

# STATUTES

## TITLE I GENERAL PROVISIONS

### INSTITUTION OF THE TAS FOUNDATION

#### **Article 1. Name, nature, nationality, scope and domicile**

1. Under the name of TAS Foundation (Foundation for the work, assistance and overcoming barriers for people with disabilities) is set up a foundational and non-profit organization, whose assets are permanently assigned to the achievement of the general interest purposes of the Foundation, as detailed in article 5 of these statutes.

2. The TAS Foundation, constituted and registered in the Registry of Foundations of Andalusia, has its own legal personality and full capacity to act, being of Spanish nationality.

3. The *Comunidad Autónoma de Andalucía* (autonomous community of Andalusia) is the main area where the foundation carries out its activities. The activity starts in Seville province, with no prejudice to occasionally carry out national and international activities. As for the individual scope or sector of the population assisted, the Foundation's activities are focused on people with disabilities and disadvantaged groups at risk of social exclusion.

4. The TAS Foundation's address is Avda. de Portugal s/n, Brenes, Sevilla. (P.C. 41310). The Board of Trustees may promote the change of address, by means of the appropriate modification of the articles of association, with immediate notification to the Protectorate and registration in the *Registro de Fundaciones de Andalucía* (Andalusian register of foundations), in the manner provided for in the current legislation. In any case, the address of the Foundation shall be the place where the headquarters of its governing body is located.

#### **Article 2. Duration**

The duration of the TAS Foundation is indefinite. However, if at any time the aims of the TAS Foundation are deemed to have been fulfilled or become impossible to fulfill, the Foundation's Board of Trustees may agree to its termination, in accordance with the provisions of these Statutes and the relevant current legislation.

### **Article 3. Regulatory regime**

The TAS Foundation is governed by the will of the founders, by these statutes themselves, by the provisions established by the Board of Trustees for their interpretation and development and, in any case, by Law 10/2005, of 31 May, on Foundations of the Autonomous Community of Andalusia and other current provisions issued for the development and application of the same, as well as by the state regulations of supplementary application.

### **Article 4. Legal entity**

The TAS Foundation, after the appropriate registration in the Andalusian Register of Foundations, which confers it its own legal personality, will enjoy full legal capacity and capacity to act.

Consequently, it may, by way of example and without limitation, acquire, conserve, possess, dispose of, alienate by any means and encumber all kinds of assets, movable or immovable, and rights; carry out all kinds of acts and contracts; and settle and resort to governmental or judicial proceedings, exercising all kinds of actions and exceptions before courts, tribunals and public and private bodies. All of the above, without prejudice to the authorisations that must be granted by the protectorate or the administrative procedures of communications and ratifications that must be followed before the protectorate.

## TITEL II

### PURPOSE OF THE TAS FOUNDATION

#### Article 5. Aims and Activities

The main objective or aim of general interest of the TAS Foundation and, therefore, its mission, is to contribute, from its ethical commitment, with support and opportunities, so that each person with intellectual or developmental disabilities, and their families, can develop their quality of life project, as well as to promote their inclusion as full citizens in a fair and supportive society. Likewise, we aim to improve the living standards of people with physical and/or sensory disabilities as well as those of their families, so they can live a fullest and normalized life.

We aim to develop actions for training, sports' promotion and encouragement; accessibility and overcoming barriers of any kind; integration of this group into the job market; solidarity participation of volunteers's achievement; and community's involvement in these aims.

The Foundation will also assist: minors, women, the elderly, the unemployed and other groups in a situation of social exclusion.

The aims of the Foundation shall be achieved by means of one of the specific activities listed below, by way of example and not exhaustively:

a) The promotion and, where appropriate, the development of programmes in all those areas and subjects that may be of interest to achieve the socio-occupational integration of people with disabilities and the elimination of barriers, in particular:

- 1) Programmes aimed at creating and/or maintaining employment for people with disabilities and improving their working conditions.
- 2) Programmes for the prevention and/or rehabilitation of disability, with special consideration to children and young people.
- 3) Programmes for education, vocational training and/or teacher training.
- 4) Programmes that promote the development of cultural, recreational and sporting activities.
- 5) Research programmes and the application of new technologies to the field of disability.

6) Programmes aimed at supporting associative movements that, in the opinion of the Board of Trustees, are in line with the objectives of the Foundation.

7) Programmes aimed at the elimination of barriers, both architectural and urban and communication barriers.

8) Any other social action activities aimed at the fulfilment of the main purpose pursued, in accordance with the planning carried out by the Board of Trustees.

b) The promotion of Congresses, Seminars and Round Tables related to the aims of the Foundation.

c) The publication of specialised publications related to the aims of the Foundation.

d) The promotion of social awareness campaigns related to the aims of the Foundation.

e) The support, collaboration and participation in entities in which social movements in general are structured.

f) Collaboration with public authorities, institutions and entities –both public and private– in activities that agree with the aims of the Foundation.

**Principles and values.** The TAS Foundation bases its actions on internal democracy, transparency, solidarity among its members and ethics.

