, under the direction of the Chairman.
- s) Direct the services of the Foundation and the organizational functions that are necessary for the best achievement of the purposes of the Foundation.
- t) Prepare and propose action programmes annually to be developed by the Foundation.
- u) Prepare and present to the Governing Council the annual accounts, the budget and its liquidation and the rest of the documents required by current legislation, within the deadline and in the appropriate form.

In case of there being no person occupying the position of Director-General of the Foundation, a person designated for this purpose by the Board of Trustees will temporarily assume the Director-General's functions.

The Director-General will have sufficient powers, granted as a written power of attorney, to legitimize their actions with third parties.

Article 35. The Manager

The Governing Council, upon the proposal of the Director-General, may appoint a Manager who will report naturally to the Director-General. The appointment and dismissal will be made by simple majority of the members of the Governing Council, according to criteria of professional competence and experience. The person must be at least a university graduate.

In case of absence or illness, the Manager will be replaced in their duties by the area director they have previously nominated or, if they have not nominated any, by the person the Director-General designates.

Article 36. Functions of the Manager

The Manager shall:

- a) Direct the economic and accounting management of the Foundation, as well as direct the adequate performance of administrative tasks.
- b) Prepare the documentation that makes up the annual accounts.
- c) Formalize the recruitment of personnel and their dismissal, in accordance with the regulations that are applicable, and exercise the functions of administration of the human resources of the Foundation.
- d) Act as a contracting body in the terms delegated to them by the Board of Trustees.
- e) Ensure the good condition and functioning of the Foundation's assets and prepare inventories of goods.
- f) Establish the criteria for action that must allow an excellent administrative functioning of the Foundation and ensure compliance with safety, health and environmental, labour, commercial and criminal regulations in its field of action in order to facilitate and guarantee staff safe conditions in the exercise of their activities.
- g) Any other function delegated to them by the Director-General and/or expressly entrusted by the Governing Council or the Board of Trustees.

In case of not appointing a Manager of the Foundation, the functions that these Statutes reserve for them will be assumed by the Director-General.

PART V

Regulation of other organs

Article 37. The Council for Studies

The Council for Studies is the deliberative and consultative body of the Foundation that reviews academic programming and advises the Foundation in order to guarantee the academic quality of its offer in terms of execution and evaluation. Among other functions, the Council for Studies will discuss and ratify the admissions policy of the affiliated centre and the Foundation and the academic quality policy, upon the proposal of the Director-General and after consultation with the Dean's team. It is made up of seven members appointed by a simple majority of the members of the Governing Council, upon the proposal of the Chairman of the Foundation.

The Council for Studies is chaired by the Director-General, who will be a member of the Council for Studies with voice and vote.

The members of the Council for Studies are chosen among members of the academic community and business representatives from different sectors, in view of their relevant merits and knowledge in relation to the aims of the Foundation.

The Council for Studies will meet as many times as its Chairman deems appropriate, or when requested by a third of its members and will at least meet during the first quarter of each calendar year in order to know and advise on the academic programme of action for the following year.

The regime of calls and adoption of agreements will be the same as that established for the Board of Trustees of the Foundation in these Statutes. Agreements shall be adopted by a simple majority of votes.

Article 38. International Advisory Council

The International Advisory Council is the body that advises the Board of Trustees, in relation to the general and international strategy of the affiliated centre and the Foundation, providing external guidance and contributing to the strengthening of its international reputation.

The International Advisory Council is made up of relevant national or foreign professionals with international experience, especially in the world of academic institutions, and business representatives from different sectors.

The International Advisory Council shall be chaired by the Director-General and shall meet at least once a year.

PART VI

Statutory and structural amendments and dissolution

Article 39. Statutory and structural amendments and dissolution

The Board of Trustees, with the favourable vote of two thirds of its members, and prior express notice, may modify the Statutes, and agree to the merger, division or dissolution or extinction of the Foundation, with the authorization of the Protectorate in accordance with the applicable legislation.

In any case, in order to adopt agreements that modify the content of the Fifth and Sixth Articles, the majority established in the previous paragraph would need to contain the favourable vote of the Chairman.

Article 40. Causes for dissolution

The Foundation shall be dissolved for the following reasons:

- a) Full compliance with the purpose for which it has been constituted or the impossibility of achieving it, unless it is appropriate to modify it and the Board of Trustees agrees to the modification.
- b) Civil or criminal unlawfulness in its activities or purposes as declared by a firm judgement.
- c) Beginning of the liquidation phase of bankruptcy.
- d) Others which are established in law or by the Statutes.

Article 41. Procedure for the dissolution and destination of the assets

41.1. The dissolution of the Foundation requires the reasoned agreement of the Board of Trustees adopted in accordance with the provisions of Article 39 and must be approved by the Protectorate.

41.2. The dissolution of the Foundation opens the liquidation period, which must be carried out by the Board of Trustees, the liquidators, if any, or, subsidiarily, the Protectorate.

Extinction determines the global transfer of all assets and liabilities of the Foundation. This global transfer, once the assets and liabilities have been determined and, with the prior authorization of the Protectorate, of the remaining assets must be awarded to the Pompeu Fabra University, which will allocate them to teaching, research or university activities in the territorial area in which it operates.

41.3. If a global assignment cannot be made, the assets and liabilities must be liquidated, and if there is a result, the application established in Section 2 must be carried out.