



BYLAWS OF THE SPANISH FOUNDATION FOR
INTERNATIONAL COOPERATION,
HEALTH AND SOCIAL POLICY, P.S.F.

CHAPTER I

GENERAL PROVISIONS

Article 1.- Name and nature

The Spanish Foundation for International Cooperation, Health and Social Policy, P.S.F. (hereinafter, The Foundation) is a state sector foundation of public interest in the field of international cooperation for the development of health systems, social services and the promotion of equal treatment and non-discrimination in third countries.

Article 2.- Regulatory regime

The Foundation shall be governed by the will of its founders, stated in the current Bylaws by Act 50/2002, of 26 December, on Foundations; Royal Decree 1337/2005, of 11 November, by which the regulations of State Foundations are approved; Act 49/2002, of 23 December, on the Tax Regime of non-profit organisations and tax incentives for patronage; Royal Decree 1270/2003, of 10 October, by which the Regulations for the application of the tax regime for non-profit organisations and of the tax incentives for patronage is approved; Royal Decree 1611/2007, of 7 December, by which the Regulations of the State Foundations Register is approved; and by any other legal provisions of administrative, civil, trade or labour law that may apply, or provisions that may replace them while in force.

Article 3.- Legal personality and capacity

3.1. According to that set forth in Act 50/2002, of 26 December, on Foundations, once the Foundation has been registered in the Registry of Foundations it will have its own legal personality and full acting capacity and can therefore perform any actions necessary to fulfil its objectives, subject to that set forth in the legal system.

Therefore and without prejudice to authorisation by the Foundations Authority or to the communication to such, as appropriate according to that set forth in articles 21 and 22 of Act 50/2002, of 26 December, on Foundations, the Foundation may, including but not limited to, acquire, use, dispose of, tax and exchange all kind of properties, hold all kind of deeds and contracts, enter into obligations, waive and reach settlements on goods and rights, as well as to promote, oppose to, pursue and withdraw from any relevant proceedings and freely exercise all kind of rights, actions and exceptions before the ordinary and special Courts and Tribunals and bodies and agencies of the Government and any others of the State, Autonomous Community, Province, Municipality and other Corporations or Entities, both under Private and Public Law and, in general, perform all the acts necessary to achieve the Foundation's purposes in compliance with the legal provision.

3.2. The beneficiary of the Foundation will be the society in general.

3.3. The Foundation will be considered a instrument and technical service of the General Government and of its bodies and entities of public law, in the matters that constitute its purpose, being able to assume entrustments to perform all the activities foreseen in Foundation's objectives, as stated in article 8 of its bylaws, on behalf of the General

Government and its organisations and bodies of public law.

Within the framework of the service orders entrusted to it, it will perform the work, services, studies, projects technical assistance, tasks and any actions entrusted to it by the General Government, its bodies and entities of public law, as established herein.

The execution of the management services will be mandatory for the Foundation, and will be accompanied by the commissioning body to dictate the instructions necessary for their execution.

The management services will be remunerated; the fee or remuneration for the entrustment must cover the value of the service entrusted, taking into consideration for its calculation the direct and indirect costs and reasonable margins in line with the amount of the services, to cover for deviations and incidental expenses. The amount of the fee or retribution will be set by the competent body of the Ministry of Health, Social Services and equality.

The Foundation may not participate in public tenders called by the commissioning bodies in the fields in which these bodies can award commissions, without prejudice to it entrusting the service that is the purpose of the tendering in the event there no other tenderer participates.

Article 4.- Foundations Authority.

The Foundation complies with the Unique Foundation Authority by the General Government.

Article 5.- Address.

The Foundation will have Spanish nationality, and its registered address at Sinesio Delgado Street #6, Madrid.

The Foundation may also open branches at locations other than the abovementioned, informing the Foundations Authority.

Notwithstanding the aforementioned, the board of trustees may put forward a change of address, and immediately inform the Foundations Authority, in compliance with the current legislation. According to article 6.2^º of Act 50/2002, the Foundation will have its address where the headquarters of its board of trustees is located, or where they mainly develop their activities.

Article 6.- Sphere of activity and duration.

6.1. The Foundation may act both at a national and international level. It will be specially active in geographical areas where Spain has strong cultural, historical and economic links, such as Latin America, Equatorial Guinea and the Mediterranean countries.

6.2. The Foundation is set up on a permanent basis.

CHAPTER II

PURPOSE OF THE FOUNDATION

Article 7.- Purpose.