The values defended by the TAS Foundation are: the consideration of people with disabilities as subjects of rights and duties, their inclusion and empowerment until full citizenship's achievement, the importance of families, and the quality of its actions.

The TAS Foundation assumes and makes its own the principles and values proclaimed in the Preamble and article 3 of the International Convention on the Rights of Persons with Disabilities, approved by the General Assembly of the United Nations on 13 December 2006.

These principles are:

a) Respect for inherent dignity, individual autonomy, including the freedom to make one's own decisions, and the independence of persons;

b) non-discrimination;

c) Full and effective participation and inclusion in society;

- d) Respect for difference and acceptance of persons with disabilities as part of human diversity and humanity;
- e) Equality of opportunity;
- f) Accessibility;
- g) Equality between men and women.

### **Article 6. Freedom of action**

The TAS Foundation, taking into account the circumstances at any given time, shall have complete freedom to project its actions towards any of the aims expressed in the previous article, according to the specific objectives which, in the opinion of its Board of Trustees, are a priority.

### **Article 7. Aims development**

The aims development of the TAS Foundation may be carried out, among other possible ways, by the following –which are listed without being exhaustive–:

- a) By the TAS Foundation directly, in its own or other people's facilities.
- b) By constituting or collaborating in the creation of Care Centres for People with Disabilities, including Day Care Centres, Occupational Centres, Permanent Residences, Centres for the Elderly, etc.
- c) By creating or cooperating in the creation of other entities of an associative, foundational and/or corporate nature, in particular, Special Employment Centres, Workshop Schools, etc.
- d) By participating or collaborating in the development of activities of other entities, bodies, institutions or persons of any kind –physical or legal– which may serve or coincide with the aims pursued by the TAS Foundation.
- e) By contracting the services of external technicians and/or professionals, as well as those of commercial, civil or any other type of entities.

### TITLE III

## **BASIC RULES FOR THE APPLICATION OF THE RESOURCES TO THE FULFILMENT OF THE FOUNDATIONAL PURPOSES AND FOR THE DETERMINATION OF THE BENEFICIARIES**

### **Article 8. Destination of income and revenues**

1. The Foundation shall allocate at least seventy per cent –of the income obtained from the economic operations developed and those obtained by any other concept, deducting the expenses incurred– to the fulfilment of the foundational purposes. The rest shall be used to increase the foundational endowment or the reserves according to the Board of Trustees' agreement.
2. The period for compliance with the obligation indicated in the previous section shall be from the beginning of the financial year in which the respective results and income have been obtained to the three years following that financial year-end closing.
3. The administrative expenses shall be allocated, expenses understood as those directly incurred by the governing bodies for the administration of the assets and rights that make up the patrimony of the Foundation, and those which the Trustees have the right to reimburse themselves with due justification, in the maximum proportion determined by regulation.
4. For the calculation of the income and revenues referred to in paragraph 1 of this article, as well as the calculation of the expenses incurred in obtaining them, the rules established in article 38 of Law 10/2005 of 31 May shall be observed.

### **Article 9. Non-existence of the obligation to allocate the resources to the coverage of purposes by equal parts**

The resources of the TAS Foundation shall be understood to be earmarked, without the determination of quotas, for the foundational purposes' achievement.

### **Article 10. Selection of beneficiaries**

1. The beneficiaries of the TAS Foundation shall be natural and legal persons who meet the following conditions:

- a) People with any type of disability (physical, mental, sensory, organic or other).
- b) The groups of minors, the elderly and other groups considered at risk of social exclusion.
- c) Groups of women, especially those with serious difficulties in training and access to employment.

The determination of beneficiaries shall be carried out by the Board of Trustees according to criteria of impartiality, objectivity, equality and non-discrimination.

Whenever the delimitation of beneficiaries is necessary, in cases such as the granting of scholarships, the financing of projects or, among others, exchanges, the TAS Foundation shall mainly attend to the criteria of merit, capacity, without prejudice to the fact that it may also consider territorial plurality or the personal situations of need of the beneficiaries, order of request and other similar criteria.

4. No one may choose, either individually or collectively before the TAS Foundation or its Board of Trustees, any right to the enjoyment of its benefits, before they have been granted, or impose their attribution to specific persons.

#### **Article II. Publicity of activities**

The TAS Foundation shall provide sufficient information about its aims and activities so that they may be known by its possible beneficiaries and other interested parties.



## TITLE IV

### THE BOARD OF TRUSTEES OF THE TAS FOUNDATION

#### SECTION ONE. GENERAL RULES

##### **Article 12. Nature of the office of trustee**

1. The government, administration and representation of the TAS Foundation will correspond to the Board of Trustees, who will fulfil the foundational aims and administer the assets and rights that make up the patrimony of the Foundation, maintaining their full yield and usefulness, subject to the provisions of the Legal System and the present Statutes.
2. The Trustees shall exercise their powers independently, without hindrance or limitation. Consequently, in the adoption of their resolutions or agreements of any kind, they may not be required to comply with any requirements other than those expressly provided for in these Statutes or those established as necessary by law in the Legal System.

