

# **ARAID FOUNDATION STATUTES**

## **TITLE FIRST.- General provisions**

### **Article 1. Denomination and nature.**

With the name Foundation "Aragonese Agency for Research and Development", hereinafter ARAID Foundation, a non-profit foundational organization is constituted and whose patrimony is permanently affected to the realization of the purposes that constitute its object.

The founding entity is the General Council of Aragon.

### **Article 2. Legal personality and capacity.**

The ARAID Foundation, once the public deed of its constitution has been registered in the Registry of Foundations of the Autonomous Community of Aragon, has its own legal personality and full capacity to act, being able to carry out, consequently, all those acts that are necessary for compliance of the purpose for which it has been created, subject to the provisions of the legal system.

### **Article 3. Legal regime.**

The ARAID Foundation will be governed by current legal provisions, by these Statutes and by the rules and provisions that, in their interpretation and development, emanate from the Board of Trustees.

### **Article 4. Nationality and Address.**

The Foundation that is created has Spanish nationality.

The Foundation's address is at Avenida Ranillas 1 D, 2nd floor, office b in Zaragoza (ZIP: 50018). The Board of Trustees may promote the change of address, through the appropriate statutory modification, with immediate communication to the Protectorate.

### **Article 5. Scope of action.**

The ARAID Foundation will mainly develop its activities throughout the territory of the Autonomous Community of Aragon, without prejudice to those it may carry out in other geographical areas and its expressed desire to establish collaborative relationships with research and innovation centers, and with other Agencies of similar orientation, national and international.

## **TITLE SECOND.- Object and purposes of the Foundation**

### **Article 6. Object.**

The ARAID Foundation aims to promote research, scientific-technological development and innovation as factors of regional development, within the institutional policy objectives proposed by the Government of Aragon.

For this purpose, the Foundation will seek the support of public and private entities for its purposes, will carry out broadcast and divulgation of the research activity and will promote and manage plans to improve the human and material resources of the research centers of Aragon, increasing progressively in this way their ability to compete and the quality of their scientific production.

### **Article 7. Purposes.**

The general interest and non-profit purposes of the ARAID Foundation are:

- a) Develop an active policy to increase and improve human and material resources dedicated to R & D & i, as a factor for regional development.
- b) Promote innovation in the territory of the Autonomous Community as a means to achieve a more competitive market and economy.
- c) Encourage collaboration between scientific-technological platforms, and in particular the science-technology parks, installed in the Autonomous Community, as instruments for the transfer of knowledge and technology between universities, research institutions, companies and markets.
- d) Promote the establishment and implementation in the territory of our Autonomous Community of research projects or facilities of national or international scope.
- e) Promote the interest of Aragonese society in research, development and innovation, through the dissemination of scientific and technical knowledge, with special emphasis on that generated in Aragon, as well as its dissemination to Aragonese companies and industries, in a way that support for innovation becomes one of the main hallmarks of our Community.
- f) Establish scientific and academic collaborations, in the manner that legally corresponds, with other national and international public and private entities in the matters of their activity.
- g) Promote the development of studies and actions, within the framework of the Foundation's purposes, for the detection of R & D & I needs and their incorporation into regional development plans and programs.
- h) Evaluate and monitor priority scientific and technological programs.

i) Promote platforms for meeting, analysis and interdisciplinary and intersectoral debate on R + D + i with the intervention of the Aragonese scientific, technological and business communities and the various public administrations, and carry out intermediation actions that facilitate synergy between the themselves.

j) Support R & D & I entities and agents in raising funds from competitive international, community and state programs, and assist in the preparation of proposals and search for partners.

k) The Board of Trustees will have full freedom to determine the activities of the Foundation that, in pursuit of its purposes, are more appropriate or convenient for the fulfillment of specific objectives.

### **TITLE THIRD.- Basic rules for the application of resources to fulfill the Foundation purposes.**

#### **Article 8. Beneficiaries**

1. The purposes of the Foundation are directed preferentially to the following groups:

a) Aragonese researchers or with special ties to the Autonomous Community of Aragon.

b) Institutions and organizations that carry out research and innovation activities in Aragon.

c) Entities whose purposes include the promotion of science and the dissemination of knowledge.

2. The Board of Trustees, when determining the beneficiaries of the Foundation's activity, will act with criteria of impartiality and non-discrimination.

#### **Article 9. Application of the resources to the fulfillment of the purposes**

The Foundation will allocate the patrimony and its income to the fulfillment of the Foundation purposes.

1. At least 70% of the results of the economic exploitations that are developed and of the income obtained, in the terms provided by current legislation, will be allocated to compliance with them.

2. The term for the fulfillment of this obligation will be between the beginning of the year in which they were obtained and the four years following the end of the same.