The Foundation has the purpose to design, promote and perform all the activities of collaboration and support to the operations carried out by the Ministry of Health and Social Services and Equality in the framework of the International Cooperation undertaken by Spain in the development of healthcare systems, social services and of the promotion of equality and non discrimination in countries in which it holds relations of cooperation.

Article 8.- Objectives.

The specific objectives of the Foundation (including, but not limited to), that form part of the stated purpose of the Foundation and executed to the extent and in the manner that they are included in specific programmes of such, are as follows:

- a) The training and improvement of political and social leaders, public administrators at an executive level and professionals related to the development of public healthcare policies, social services and the promotion of equal treatment and non-discrimination, of third countries, by providing both its own training and collaborating with other institutions.

In this sphere the Foundation:

1. Will promote Postgraduate and Specialized studies belonging to a diploma course or at Spanish universities and national schools of public health and social studies.
 2. Will organise and impart monographic courses of different duration periods, on matters related to the purpose of the activity.
 3. Will organise seminars, international meetings, congresses and gatherings on the different matters covered by purpose of the Foundation.
 4. Will develop its own educational material for programmes, courses, congresses, seminars, studies and other educational activities, which may be sold, loaned or handed over to third parties.
 5. Will cooperate in activities of similar nature as the foregoing and that can be organised or promoted by other institutions, administrations and Spanish or foreign universities, as well as by international organisations that develop international cooperation missions in that sphere.
- b) Research on issues of governance, administration and management of health systems, social services and promotion of equal treatment and non-discrimination. Likewise, the promotion of harmonization tasks that strengthen the development of social services, health and the promotion of equal treatment and non-discrimination. To this end, the Foundation will promote:
 1. The study and research of political, economic, administrative, social, educational, cultural, scientific and technological issues that affect the development and governance of the health systems and social services and the promotion of equal

treatment and non-discrimination, in the countries in which it is active.

2. The organisation of debate forums for experts, researchers, political leaders, civil servants and professionals, to debate and exchange experiences on any issues related to the Foundation's purpose.
 3. The agreement of incentives for research in the form of prizes, grants and other type of aid, according to the resources available and, in applicable, in collaboration with other public and private institutions.
 4. The creation of documentary and data collections related to the Foundation's objectives.
 5. The dissemination of documentation and information of interest related to its sphere of activity among universities, institutions and public bodies, as well as any other interested bodies, particularly in the Latin American, Mediterranean and European areas.
 6. The publication, in any written, computer environment, or audiovisual means, of all those works that support and develop the purpose of the Foundation.
 7. The Collaboration with any administration, institution, body or person in the development of researches, studies, or publications within the sphere of the Foundation's purpose.
- c) The technical assistance and consulting for political leaders, political or social parties, public or private institutions, as well as cooperation organizations related with health, social services and the promotion of equal treatment and non-discrimination, whether regional, national or international.

In this sphere the Foundation:

1. Will serve as a channel of communication between the requests it receives from third countries and the experts and Spanish or foreign bodies capable of and interested in developing the operations.
 2. Will present on its own initiative or on demand, cooperation projects and provide experts for the missions to be carried out.
 3. Will study possible sources of funding for actions and projects and, if necessary, it will raise or coordinate the funding from Spanish, European, and international public institutions or private entities.
- d) The work with national or foreign administrations, institutions, entities, organizations or persons that wish to cooperate in the development of policies to improve health, and social services and to promote equal treatment and non-discrimination, as well as the progress in harmonizing social and health rights in countries with whom Spain maintains relations of development cooperation, on any continent.
- e) The participation in cooperation projects for development and humanitarian aid. In this sphere the Foundation:

1. Will carry out technical missions to identify projects and/or programs.
 2. Will formulate the international projects and/or programs according to the requirements of the founder.
 3. Will execute the activities of the projects and/or programs being promoted or that will be entrusted to it.
 4. Will track and assess the projects and/or programmes.
- f) And any actions that contribute to improve the health, social services and the promotion of equal treatment and non-discrimination, of the population of those countries with which Spain maintains strong cultural, historic and economic ties. In this sphere, activities will be carried out with the aim of:
1. Spreading the Spanish experience in issues such as health-care and improvement of health, in order to give prestige and publicise the achievements of our National Health, Social Services and Equality Systems.
 2. Studying, analysing and spreading the needs in health care and social services and of the promotion of equality in treatment and non-discrimination of countries that are a priority for Spain.
 3. Knowing the activities of the Spanish institutions that operate in the field of international health-care and social cooperation.