##### **Article 13. Gratuity of the position of trustee and contracting regime of the trustees with the TAS Foundation**

1. The trustees shall hold their positions free of charge, without earning any remuneration for the exercise thereof. However, they shall be entitled to reimbursement of the expenses incurred in the fulfilment of any specific management and/or activity entrusted to them on behalf or in the interest of the TAS Foundation.
2. The Trustees may contract with the TAS Foundation, either on their own behalf or on behalf of a third party, subject to the prior authorisation of the Protectorate.

#### SECTION TWO. THE BOARD OF TRUSTEES

##### **Article 14. Composition**

1. The Board of Trustees shall be made up of natural and/or legal persons, whether public or private entities, who shall be called trustees, with no fewer than three members and no more than twenty-one.
2. The naming of new trustees shall be made by the Board of Trustees in force at any given time and always by agreement of the majority of its members.

Notwithstanding the foregoing, new trustees must necessarily hold one of the following positions:

- A) Mayors-presidents and/or Councillors of Municipalities of the Comarca de la Vega, Sierra Norte and Corredor de la Plata in the province of Seville.
- B) Presidents of Associations or NGOs of people with disabilities, as well as people who represent the interests of people with disabilities, or who collaborate with or contribute to the welfare of this group.
- C) Presidents or legal representatives of public and/or private companies that contribute or collaborate with the group of people with disabilities or whose activities are directly or indirectly related to some of the foundational purposes.
- D) Presidents, directors and/or legal representatives of public and/or private administrations, at national, regional, provincial, county or local level, among others, Provincial Councils as well as autonomous bodies dependent on them, and public and/or private foundations.

3. The acceptance of the position of trustees must be made in a public document, in a private document with a notarised signature, or by appearance before the Registro de Fundaciones de Andalucía (Registry of Foundations of Andalusia) or before the Board of Trustees, accredited by means of a certificate issued by the Secretary, with a notarised signature.

In any case, the acceptance of the Trustees will be registered in the Registro de Fundaciones de Andalucía (Registry of Foundations of Andalusia) and formally notified to the Protectorate.

4. The legal entities that form part of the Board of Trustees shall designate a person to represent them. The charge of trustee shall be exercised in person. If those who are called upon to exercise this function do so by reason of the positions they hold, the persons to whom their substitution corresponds by law may act on their behalf.

5. In the event of a vacancy, within a maximum period of two months, the Board of Trustees shall proceed to appoint the person who will fill the vacancy. If the vacancy is that of a Trustee by reason of the post, the substitution shall be made by the person who legally replaces him/her in the same.

## **Article 15. Obligations of the Trustees**

Among others, the obligations of the Trustees are as follow:

- Faithfully fulfilling and enforcing the aims of the Foundation, in accordance with the provisions of the Law of Foundations of the Comunidad Autónoma de Andalucía (Autonomous Community of Andalusia), its implementing regulations, state legislation where applicable and the provisions of these statutes.
- Regulating the administration of the assets and rights that make up the Foundation's patrimony, fully maintaining their performance, usefulness and productivity, according to the economic and financial criteria of a good manager.
- Attending the meetings of the Board of Trustees and ensuring the legality of the agreements adopted therein.
- Complying with the legally established formal obligations regarding the registration of acts and documents of the Foundation in the Registro de Fundaciones de Andalucía (Andalusian Register of Foundations), as well as those concerning communication and request for authorisation from the Protectorate of Foundations, under the terms set out in the Law of Foundations of the Autonomous Community of Andalusia and its regulatory development.

The trustees shall be jointly and severally liable to the Foundation for any damages and losses caused by acts contrary to the law or the Articles of Association or for those carried out without the diligence with which they should perform their duties. Those who have voted against the resolution and those who can prove that, not having been involved in its adoption and execution, they were unaware of its existence or, being aware of it, did everything appropriate to avoid the damage or, at least, expressly opposed it, shall be exempt from liability.

The action for liability shall be brought before the judicial authority and in the name of the Foundation:

- a) By the governing body of the TAS Foundation itself, following a reasoned agreement of the same, in which agreement the affected trustee shall not participate.
- b) By the Protectorate, under the terms established in art. 45.2 of the Law of Foundations of the Autonomous Community of Andalusia.
- c) By the dissident or absent trustees, under the terms established in the Law, as well as by the Founder when he/she is not a trustee.

### **Article 16. Removal of trustees**

1. The termination of the trustees of the TAS Foundation shall take place in the cases provided for in Article 26 of the Law of Foundations of the Autonomous Community of Andalusia and shall be registered in any case in the Register of Foundations of Andalusia.
2. The suspension of the trustees may be agreed by the judge when an action for liability is brought against them. The suspension and replacement of trustees shall be entered in the Andalusian Register of Foundations.
3. Resignation shall be effective as soon as the protectorate is notified in the manner provided for the acceptance of the position of trustee.
4. The removal of trustees may also be carried out, by reasoned agreement of the Board of Trustees with a majority of three quarters of the totality of the Board of Trustees, in those cases in which a trustee seriously fails to fulfil the obligations in the performance of the duties.