## **Article 10. Information**

The Board of Trustees will provide sufficient information on the purposes and activities of the Foundation so that they are known to its eventual beneficiaries and other interested parties.

## **TITLE FOURTH.- Government of the Foundation**

### **Article 11. The Board of Trustees.**

The Board of Trustees is the governing, representative and administrative body of the Foundation that is responsible for fulfilling the Foundation purposes, subject to the provisions of the legal system and these Statutes.

### **Article 12. Composition of the Board of Trustees.**

The Board of Trustees will be made up of a minimum of five and a maximum of twelve members who will be designated in the founding Act.

1. The following are ex officio members of the ARAID Foundation:

- \* The head of the department of the Government of Aragon competent in research and innovation, or person delegated.
- \* The head of the department of the Government of Aragon competent in matters of economy, or person to whom he/she delegates.
- \* The Director General of the Government of Aragon responsible for the management of research and innovation.

2. Likewise, the following will be part of the Board of Trustees:

Two renowned personalities in the field of research, development or knowledge transfer, linked to R & D & I Institutions and Bodies located in the Autonomous Community and designated, individually, by the Government of Aragon.

3. By majority agreement of its members and through a motivated proposal from the President, the Board of Trustees may promote its expansion, up to the maximum limit established, with other members who will be appointed by the entities they represent and appointed by the Government of Aragon.

### **Article 13. Duration of the mandate.**

The members of the Board of Trustees will perform their duties for a period of four years and may be re-elected for successive periods without any limitation.

In the event that the employers are legal persons, they must be represented by a natural person. Likewise, when the quality of employer falls on the holder of a position, he/she may delegate his/her representation.

If a vacancy occurs before the end of the statutory mandate, that of the substitute will end on the date on which the substitute's mandate would have ended.

#### **Article 14. Acceptance of the position of Trustee and substitution.**

Before beginning the exercise of their functions, the persons appointed as members of the Board of Trustees must expressly accept their appointment in the manner provided by law.

Once a vacancy occurs, the Board of Trustees, within a maximum period of two months, will propose the appointment of a person to fill it.

The members of the Board of Trustees who are so by reason of the position they occupy, must cease their term at the moment they lose the condition for which they were appointed.

#### **Article 15. Cessation of the members of the Board of Trustees.**

1. The termination of the Foundation Trustees will occur in the following cases:

- a) Due to death or declaration of death, as well as due to the extinction of the legal entity represented by the unemployed person.
- b) By resignation communicated with the formalities provided for acceptance as a member of the Board of Trustees.
- c) Due to incapacity, disqualification or incompatibility, in accordance with the provisions of the Law.
- d) Due to termination of the position for which the members of the Board of Trustees were appointed.
- e) By judicial resolution.
- f) For the course of their term of office if they were appointed for a certain period of time.
- g) For a period of six months from the granting of the founding public deed without requested the registration of the Foundation in the Registry of Foundations.

2. The resignation of the members of the Board of Trustees will be effective as soon as the Protectorate is duly notified.

#### **Article 16. President.**

1. The position of Chairman of the Board of the ARAID Foundation will be held by the Counselor of the Department of the Government of Aragon competent in matters of research and innovation, who by reason of his position corresponds to the institutional representation

of the Foundation before third parties, be they natural persons, public and private authorities and entities.

2. In addition, the President of the Board of Trustees, by way of example and not limitation, the following functions:

- a) Convene, preside, suspend and adjourn the Board of Trustees sessions, directing their debates and deciding ties with their casting vote.
- b) Execute the agreements adopted by the Board of Trustees, being able to carry out the acts and sign the documents that are necessary for this purpose.
- c) Propose the appointment and removal of the Director of the Foundation.
- d) Those that are expressly commissioned by the Board.

#### **Article 17. The vice-president.**

The position of Vice-President of the ARAID Foundation Board of Trustees will be held by the Director General of the Government of Aragon who is assigned the powers in matters of research and innovation management, who will be responsible for performing the functions of the President in cases where the position is vacant, or due to absence or illness, or by delegation of the President, being able to act also on behalf of the Foundation in those cases in which it is so determined by the Board of Trustees.

#### **Article 18. The Secretary.**

1. The Secretary of the Board of Trustees, who may not be a member of this collegiate body, in which case he/she will act with voice but without vote, will be elected by the Board of Trustees at the proposal of the President.

2. The functions of the Secretary are to summon the members of the Board on behalf and by mandate of its President, to guard all the documentation belonging to the Foundation, to draw up the minutes corresponding to the meetings of the Board, to issue the necessary certifications and reports, and all functions expressly delegated to it.

3. In the event of the position being vacant, or due to the absence or illness of its holder, the youngest member of the Board of Trustees will act as Secretary.

#### **Article 19. Functions of the Board.**

The competence of the Board of Trustees extends to resolving incidents of everything that concerns the government, representation and administration of the Foundation, as well as the interpretation and modification of these Statutes.