Article 9.- Development of the Foundation objectives.

The development of the Foundation's objectives may be carried out, in accordance with the legal system applicable to state public sector foundations, and among other possible forms in the following ways:

- Directly by the Foundation.
- By participating and cooperating in the development of activities carried out by other public or private bodies that, in some way, may contribute to achieve the objectives or are complementary to or coincide with those of the Foundation.

The Foundation may specifically:

1. Enter into, manage and execute contracts, management agreements and collaboration and cooperation agreements with entities of any kind or nature, and institutions and organizations at a national or international level.
2. Design and execute health-care, social services and promotion of equal treatment and non-discrimination projects and programmes for international cooperation, directly or in association with third parties.
3. Participate in invitations to tender and competitions promoted by international or national financing agencies.

4. Advise in the design and assessment of international social and health-care cooperation projects.
5. Develop activities that disseminate knowledge, academic acts, seminars, etc. that give prestige to and spread a positive image of our National Health, Social Services and Equality Systems.

CHAPTER III

BASIC RULES FOR THE DETERMINATION OF BENEFICIARIES AND APPLICATION OF RESOURCES TO REACHING THE FOUNDATIONS OBJECTIVES

Article 10.- Determination of the beneficiaries.

The beneficiaries of the Foundation will be the persons and institutions that participate in the cooperation projects and training activities, or those who benefit from the technical assistance or consulting programs, as well as of researches or any other activity developed in accordance with these bylaws, and will be selected using impartiality and non-discrimination criteria.

The Foundation may obtain income through its own activities in order to cover part of its budgets, in accordance with that set forth in article 26 of Act 50/2002, of 26 December, on Foundations.

Article 11.- Use of revenue and income.

At least 70%, or any other percentage that may be legally established in the future, of earnings or any other income obtained by the Foundation after deducting taxes and expenses, must be allocated to meeting the Foundation's objectives; the remaining amount, with administrative costs deducted, must be allocated to increasing the endowment or to reserves. The contributions made or received as equity endowment, whether at the time of their provision or at a later moment, will not be computable in this section.

CHAPTER IV

CONCERNING BOARD MEMBERS

Article 12.- Acceptance of the position of Board Member.

Board Members will carry out their duties after having expressly accepted the position in a public record, in a signed and notarized private agreement or by appearance in the Foundations Register.

The acceptance may also be made effective before the Foundation Board of Trustees and certified by the Secretary with a notarised signature.

In any case, the Foundations Authority shall be formally notified of the acceptance, which will be registered in the Foundations Register.

Article 13.- Term of office.

The board members will exercise their mandate insofar as they hold a post by virtue of which they have been appointed members of the Board of Trustees.

The board members appointed in compliance with article 17.3 of the bylaws will exercise their mandates for three years.

The Board of Trustees may revoke the mandates of board members appointed according to article 17.3 of the bylaws by agreement by a majority of two-thirds of its members.

Article 14.- Rights and obligations of the members of the Board of Trustees.

The members of the Board of Trustees must perform their duties with the due diligence of a trustworthy representative.

Board members will be jointly and severally liable to the Foundation for any damages they themselves or their representatives may cause due to actions that are unlawful or contrary to the bylaws, or for any actions carried out without due diligence. This liability will be exonerated in the terms set forth in article 17.2 of Act 50/2002, of 26 December, on Foundations.

The liability will be established in the name of the Foundation and before a judicial authority:

- By the Foundation's governing body, prior to a reasoned agreement of such in which the affected board member will not participate.
- By the Foundations Authority in the terms set forth in article 35.2 of Act 50/2002, of 26 December, on Foundations;
- By the dissenting and absent board members in the terms set forth in article 17 .2 of Act 50/2002, of 26 December, on Foundations,
- By the founder, provided he/she is not a board member.

All the board member posts will be trustworthy and honorary. Consequently, the board members will therefore perform them without compensation and will not be remunerated for exercising their posts.

Notwithstanding the preceding, they will be entitled to the reimbursement of the travel and lodging expenses resulting from the attendance to Board meetings and any others that may arise in the fulfilment of any specific mission assigned to them in the name or interest of the Foundation.

In accordance with article 28 of Act 50/2002, of 26 December, on Foundations, the board members may enter into contract with the Foundation, whether in their own behalf or that of a third party and with the previous authorization of the Foundations Authority that will be extended to the natural person acting as representatives of the board members.

Article 15.- Replacement, cessation and suspension of board members.