### **Article 17. Organisation of the Board of Trustees and duration of the charge of trustee**

1. The Board of Trustees shall be made up of a President, a Vice-President, a Secretary, and a number of members to be determined according to the number of Trustees.
2. The duration of all the positions of the Board of Trustees shall in all cases coincide with the duration of the term of office of the local corporations. Said positions shall be appointed within the third month inclusive, from the deadline established for the constitution of the Local Corporations, after the corresponding municipal elections.

When, eventually, any Town Council holding the charge of president, vice-president or secretary of the Board of Trustees may undergo a change of mayor –due to censure, denunciation, death, etc. – the Board of Trustees of the Foundation shall agree on said positions' renewal by means of new elections, which shall be held within a maximum period of three months from the aforementioned change.

3. The secretary, if not a member of the Board of Trustees, shall have voice but not vote within the Board of Trustees.

## **Article 18. Competence**

The competence of the Board of Trustees includes all matters concerning the governance and administration of the TAS Foundation, without exception.

In an expository and non-restrictive manner, the following competences are attributions and faculties of the Board of Trustees, without prejudice to the authorisations that may be granted to the mentioned body, as well as the legally requesting communications:

1. Exercising senior management, inspection, supervision and guidance of the work of the TAS Foundation and approving its management plans and periodic action programmes.
2. Interpreting, developing, if necessary, with the appropriate complementary regulations, and adopting agreements on the modification of the foundational statutes, provided that it is in the best interests of the TAS Foundation and the best achievement of its aims.
3. Establishing the general or special lines of the entity's operation.
4. Appointing general or special proxies.
5. Selecting the beneficiaries of the foundation's benefits.
6. Approving the action plan, the relevant reports and the balance sheet, inventory and profit and loss account to be submitted to the protectorate.
7. Changing the domicile of the TAS Foundation, by means of the appropriate statutory reform and with subsequent notification to the Protectorate, and agreeing the opening and closing of its delegations.
8. Adopting resolutions on the merger or extinction of the TAS Foundation; the latter in the event of the impossibility of fulfilling its objectives.
9. Delegating its powers to one or more trustees, without being able to delegate the approval of the accounts and budget, those acts that require the authorisation of the Protectorate, the adoption of agreements on the modification, merger or extinction of the TAS Foundation. Likewise, the acts established in article 20.1.d) of the Law of Foundations of the Autonomous Community of Andalusia cannot be delegated.

10. Agreeing on the acquisition, alienation and encumbrance - including mortgages, pledges or antichresis - of movable or immovable property for or by the TAS Foundation, signing the corresponding contracts, without prejudice to requesting due authorisation or proceeding to the appropriate communication to the Protectorate of Foundations.
11. Accepting the acquisition of goods or rights for the TAS Foundation or for the fulfilment of a specific purpose of those included in the object of the TAS Foundation, provided that it freely considers that the nature and amount of the goods or rights is adequate or sufficient for the fulfilment of the purpose to which the goods or rights, their income or fruits are to be assigned.
12. Reaching into financial transactions of all kinds with public and private entities, including loans and credits.
13. Deciding on the acquisition and disposal of securities that may make up the portfolio of the TAS Foundation, subject to prior authorisation or notification to the Protectorate of Foundations.
14. Collecting and receiving the income, fruits, dividends, interest, profits and any other products and benefits of the goods that make up the assets of the TAS Foundation, as well as any amounts owed to it by any title or person, whether natural or legal.
15. Exercising the political and economic rights that may correspond to the TAS Foundation as holder of shares and other securities belonging to it and in this sense to attend, deliberate and vote, as it sees fit, by means of the representation it agrees, at General Meetings, Assemblies, Syndicates, Shareholders' Meetings and other bodies of the respective companies or issuing entities, making use of all the legal powers attributed to the aforementioned holder, concluding, granting and signing the acts, contracts, agreements, proposals and documents that may deem appropriate.
16. Making all necessary payments, including dividends' payment , liabilities and necessary expenses for the collection, administration and protection of the funds of the TAS Foundation at any given time.
17. Agreeing to carry out the works it deems appropriate for the purposes of the TAS Foundation, and contracting services and supplies of all kinds, whatever their quality and importance, with absolute freedom to use any procedure for this purpose, whether by direct acquisition, auction or tender, without the need for any authorisation whatsoever.

18. Exercising all rights, actions and exceptions, following all procedures, instances, incidences and appeals in all proceedings, files, claims and trials that concern or interest the TAS Foundation and granting the effect of the powers it deems necessary, including the acquittal of positions and the review trial.

19. Exercising, in general, all the functions of disposition, administration, conservation, custody and defence of the assets of the TAS Foundation, judicially or extra-judicially.

20. In general, any other functions that must be carried out for the administration or governance of the TAS Foundation, subject in all cases to the legal prescriptions.