For the fulfillment of the purposes of the Foundation, the Board of Trustees will be responsible for exercising the following functions:

- a) Ensure the fulfillment of the foundational purposes and the observance of these Statutes.
- b) Represent the Foundation judicially and out of court.
- c) Define and approve the Foundation's action plans and the activity report for each year.
- d) Approve the budgets corresponding to each fiscal year and credit operations.
- e) Approve agreements and collaboration programs with other entities, associations and organizations, whether public or private, national or international.
- f) Establish the general lines that must govern the hiring of the Foundation's staff.
- g) Propose extensions of members of the Board of Trustees, in accordance with these Statutes.
- h) Appoint and revoke, where appropriate, the Director of the Foundation at the proposal of the President.
- i) Approve the hiring, under private law and in accordance with budgetary availability, of the research, research technical and administrative support staff that is necessary for the development of the foundational purposes and in accordance with the annual incorporation plans of indefinite hired personnel that have been approved in each fiscal year.
- j) Appoint the Secretary of the Board of Trustees at the proposal of the President.
- k) Carry out the legal acts and businesses necessary for the correct administration of the Foundation's assets and rights, without prejudice to the powers of the Protectorate.

#### **Article 20. Meetings of the Board of Trustees and convocation.**

The Board of Trustees will meet, in ordinary session, at least twice a year and in extraordinary session as many times as necessary for the smooth running of the Foundation. It is the responsibility of the President to convene the meetings of the same, either on his own initiative, or when requested by a third of its members.

The call will be sent to each of the members, at least five days before the date of celebration, using a means that allows a record of its receipt. In the summons, the place, day and time of the meeting will be stated, and the agenda will also be attached.

It will not be necessary to make a prior call when all the Trustees are present and unanimously agree to hold the meeting and the agenda

#### **Article 21. Way of deliberating and adopting the agreements.**

a) The Board of Trustees will be validly constituted when at least half plus one of its members attend.

b) Resolutions will be adopted by a simple majority of the votes cast, except when the Bylaws or current regulations require a special quorum. Each employer has the right to one vote, the ties being resolved by the vote of the President.

c) Notwithstanding the foregoing, a majority of at least two-thirds of the members of the Board of Trustees will be required for the adoption of the following resolutions:

- \* Modification of the Statutes.
- \* Approval of budgets, accounts and the Annual Activity Report.
- \* Delegation of powers of the Board of Trustees to the President or to any of its members, except those that cannot be delegated in accordance with the applicable regulations.
- \* Extinction of the Foundation.
- \* Merger with another foundation.
- \* Granting of powers to the Director of the Foundation.

d) For each meeting of the Board of Trustees, the corresponding minutes shall be drawn up by the Secretary, which must be signed and approved, in the following session, by all the members present at the meeting and signed by the Secretary with the approval of the President, and shall also be transcribed. to the minute book.

e) The agreements validly adopted by the Board of Trustees will be executive and will bind all its members.

f) The certifications of agreements of the Board of Trustees will be issued by the Secretary with the approval of the President.

## **Article 22. Obligations of the Board of Trustees.**

In its performance, the Board of Trustees must comply with the provisions of current legislation and the provisions of these Statutes, ensuring compliance with the foundational purposes and managing the assets and rights that make up the assets of the ARAID Foundation, fully maintaining the performance and utility thereof.

The Board of Trustees will provide sufficient information on the purposes and activities of the Foundation, so that they are widely known by its eventual beneficiaries and other interested parties.

## **Article 23. Obligations and responsibilities of the Employers.**

The Employers' obligations are:

- a) To ensure that the aims of the ARAID Foundation are fulfilled.
- b) Attend the sessions to which they are duly summoned.
- c) Carry out the position with the diligence of a loyal representative.

d) Comply in their actions with the provisions of the current legal provisions and in these Statutes, responding to the Foundation for acts contrary to the aforementioned norms or performed negligently.

Those who have voted against or expressly opposed the resolutions determining the same or who have not participated in its adoption are exempt from liability.

#### **Article 24. Free nature of the position of Employer.**

The Trustees shall exercise their position free of charge, without under any circumstances being able to receive any remuneration for the performance of their duties.

The Trustees shall have the right to be reimbursed for duly justified expenses generated by the performance of their duties.

#### **Article 25. Director.**

The Director of the ARAID Foundation will be appointed by the Board of the Foundation at the proposal of its President and may attend the meetings of the Board in an ordinary way, with voice but without vote.

Until the position of Director of the Foundation is filled, the General Director of the Government of Aragon who has powers in matters of research and innovation may carry out his functions, on a provisional basis.