The replacement, cessation and suspension of board members will result from the causes

established in article 18 of Act 50/2002, of 26 December, on Foundations, and will be registered in the Foundations Register.

CHAPTER V **CONCERNING THE GOVERNANCE OF THE FOUNDATION**

Article 16.- The Board of Trustees.

The Board of Trustees is the body responsible for governing and representing the Foundation, as well as of supervising the compliance of the Foundation's objectives and of the appropriate administration and management of the assets that form its patrimony.

Article 17.- Composition of the Board of Trustees.

17.1. The Plenary Board of Trustees will be composed of:

- The Chairman, held be the incumbent at the Ministry of Health, Social Services and Equality.
- The first Vice chairman, held by the incumbent at the Health and Consumption General Secretariat of the Ministry of Health, Social Services and Equality.
- The second Vice Chairman, held by the incumbent at the Under-secretariat of the Ministry of Health, Social Services and Equality.
- The committee members:
 - The incumbent at the State Secretariat of Social Services and Equality of the Ministry of Health, Social Services and Equality
 - The incumbent at the General Technical Secretariat of the Ministry of Health, Social Services and Equality
 - The incumbent at the Government Deputy's Office for Gender-based Violence of the Ministry of Health, Social Services and Equality
 - The incumbent at the Directorate General for Equality of Opportunities of the Ministry of Health, Social Services and Equality
 - The incumbent at the Directorate General of Family and Children's Services of the Ministry of Health, Social Services and Equality
 - The incumbent at the Directorate General for the Support of Disabilities policies of the Ministry of Health, Social Services and Equality
 - The incumbent at the Government Deputy's Office for the National Plan on Drugs of the Ministry of Health, Social Services and Equality
 - The incumbent at the Directorate General of the Institute of Senior Citizens and Social Services
 - The incumbent at the Youth Institute
 - The incumbent at the Directorate General for Public Health, Quality and Innovation

of the Ministry of Health, Social Services and Equality

- The incumbent at the Directorate General for Professional Regulation of the Ministry of Health, Social Services and Equality
- The incumbent at the Directorate General of Basic Portfolio Services of the National Health and Pharmacy System of the Ministry of Health, Social Services and Equality
- The incumbent at the Presidency of the Spanish Medicines and Health Products Agency
- The incumbent at the Spanish Agency for International Cooperation and Development
- The incumbent at the Directorate of Cooperation for Latin America and the Caribbean of the Spanish Agency for International Cooperation and Development
- The incumbent at the Directorate of Cooperation for Africa, Asia and Eastern Europe of the Spanish Agency for International Cooperation and Development
- The incumbent at the Directorate of Multilateral, Horizontal and Financial Cooperation of the Spanish Agency for International Cooperation and Development
- The incumbent at the Directorate of the Health Institute "Carlos III"
- The incumbent at the Directorate General of Macroeconomic analysis and International Economy of the Ministry of Economy and Competitiveness

The Secretary of the Board of Trustees: This post shall fall to the incumbent at the Directorate General of the Foundation, who will act with voice yet without vote. In the event of vacancy, absence or illness the person responsible for the Secretariat, will be replaced by the board member with the least seniority on the Board of Trustees or if applicable, the one of lesser age if both have the same seniority.

17.2. The Chairman of the Board may appoint a senior official from the General Government or any other local Government for him/her to form part of the Board of Trustees as member of the plenary session and the Standing Committee.

17.3. The Board of Trustees, by means of an agreement adopted by a majority of two-thirds of its members, may appoint as a board member any natural or legal person, public or private, related to the Foundation's objectives or its funding.

17.4. The board members may delegate their representation to any other member of the board.

17.5. The Board of Trustees will not exceed 27 members.

Article 18.- Competencies of the Board of Trustees.

With strict adherence to the current regulations, the functions of the Board of Trustees will be as follow:

1. To set action criteria within the framework established in its bylaws.
2. To adopt the measures and provisions that guarantee the best compliance of the objectives established.
3. To approve the annual budget with its corresponding operations and action plan.
4. To approve the inventory, balance sheet, the profit and loss statement, the annual report and the settlement of the budget and other accounting documents.
5. To appoint the person responsible of the Board's Secretariat, in the terms set forth in article 17.1.
6. To hire or dismiss the Director of the Foundation.
7. To adopt the agreements on provision and encumbrances for the movable and immovable property, which constitute the assets of the Foundation.
8. To award works, services and supply contracts and any others necessary to meet its objectives, provided that their amount is greater than 300 thousand euros.
9. To agree to carry out any appropriate actions and exceptions, as well as to execute any legal and administrative resources and claims in defence of the rights and interests of the Foundation.
13. To accept donations when they are not linked to some onerous condition or procedure, as well as bequests and inheritances when they benefit inventory; nevertheless, the express authorization of the Foundations Authority will be required to disown them.
14. In accordance to the current regulations in force, the Board may delegate authority or delegate its operations within the terms and to the ends provided by law.
15. To represent the Foundation in all types of relations, acts and contracts before Spain, Foreign Countries, Autonomous Communities, Provinces, Municipalities, authorities, centres and government premises, National and International Courts or Arbitration Courts, when exercising all rights, actions, and procedures in which the Foundation takes part. The Board of Trustees shall initiate, through the appropriate formalities, petitions and resources, any procedures, proceedings, claims and legal actions that may be of direct or indirect interest to the Foundation, in accordance with the current regulations in force, whether in civil, criminal, administrative, contentious-administrative and social channels, and before any kind of Spanish or foreign Court.
16. To periodically monitor the execution of agreements, conventions and other activities and their results.
17. On a residual basis, any other function not expressly assigned to another body.

The Board of Trustees may delegate in its Chairman, the Standing Committee and in the Management of the Foundation any functions it deems appropriate to facilitate the smooth running of the Foundation, with the exception of those of a non-delegable nature.

Article 19.- The Standing Authority of the Board of Trustees

19.1. The Standing Committee of the Board of Trustees will be formed by the following trustees:

- The Chairman: The incumbent at the General Technical Secretariat of the Ministry of Health, Social Services and Equality.

- The committee members:

- The incumbent at the Directorate General for Public Health, Quality and Innovation of the Ministry of Health, Social Services and Equality.
- The incumbent at the Directorate General for Professional Regulation of the Ministry of Health, Social Services and Equality.
- The incumbent at the Directorate General of the Institute of Senior Citizens and Social Services.
- The incumbent at the Directorate of Multilateral, Horizontal and Financial Cooperation of the Spanish Agency for International Cooperation and Development.

- The Secretary: Will be the person responsible of the Secretariat at the Plenary Session of the Board of Trustees, who will act with voice yet without vote.

19.2. The Chairman of the Standing Committee may invite Board members and experts or persons related to the matters under consideration to participate in committee meetings, with voice yet without vote.

19.3. The Chairman of the Standing Committee will hold board meetings, chair them, direct its debates, and if applicable execute its agreements, as well as exercise all of the functions delegated to it by the Chairman of the Board of Trustees.

Article 20.- Competencies of the Standing Committee.

The Standing Committee of the Board of Trustees may perform all the Board functions, except for those that by law are non-delegable by the Plenary.

Article 21.- Substitutions.

Article 15.5 of Act 50/2002, 26 December, on Foundations, will apply to the substitution of board members.

The board members may delegate their representation to any member of the Board.

The vice-chairmen will be in charge of substituting, in their order, the Chairman in the event of absence or illness.

Article 22.- Functions of the Chairman of the Board of Trustees.

- To represent the Foundation in and out of courts of law, whenever the Board has not expressly assigned representation to any other of its members.
- To agree on the meetings to be held by the Board and set the agenda.

- To chair meetings and direct and moderate the development of the debates, put agreements to vote and announce the vote outcome.
- Ensure the proper execution of agreements adopted by the Board.
- To ensure compliance with all Laws and Bylaws.
- To countersign the minutes and certifications of the Board agreements.
- Any other authority attributed to it by law or the bylaws.

Article 23.- Functions of the Secretary of the Board of Trustees.

- To convene the members of the Board of Trustees and of the Standing Committee, on the Chairman's order, and issue the corresponding summons to the members of the Board of Trustees.
- To write the minutes of the Board meetings.
- To issue any certifications necessary.
- To officially certify any documents that require it and all those expressly delegated to it.
- Any other functions inherent to the duty of the Secretary of the Board of Trustees or that are expressly stated on the Foundation Bylaws. expressly considered on the Foundation bylaws
- In accordance with article 14.1.c) of Royal Decree 1337/2005, the Secretary must preserve all Foundation documents and duly reflect the progress of its meetings in the minute-book.

Article 24.- Schedule of sessions of the Board of Trustees.

The Board of Trustees will meet at least once per year and as often as necessary for the smooth operation of the Foundation. The Chairman will be in charge of convening the meetings, either on his/her own initiative or when requested by one-third of the members.