21. Without prejudice to the powers mentioned in the previous sections, the Board of Trustees of the TAS Foundation may agree, when it deems necessary for the proper functioning of the Foundation, the creation of new foundational bodies, such as Sole Administrator, Joint Administrators, Solidarity Administrator, Collegiate Administrative Body or Executive Committee, Management, Management-Directorate, as well as any other bodies it deems appropriate, whether unipersonal, pluripersonal or collegiate. The functions or powers of these bodies shall be determined in due course by the Board of Trustees by means of the appropriate agreement established for this purpose. The creation of these bodies shall be notified to the Protectorate of Foundations and shall be registered in the Andalusian Register of Foundations.

The implementation of its resolutions shall be the responsibility of the Chairman, without prejudice to the express designation of one or more other Trustees in such resolutions.

### **Article 19. Meetings and adoption of resolutions**

1. The Board of Trustees shall meet at least twice a year, and, in addition, as often as called by the President or when requested by at least one third of its members.

2. Notice of meetings, stating the agenda, as well as the place, date and time of the meeting, shall be given in writing by the secretary and, ordinarily, with at least five working days' notice. In urgent cases, this period may be shortened and the meeting may even be convened orally.

It shall not be necessary to convene a meeting when all the trustees are present and unanimously agree to constitute a Board of Trustees and an agenda.



3. The Board of Trustees shall be validly constituted when at least half plus one of its members are present.
4. The general rule for the adoption of resolutions is the simple majority of votes of the trustees attending a validly constituted meeting, except in the special cases of adoption of resolutions provided for in these statutes. In the event of a tie, the casting vote of the Chairman or Vice-Chairman acting in his stead shall decide.
5. The resolutions, which shall be transcribed in the minutes book, shall be authorised by the person chairing the meeting and the secretary, and shall be approved at the same or the following meeting of the Board of Trustees.

### **SECTION THREE. COMPOSITION OF THE BOARD OF TRUSTEES**

#### **Article 20. Nature of the office of President**

The representation of the TAS Foundation, without prejudice to the fact that the Board of Trustees may grant further representations, shall correspond to the President of the Board of Trustees, who shall also be the President of the TAS Foundation.

#### **Article 21. Functions of the President**

- 1.- Representing the Foundation before the State Administration, Autonomous Communities, Provinces, Municipalities and Public Corporations of all kinds, as well as before all kinds of private persons and entities and in all administrative and judicial, civil, mercantile, criminal and labour matters and acts and in any instance, exercising all kinds of actions that correspond to him/her in defence of the actions and rights of the Foundation that are related to the business, patrimony and activities of the same, in or out of court.
- 2.- Calling ordinary and extraordinary meetings of the Board of Trustees and setting the agenda. Chairing the sessions and leading the debates. Executing the agreements that are taken, provided that no other person has been designated for this purpose, being able to carry out all kinds of acts and signing the required documents for this purpose and resolving any ties that may occur at the meetings with a casting vote.
- 3.- Requesting as many documents as necessary to obtain the Electronic Certificate of Legal Entity, for the execution of electronic signatures and the



execution of electronic transactions, contracting and any other activity that requires the use of electronic signatures.

4.- Opening accounts in any bank and managing them for the management of funds, income and payments of the Foundation. Opening, monitoring, using, modifying, guaranteeing, settling and cancelling savings accounts and passbooks, current and credit accounts, as well as requesting statements from these accounts and challenging or approving the charges; disposing of all or part of these accounts by means of cheques, transfer orders and other relevant documents; issuing, accepting, protesting, collecting, discounting, taking, indicating and intervening in bills of exchange and any other documents of draft and mercantile traffic, arranging credit operations, and getting loans, signing, renewing and cancelling policies, provided they are previously approved by the Board of Trustees.

5.- Making or contracting any kind of payment to suppliers, receiving amounts or contracting the receipt of amounts or collections on behalf of the Foundation.

6.- Signing all kinds of contracts for any kind of assets or rights, by means of the agreements and conditions it deems appropriate, provided that they refer to the activity of the Foundation, except for those acts of disposal that cannot be delegated by the Board of Trustees. Receiving tangible or intangible assets by means of any kind of transaction, including donation, as well as receiving them and deciding their destination; it may also issue the donation certificates that may be necessary in relation to such assets.

7.- In addition to direct contracting, may take part in all kinds of tenders and bids, in order to be able to contract with public or private entities, without exception, both national and foreign, and carry out all the relevant procedures; presenting proposals, bids and specifications, modifying them, improving them and withdrawing them, promoting claims, lodging appeals and requesting the measures it deems appropriate, by itself or by means of a notarial request. Accepting assignment of awards. Constituting deposits, guarantees and sureties in the General Depository or in the corresponding suitable offices of the parties calling for tenders or direct contracting. In relation to and limited to public or private tenders, or direct contracting in which the Foundation participates, requesting from Credit Companies, Banks, Savings Banks and any other financial institutions, the granting of guarantees or sureties to guarantee the obligations of the Foundation and to cancel them.

8.- Requesting and obtaining any kind of donation, grant or financial aid granted by any public or private entity, Spanish or foreign, for which the Foundation may be eligible, and signing any necessary documents for this purpose.