The Director is responsible for all the functions conducive to the promotion, promotion and development of the purposes of the Foundation and in particular:

- a) Prepare the annual program of activities of the Foundation for its subsequent approval by the Board of Trustees.
- b) Specify the specific actions of the Foundation to be carried out in compliance with the annual program of activities approved by the Board.
- c) The Director will be responsible for the execution of the Foundation's budget. It will have the capacity to contract personnel, for the acts of administration, ordinary management and operation of the Foundation that are entrusted to it by its Board of Trustees, including the capacity to contract up to a maximum limit of 18,000 euros, VAT excluded.
- d) Propose to the Board of Trustees collaboration agreements or other cooperation instruments that the Foundation may sign with other public and private, national or international entities.
- e) Direct the actions aimed at obtaining the necessary resources for the fulfillment of the Foundation's purposes.
- f) Direct the selection procedures for the hiring of scientific and technical personnel by the Foundation.
- g) Promote the training of personnel hired by the Foundation.

h) Any others that are expressly entrusted or delegated by the Board of Trustees, under the terms established in these Bylaws.

## **TITLE FIFTH.- Economic regime**

### **Article 26. Foundational heritage.**

The assets of the ARAID Foundation will be made up of the assets and rights that make up its initial endowment, set at 30,000 euros, as well as those that it acquires after its constitution for the achievement of the foundational purposes and that are contributed to it with that character by natural or legal persons. Both must appear in the name of the Foundation and appear in its inventory and in the Registry of Foundations.

The assets and rights that make up the patrimony, the income they produce, and the appropriate mobilizations to the managed resources, will be linked in a direct and immediate way to the fulfillment of the Foundation's purposes.

### **Article 27. Financing.**

The ARAID Foundation, for the development of its activities, will be financed with the resources that come from the performance of its patrimony and with those others from the aid, subsidies, agreements or donations that it receives from people or entities, both public and private.

Likewise, the Foundation can obtain income from its activities as long as this does not imply an unjustified limitation of the scope of its possible beneficiaries.

### **Article 28. Administration.**

The Board of Trustees is empowered to make the necessary variations in the composition of the patrimony, in accordance with what the economic situation advises at all times, without prejudice to requesting the due authorization or proceeding to the appropriate communication to the Protectorate of Foundations.

### **Article 29. Hiring.**

The personnel dependent on the ARAID Foundation will have a legal regime of a labor nature, the hiring being governed by the rules of private law.

### **Article 30. Financial regime.**

The financial year will coincide with the calendar year.

The ARAID Foundation will keep those books that are legally required or convenient for the good order and development of its activities, as well as for the adequate control of its accounting.

The economic-financial management of the Foundation will be carried out in accordance with the general principles and criteria determined in current regulations.

### **Article 31. Budget, Accountability and Activity Report.**

1. The Board of Trustees will draw up within the last three months of each year and send the Protectorate an Action Plan, with the objectives set for the following year and the activities leading to their achievement.
2. Likewise, the Board of Trustees will prepare and send to the Protectorate the Memory of Foundational Activities carried out in fulfillment of its own purposes during the previous year.
3. The President will present to the Board for approval, the settlement of the budget of income and expenses of the previous year, as well as the forecast of income and expenses corresponding to the following year.
4. The Annual Accounts, made up of the balance sheet, the income statement and the report, will be sent to the Protectorate of Foundations within a period of ten days from their approval and within the first six months of the following fiscal year.
5. The control of the financial activity of the ARAID Foundation will be carried out in the manner regulated in the Finance Law of the Autonomous Community of Aragon.

## **TITLE SIXTH.- Modification, merger and extinction of the Foundation.**

### **Article 32. Modification.**

By agreement of the Board of Trustees, these Bylaws may be modified, whenever it is convenient to the interests of the ARAID Foundation. Such modification must be undertaken when the circumstances that concurred in the constitution of the Foundation have changed in such a way that it cannot act satisfactorily in accordance with its Statutes in force.

For the adoption of statutory modification resolutions, a favorable voting quorum of at least two-thirds of the members of the Board of Trustees will be required.

The modification or new wording of the Statutes agreed by the Board of Trustees will be communicated to the Protectorate.

### **Article 33. Merger with another Foundation.**

The Board of Trustees may propose to the Protectorate the merger of the ARAID Foundation with another foundation, after an agreement reached for that purpose with the latter.

The merger agreement must be approved by a majority of at least two-thirds of the members of the Board of Trustees.

**Article 34. Extinction of the ARAID Foundation.**

The Foundation will be terminated for the reasons and in accordance with the procedures established in current legislation.

**Article 35. Liquidation and destination of the credit.**

In the event of dissolution of the ARAID Foundation, the liquidation and destination of its assets and rights will be incorporated, in accordance with the provisions of article 33.3 of Law 50/2002 on Foundations, to the Administration of the Autonomous Community of Aragon.