In the latter supposition, the Chairman will convene the meeting within fifteen days of having received the request.

The Members will be notified of the meeting through a document signed by the Secretary that will include the agenda of the meeting, as well as the date, time and place where it will be held, in the first and in the second call.

The summon to the meeting will be sent individually to all the board members to the address indicated by them and by any means, including electronic and telematic, that enable confirmation of receipt by the addressees.

A period of at least seven calendar days must lie between the convening and holding of the session, unless it is of an urgent nature, in which case the time needed to communicate it to all those affected will suffice, including by verbal communication.

The Board of Trustees will be validly constituted when, at the first call at least half plus one of its members are present or represented, and for the second call, the Board will be validly

constituted when at least three or more of its members attend. In any case, the Chairman and the Secretary, or anyone legitimately substituting them, must attend.

A prior convening will not be necessary when all board members are present and unanimously agree to hold the meeting.

The Board meeting may be extended to one or several meetings when thereby agreed and proposed by the Chairman.

Article 25.- Adoption of agreements.

The Board of Trustees may adopt agreements when the absolute majority of board members is present or represented.

The Board of Trustees will adopt its agreements by majority of the board members present or represented at the meeting, unless a higher majority is required by law or the bylaws. The Chairman will have the casting vote in the event of draw.

The agreements on matters included in the non-delegable competencies of the Board of Trustees in article 18 of the Bylaws must be adopted by an absolute majority unless the Bylaws or the legislation in force do not require a higher majority.

A board member must abstain from exercising the right to vote when trying to adopt an agreement by which:

A contractual relation is established between the Foundation and the board member, his/her representative, relatives up to the fourth grade of consanguinity inclusive, or their spouse or person of an analogous relation of affectivity.

- Services rendered to the Foundation by him/her are remunerated differently than those involved in performing due functions as a member of the Board of Trustees.

- A liability action is filed against him/her.

Article 26. Minutes of Board meetings.

The secretary will take the minutes for each meeting held by the Board, and list the attendees who are present or represented, the meeting agenda, the circumstances of the place and time at which it was held, the main points of the deliberations if requested by the board members, and the content of the agreements adopted. The minutes will be signed on all pages by the Board secretary, and with the Chairman's approval.

The minutes may include, if requested by each board member, the votes against and in favour of the adopted agreement or their abstention, as well as justification for how they voted. Likewise, the board members have the right to request the entire transcription of their intervention or proposal, whenever they provide the true text of their intervention, on the spot or within the term indicated by the Chairman, which will be entered in the minutes or added to such as a copy. They may also formulate a dissenting opinion in writing within a period of 48 hours, which will be entered in the approved text.

The minutes shall be approved in the same or the following meeting; however, the Secretary may issue certification on specific agreements that have been adopted, without prejudice to the subsequent approval of the minutes.

In certifications of agreements adopted and issued prior to the approval of the minutes, this circumstance shall be expressly stated.

The Chairman of the Board of Trustees will require the presence of a notary to take the minutes of the meeting provided that, five days prior to it being held, one-third of all Board members request it.

The Foundation must keep a book of meeting minutes to record all the minutes approved by the Foundations Authority.

The same regime will be followed for the minutes of the Standing Committee minutes, which will have its own book of minutes. The minutes will be signed by the Secretary with the approval of the Chairman of the Standing Committee.

Article 27.- The Management of the Foundation.

The incumbent of the Management of the Foundation will be appointed and separate through an agreement adopted by an absolute majority of the members of the Board of Trustees, which can delegate the authorities and powers it deems appropriate to best fulfil its functions.

He/she will act as the general and special authority of the Foundation, in accordance with that set forth in article 16 of Act 50/2002, of 26 December, on Foundations, being responsible for its ordinary management, with his/her competence extending to all matters related to the purpose and activities of the Foundation.

The Management will therefore be responsible for the following internal matters and before third parties:

1. To exercise the administrative functions of the Foundation that are conferred to him/her by the Board of Trustees by means of due powers.
2. To execute and enforce the Board agreements and instructions given by the Chairman conferred within the framework of his/her powers and duties.
3. To present for approval by the Board of Trustees the annual budget with its corresponding master plan for operations and actions.
4. To draw up the annual activity report and the economic balance sheet and annual totals, which it must present to the Board of Trustees for approval.
5. To award contracts of works, services and supplies and any others that could be arranged for the fulfillment of its aims, always with the amounts established in its powers.
6. To approve and subscribe to collaboration agreements with any public and private institutions of interest for best achievement of its objectives.
7. To direct, organize, promote and inspect all Foundation activities.