9.- Formulating claims for any kind of infringement of the contracts entered into in use of the powers contained in this delegation of powers, requesting compensation, rating them or appointing persons to rate them, and collecting them.

10.- Consenting and carrying out purchases, sales, exchanges, transactions, assignments, options, leases, subleases and any other acquisitions and disposals of movable and immovable property, with the exception of those that must be approved by the Board of Trustees. In any case, any acquisition or alienation of immovable property shall require the prior authorisation of the Board of Trustees.

11.- Any others that may be established in the Internal Regulations or that may be entrusted to them and agreed by the Board of Trustees.

## **Article 22. Delegated functions of the Board of Trustees**

The Board of Trustees may delegate powers to one or more of its members, with joint or solidarity responsibilities and functions, as determined:

Under no circumstances may the following acts be delegated:

- The approval of the accounts and the action plan.
- Modification of the Articles of Association.
- The merger, extinction or liquidation of the Foundation.
- Those acts that require the authorisation of the Protectorate.
- The acts of formation of another legal entity, those of participation or sale of participations in other legal entities whose amount exceeds 20% of the assets of the Foundation, the increase or decrease of the endowment, and also those of merger, spin-off, global transfer of all or part of the assets and liabilities, or those of dissolution of companies or other legal entities.

The Board of Trustees may grant and revoke general and special powers of attorney.

Permanent delegations, powers of attorney other than for litigation, as well as their revocation, shall be registered in the Registry of Foundations of Andalusia.

### **Article 23. The Vice-President**

The functions of the Vice-President are as follows:

1. Performing the functions of the President in cases of vacancy, absence or illness.
2. Acting on behalf of the Foundation in those cases in which this is determined by agreement of the Board of Trustees.
3. Others that may be established in the internal regulations.

### **Article 24. The Secretary**

The functions of the Secretary are:

- 1.- Keeping custody of all documentation belonging to the Foundation.
- 2.- Taking the minutes of each meeting of the Board of Trustees, which shall be signed by the Trustees.
- 3.- Sending and signing the summons for the meetings of the Board of Trustees.
- 4.- Issuing the necessary certifications and reports.
- 5.- Requesting as many documents as may be necessary to obtain the Electronic Certificate of Legal Entity, for the execution of electronic signatures and the execution of electronic transactions, contracts and any other activity requiring the use of electronic signatures.
- 6.- Any other duties that may be established in the Internal Regulations or that may be entrusted to them and agreed at the Board of Trustees' Meeting.

### **Article 25. The Board Members**

The specific functions of the board members shall be determined by the Board of Trustees and by the Internal Regulations.

## **SECTION FOUR. EXECUTIVE COMMITTEE**

**Article 26 Designation:** The Executive Commission is the body of the TAS Foundation that shall execute and carry out those powers that have been directly delegated to it by the Board of Trustees. This body is created with the aim

of making the daily running of the Foundation more operative, thus being able to adopt agreements and measures on its management, without the need for a meeting of the Board of Trustees. At the same time, it is constituted as a liaison and intermediary body between the Board of Trustees and the Management.

**Article 27 Composition:** It shall be composed of the following trustees:

1st Member: President of the Board of Trustees

2nd Member: Vice-president of the Board of Trustees

3rd Member: Secretary of the Board of Trustees

4th Member: Trustee representing the Parents' Association.

5th Member: Employer Trustee

6th Member: Management of the Foundation

In order to be validly constituted, the attendance of three of its members with the right to vote will be necessary; in any case, two of the three positions comprising the President, Vice-president and Secretary must be present.

**Article 28 Meetings and adoption of resolutions:**

- It shall meet at the request of the Board of Trustees, its Chairman or when requested by three members of the Committee with voting rights.
- The summons, stating the agenda, as well as the place, date and time of the meeting, in a single summons, shall be sent in writing by the Chairman, with five calendar days' notice. In cases of urgency, this period may be shortened, and may even be made verbally. It shall not be necessary to call a meeting when all members with voting rights are present and unanimously agree to convene.
- Each member shall have the right to speak and vote, with the exception of the Management, which shall only have the right to speak. Its resolutions shall be validly adopted if approved by three of its members. In the event of a tie, either due to abstention or absence of any of its members, the casting vote of the President shall decide, and in the absence of the President, that of the Vice-President.
- The agreements shall be transcribed by the secretary in a minutes book and shall be approved at the same or the following meeting.

**Article 29 Renewal:** The positions will be renewed at the time of the renewal of the Board of Trustees of the Foundation; that is to say every 4 years coinciding with the municipal elections at national level. Likewise, in the event of an unexpected change of mayor in those Trustee-municipalities that hold the posts of President, Vice-President and Secretary of the Board of Trustees, the posts shall be renewed. In this case, the Board of Trustees will proceed to the election of the corresponding position or positions, in accordance with the provisions established for the Board of Trustees in article 17.2 of the statutes.