8. To take appropriate measures for the execution of the master plan for operations and actions of the Foundation.
9. To establish the distribution and application of the funds available for Foundation activities, within the general limits approved annually by the Board of Trustees.
10. To coordinate external funding activities.
11. To act as the immediate superior of all Foundation staff.
12. To hire, dismiss and establish the working conditions of the staff serving the Foundation.
13. To regularly inform the Board or upon its request, on any aspect related to the Foundation.
14. To submit the Foundation's accounts to an annual external auditing and forward the results to the Board of Trustees
15. To adopt a logo, seal or seals as a representative image of the Foundation and authorize its use in any way it considers appropriate.
16. All tasks delegated to it by the Board of Trustees.

Article 28.- The Advisory Committee.

An Advisory Committee may be formed for the assessment, consulting and support to the Board of Trustees to programme and execute the training activities, research, publishing, engineering consultancy and institutional relations activities, as well as any other activities the Foundation may carry out to reach its objectives.

It will be chaired by the Chairman of the Standing Committee and coordinated by the Management of the Foundation. It will meet as often as convened by the Chairman of the Standing Committee.

Representatives of the founding bodies may form part of it when proposed by the Chairman of the Standing Committee, as well as representatives of associated companies, institutions and persons associated to such, in addition to the persons that the Board of Trustees deems appropriate to best meet the Foundation's objectives.

Members of the Advisory Committee will be reimbursed for the duly justified expenses incurred while performing their functions. Likewise, the management of the Foundation may set a remuneration for the drawing-up of reports.

CHAPTER VI
CONCERNING FOUNDATION ASSETS

Article 29.- Foundation Assets.

Foundation assets can consist of any type of property or rights subject to economic valuation, with only such limitations as established by law.

Property may be leased and rights of use ceded to the Foundation without implying transfer of ownership, in accordance with any regulations that may apply in each case.

Foundation assets will be reflected in the inventory that will be annually reviewed and approved by the Board of Trustees. Property subject to registration shall be registered with the corresponding registers. Public funds and exchange funds must be deposited with a financial institution.

Article 30.- Economic resources of the Foundation.

In order to meet its objectives, the Foundation may be in possession of the following economic resources:

1. The annual subsidies from the Ministry of Health, Social Services and Equality.
2. The annual subsidies that, if applicable, are granted by the Spanish Agency for International Cooperation and Development.
3. The subsidies that may be granted by other General Government Bodies, Autonomous Communities or Local Corporations.
4. Income from the invoicing of its services and the collection of its administrative expenses.
5. Those derived from contracts, special economic agreements or agreements with persons or public or private entities, whatever their nature.
6. The beneficial use, earnings or products of its assets.
7. Donations, inheritances or legacies accepted in due form, as well as any other goods acquired by any instrument and in accordance with its objectives.
8. Any credits or loans conceded and any other resources within the legally applicable framework.
9. Any earnings from productive activity in accordance with that set forth in articles 24 and 26 of Act 50/2002, 26 December, on Foundations.
10. In accordance with that set forth in article 128.3 of Law 40/2015, of 1 October, on the Legal Regime of the Public Sector, the Foundation may receive financing from activities and corresponding management through the private-sector-inputs, albeit these in non-majority approach.

Article 31.- Foundation Investments.

The Foundation's capital may be invested in the most appropriate way to obtain yields such as from income, periodic dividends, value adjustments and tactical reserves.

The Board of Trustees may, at any time and as often as necessary and in light of economic trends, make the changes it deems necessary or appropriate when investing Foundation capital and may if necessary and with the prior authorization from the Foundations Authority, even the transfer the ownership or taxation of goods and rights, in compliance with procedures set forth in the current legislation.

The Foundation's temporary investments must be in line with the ethical principles complied also by the Foundation's objectives.

CHAPTER VII

ACTION, ACCOUNTING AND AUDITING PLAN

Article 32.- Action Plan

The Board of Trustees will approve and forward to the Foundations Authority, within the terms established by the current legislation, an Action Plan reflecting the objectives and activities planned for the following financial year. The Board of Trustees will not be able to delegate this function to other Foundation bodies.

The Action Plan will include information identifying each of its own activities and its business activities, the estimated costs for each of them and of earnings and other planned resources, as well as any other indicator that enables verifying the degree to which each activity has been performed and the level of compliance of the objectives.

The Board of Trustees will send the Action Plan to the Foundation's Committee along with the Board's certification of approval of the agreement, and the list of trustees who attended the meeting. This certification will be issued by the Secretary with the approval of the Chairman.

Article 33.- Financial regime.

The financial year will coincide with the calendar year.

The Foundation will maintain the statutory books indicated by the current legislation in force and any others appropriate to the good order and progress of its activities, as well as for proper accounting control.

With regard to the economic-financial management, the Foundation shall be governed by the general principles and criteria set forth in the current legislation.

Article 34.- Accounting, auditing and budgets.

In accordance with that set forth in article 46.3 of Act 50/2002, of 26 December, on Foundations, the Foundation shall adhere in all cases to any of the provisions of the General Budget Act 47/2003, of 26 November, that may apply.

The Foundation's Board of Trustees will make an annual inventory, keep a balance sheet and a profit and loss account in which the economic, financial and asset situation of the Foundation are definitively recorded, and will draw up an annual report with the Foundation activities and economic management that will include the financial statement, as well as the exact degree to which Foundation objectives have been met.

The annual report will also include the equity variations and changes to its governing, executive and representative bodies.

Likewise, the governing body of the Foundation will settle the income and expenditure budget for the preceding year.

The annual accounts of the Foundation will be subject to an external audit by the General Intervention Board of the General Government when at least two of the three circumstances established in article 25.5 of Act 50/2002, of 26 December, on Foundations, coincide, as well as in any other cases in which it is legally established.

Any accounts deemed by the Foundation's Board of Trustees or the Foundations Authority to present special circumstances, provided they are related to the number of assets or turnover, will also be subject to an external audit.

The documents referred to in sections 2 and 3 of this article will be presented to the Foundations Authority within the first six months of the following financial year.

The audit reports will be presented within a period of three months after their issuance.

All for the purpose of the Foundations Authority to deposit them, if necessary, with the Foundations Register, prior to their due processing.

The Foundation's accounting will be adjusted to the Commercial Code when directly conducting business or industrial activity.

Article 35.- Description of Foundation activities in the Activities Report.

The description of Foundation activities will identify and quantify the Foundation's overall performance, as well as each of its activities, and distinguishing between its own activities and business activities. It must contain the information stipulated by the current legislation.

The income and expenditure mentioned in the Activities Report will be determined according to the principles, rules and criteria established in the regulations for adaptation of the General Accounting Plan for non-profit entities.

CHAPTER VIII **STAFF AND HIRING REGIME**

Article 36.- Foundation Staff.

In accordance with that set forth in article 46.4 of Act 50/2002, of 26 December, on Foundations, the staff of the Foundation will be selected according to principles of equality, merit, ability and public access.

The legal status of staff hired by the Foundation shall adjust to the regulations of labour legislation, with guarantees to that end provided by the Statute of Worker's Rights and in compliance with the principles established by Act 50/2002, of 26 December, on Foundations.

The Foundation will have a document for the Regulation of Management Staff, approved by the Standing Committee and ratified by the Board's plenary.

Article 37.- Foundation Hiring.

In accordance with article 46.5 of Act 50/2002, of 26 December, on Foundations, and 3.3.b), 189 and following of the Consolidated Text of the Public Contracts Laws approved by Royal Legislative Decree 3/2011, of 14 November, the Foundation's hiring is subject to principles of public access, competition and objectivity within the terms provided by these laws and in the hiring instructions of the Foundation itself.

CHAPTER IX
AMENDMENTS TO THE BYLAWS, MERGERS AND DISSOLUTION

Article 38.- Amendments to the bylaws.

The current Bylaws may be amended by agreement of the Board of Trustees whenever this is in the best interests of the Foundation. Such an amendment must be undertaken when the circumstances that governed the founding of the Foundation have changed in such a way that it can no longer properly act in compliance with the bylaws in force.

In order to adopt bylaw amendment agreements, just as for mergers or dissolution, a quorum of votes of at least two-thirds of the members of the Board of Trustees will be required.

Amendments to or a new drafting of the bylaws agreed by the Board of Trustees will be communicated to the Foundations Authority.

Article 39.-Merger, dissolution, settlement and dissolution

Merger, dissolution, settlement and dissolution of the foundation will be carried out pursuant to articles 94, 96 and 97 of public sector 40/2015, October 1st, on Legal System of the Public Sector.

In Madrid, June 28th, 2017