**Article 30 Substitutions:** The office of member of the Commission shall be exercised personally; notwithstanding the foregoing, persons holding such office by reason of the official position they hold may be replaced by those persons to whom their substitution corresponds by law.

**Article 31 Vacancies:** In the event of resignation or vacancy of any of its members, the Board of Trustees of the Foundation shall proceed, within a maximum period of three months, to the designation of the trustee who will hold that position. If the vacancy is that of the President, Vice-President or Secretary, the Board of Trustees may agree to the precautionary suspension of the Committee's running or the substitution of the vacant post by another trustee of the Foundation, until said post is filled on the Board of Trustees.

**Article 32 Powers:**

- 1.- Establishing the special lines of the entity's operation
- 2.- Selecting the beneficiaries of the foundational benefits.
- 3.- Agreeing the acquisition, alienation and encumbrance - including mortgages, pledges or antichresis - of movable and immovable property for or by the TAS Foundation, signing the corresponding contracts.
- 4.- Accepting the acquisition of goods or rights for the TAS Foundation or for the fulfilment of a specific purpose of those included in the object of the TAS Foundation, provided that it freely considers that the nature and amount of the

goods or rights acquired is adequate or sufficient for the fulfilment of the purpose to which the goods or rights, their income or fruits are to be destined.

5.- Arranging medium or short-term financial operations with public and private entities, including loans and credits.

6. - Exercising the political and economic rights that correspond to the TAS Foundation as holder of shares and other marketable securities belonging to it and in this sense attending, deliberating and voting, as it sees fit, by means of the representation it agrees, at General Meetings, Assemblies, Syndicates, Shareholders' Meetings and other bodies of the respective companies or issuing entities, making use of all the legal powers attributed to the aforementioned holder, concluding, granting and signing the acts, contracts, agreements, proposals and documents that it deems appropriate.

7.- Exercising all rights, actions and exceptions, following all procedures, instances, incidences and appeals, all procedures, files, claims and trials that concern or interest the TAS Foundation, and for this purpose granting the powers it deems necessary to the Executive Committee or the Management.

8- Setting agreement to carry out the works it deems appropriate for the purposes of the TAS Foundation, and contracting services and supplies of all kinds, whatever their quality and importance, with absolute freedom to use any procedure for this purpose, whether by direct acquisition, auction or tender, without the need for any authorisation whatsoever.

9.- The appointment and contracting of administrative, technical and labour personnel, assigning their salaries, with authority, as the case may be, over the Manager.

10.- Opening, continuing, liquidating and closing bank accounts in the name of the TAS Foundation, as well as disposing of its funds by means of cheques, bills of exchange, etc.

**Supplementary regulations:** For everything that has not been regulated, the provisions of the Articles of Association for the Board of Trustees shall apply and, in the absence of a mention in the Articles of Association, the provisions of the current Law on Foundations and its concordant regulations shall apply.

## TITLE V

### OTHER BODIES

#### **Art. 33.- Management:**

1. The Management is entrusted with the exercise of the ordinary or administrative management of the activities of the Foundation. He/she shall be appointed, at the proposal of the President, by the Board of Trustees, which shall grant him/her the necessary powers for the performance of his/her duties.
2. Without prejudice to the powers attributed to the Board of Trustees and the Executive Committee, he/she shall be responsible for executing the plan of activities and managing the budget, as well as any other functions entrusted to him/her. He/she shall manage the technical and administrative services of the Foundation, appointing and dismissing staff and establishing their remuneration. In the exercise of his/her functions, he/she shall be assisted by the executive, administrative, management and auxiliary personnel required for the proper running of the Foundation.
3. He/she shall attend, with voice but without vote, the meetings of the Board of Trustees and the Executive Committee.

## TITLE VI

### ECONOMIC SYSTEM

#### **Article 34. Endowment of the Foundation**

The endowment of the TAS Foundation will be made up of all the assets and rights that constitute the initial endowment of the Foundation, and of those others of economic nature that during the existence of the Foundation are contributed as such by the founder or by third parties, or that are assigned by the Board of Trustees, on a permanent basis, to the foundational purposes. The endowment, its increase or decrease, must be registered in the Andalusian Register of Foundations.



## TITLE VI

### ECONOMIC SYSTEM

#### **Article 35. Assets**

The asset of the TAS Foundation is made up of all the goods, rights and obligations susceptible to economic valuation, which form part of the endowment as well as those which the Foundation may acquire after its constitution, whether or not they are affected by the endowment. Among others, these assets shall be made up of the following:

- a) Real estate, which shall be registered, where appropriate, in the Land Registry in the name of the TAS Foundation.
- b) Securities, which shall be deposited in the name of the TAS Foundation in banking or savings establishments.
- c) Movable property, title deeds, deposit slips or any other documents accrediting ownership, possession, use, benefit or any other right held by the TAS Foundation.
- d) Libraries, archives and other assets of any kind, which will appear in its inventory.

#### **Article 36. Assignment of the foundational assets of the TAS Foundation**

1. The income produced by the assets and rights that make up the patrimony shall be directly and immediately linked to the fulfilment of the aims pursued by the TAS Foundation.

#### **Article 37. Financing**

The TAS Foundation, for the development of its activities, shall be financed with the resources that come from the yield of its patrimony and, where appropriate, with those others that come from the aids, subsidies or donations that it receives from persons or entities, both public and private.

Likewise, the TAS Foundation may obtain income for the activities it carries out or for the services it provides to its beneficiaries, provided that this does not imply an unjustified limitation of the scope of its possible beneficiaries and does not detract from the general interest of the purpose of the TAS Foundation or the non-profit nature of the entity.



### **Article 38. Administration**

The administration and disposal of the assets will correspond to the Board of Trustees in the manner established in these statutes and subject to the existing legal provisions, being empowered to make the necessary variations in the composition of the assets of the TAS Foundation, in accordance with the economic situation at any given time and without prejudice to requesting the necessary prior authorisation or proceeding to the immediate communication to the Protectorate, and registration, where appropriate, in the Register of Foundations of Andalusia.

### **Article 39. Accounting, rendering of accounts and action plan**

The TAS Foundation shall keep orderly accounts appropriate to its activity, which allow for a chronological follow-up of the operations carried out. To this end, it shall necessarily keep a general Journal and an annual Stock Ledger.

The Annual Accounts, which shall comprise the Balance Sheet, the Profit and Loss Account and the Annual Report, shall form a single unit and shall be drawn up clearly and give a true and fair view of the assets, financial position and results of the TAS Foundation.

The Annual Report, in addition to completing, extending and commenting on the information contained in the Balance Sheet and Income Statement, shall include the foundation's activities, changes in its governing, management and representative bodies, as well as the degree of compliance with the Action Plan, indicating the resources used, their origin and the number of beneficiaries in each of the different actions carried out, the agreements that may have been entered into with other entities for these purposes, and the degree of compliance with the rules established in article 38 of the Law on Foundations of the Autonomous Community of Andalusia.

An inventory of the assets and liabilities shall also be included in the annual report.

The Annual Accounts, signed by the Secretary with the approval of the President, shall be drawn up and approved by the Board of Trustees of the TAS Foundation within a maximum period of six months from the end of the financial year, and shall be submitted to the Protectorate, for examination and verification, by the President or the person who, in accordance with the agreement adopted by the

Board of Trustees, shall be the corresponding person, within twenty working days following their approval, and their subsequent registration in the Register of Foundations.

Likewise, within the last three months of each financial year, the Board of Trustees shall draw up and submit to the Protectorate an action plan setting out the objectives and activities to be carried out during the following financial year.

## TITLE VI

### MODIFICATION OF THE STATUTES OF THE TAS FOUNDATION

#### **Article 40. Financial year**

The financial year of the TAS Foundation shall begin on January 1st and end on December 31st of each year.

#### **Article 41. Adoption of the decision**

Should circumstances make it advisable, the Board of Trustees shall agree on the relevant statutory modification with the favourable vote of at least three quarters of the members of the Board of Trustees present or represented, and following the legally established procedure.

When the circumstances that presided over the constitution of the TAS Foundation have changed in such a way that it cannot act satisfactorily in accordance with these statutes, the Board of Trustees shall agree to modify them.

The modification or redrafting of the statutes must be communicated to the Protectorate and formalised in a public deed and registered in the Registry of Foundations of Andalusia.

## TITLE VII

### MERGER OF THE TAS FOUNDATION WITH OTHER FOUNDATIONS

#### **Article 42. Procedure and requirements**

Whenever it is in the interests of the TAS Foundation and the corresponding agreement is reached with another or others that pursue similar objectives, the

Board of Trustees may agree to its merger with such foundation or foundations. The merger agreement shall require the favourable vote of at least three quarters of the members of the Board of Trustees. Said merger agreement shall be duly communicated to the Protectorate, requiring the granting of a public deed and registration in the Andalusian Register of Foundations.

## TITLE VIII

### TERMINATION OF THE TAS FOUNDATION

#### **Article 43. Causes**

The Board of Trustees may agree to the extinction of the TAS Foundation when it considers that the foundational purpose has been fulfilled or when it is impossible to achieve it. In any case, the TAS Foundation shall be extinguished for any other causes established by law. The agreement of the Board of Trustees must be ratified by the Protectorate.

#### **Article 44. Settlement and award of the remaining assets**

1. The extinction of the TAS Foundation, except in the case of a merger, shall determine the beginning of the liquidation procedure, which shall be carried out by the Board of Trustees constituted as a liquidation committee and under the control of the Protectorate.
2. The assets and rights resulting from the liquidation shall be assigned by the Board of Trustees to another non-profit entity or entities that pursue similar general interest purposes and which, in turn, have their assets affected, even in the event of dissolution, to the achievement of those purposes, and which mainly carry out their activities in Andalusia.
3. The recipient or recipients of the relict assets and rights shall be freely chosen by the Board of Trustees.
4. The termination of the TAS Foundation and the ownership changes of the assets to which it gives rise shall be recorded in the appropriate Registers.