

BY-LAWS OF THE CARE-ALL FOUNDATION

**CHAPTER I
INCORPORATION OF THE FOUNDATION**

Article 1. Name, nature, registered office, and scope of activity.

1. The **CARE-ALL Foundation** is a non-profit organization the assets of which are attached on a lasting basis to the performance of the general-interest aims set forth in these By-laws.
2. The registered office of the Foundation is established at Calle Sant Mori 11, Apartament 26, 17487 Empuriabrava, Girona.
3. The Foundation shall for the most part perform its activities throughout the national territory, as well as abroad.

Article 2. Legal personality, commencement of activities, and duration.

1. The Foundation shall have legal personality as from the recordation of its public deed of incorporation at the corresponding Register of Foundations, and its activities shall commence as from that time.
2. The Foundation hereby incorporated shall have indefinite duration and perpetual succession. However, where at some future time it may be considered that the aims of the Foundation have been fulfilled or become impossible to fulfil, the Board of Governors may resolve to dissolve the Foundation in accordance with the provisions of the legislation in force and article 23 of these By-laws.

**CHAPTER II
AIMS AND BENEFICIARIES OF THE FOUNDATION**

Article 3. Aims.

I. To contribute to the general wellbeing of society and to the improvement of the living conditions of the most vulnerable people on the planet (people on the margins of society, persons with functional diversity, victims of accidents, and persons living in poverty who suffer from inequality, social exclusion, or ill-treatment) by providing them with education and training, with the aim of contributing to improving their situation and assisting their social integration, as well as humanitarian aid aimed at these people.

Article 4. Activities.

In order to achieve the aims referred to in the previous article, the Foundation shall carry out the following activities:

1. To offer training to persons resident in disadvantaged areas with the aim of allowing them to have access to specialist employment in that subject.
2. To build infrastructure to allow access to improved education for children resident in areas of poverty and social exclusion.
3. To build sports facilities in disadvantaged areas so that young people have the opportunity to engage in healthy hobbies.
4. To offer sports education and the possibility of receiving continuous training in any sport so as to acquire specialist skills and access to related employment opportunities.
5. To offer support and/or training for the development of sustainable business start-ups.
6. Other similar or analogous activities.

In addition, and for the purpose of generating revenue, the Foundation may carry out commercial activities the nature of which is related to the aims of the Foundation or that are complementary or accessory to the said aims, in accordance with the rules governing the protection of competition, such as the following:

1. The sale of items via the Foundation's website, as well as at events in which the Foundation is participating.
2. The organization of fundraising events, executing contracts with suppliers and bodies that assist in this task.

Article 5. Beneficiaries.

1. The foundational aims of the Foundation are aimed, on a generic basis, at the following groups of people:

Disadvantaged people living in poverty and who suffer from inequality, social exclusion, or ill-treatment, as well as persons with functional diversity and the victims of accidents.
2. The Board of Governors, when determining the beneficiaries of the Foundation's activities, shall act in accordance with principles of impartiality and non-discrimination. The basic rules for determining the beneficiaries shall be as follows:
 - a) To form part of the groups of people listed in the first section of this article.
 - b) To require the assistance or services that the Foundation can offer within the terms laid down in each funding round.
 - c) To lack the suitable means to obtain the same benefits that the Foundation can offer in some other way.
 - d) In cases such as the grant of scholarships or the funding of projects, that they are persons entitled to receive the assistance that is provided on account of their merits, ability, need, or convenience.

- e) That they meet the specific requirements that the Board of Governors may impose on a complementary basis in each funding round.

Article 6. Allocation of the resources to the performance of the aims.

The Foundation shall effectively allocate its assets and its income to the performance of the aims of the Foundation.

1. At least 70% of earnings generated from economic activities carried out and other revenues obtained under any other heading shall be allocated to the performance of the aims of the Foundation, in accordance with the provisions laid down by the legislation in force.
2. The time limit for the performance of this duty shall run from the start of the financial year in which the funds are obtained to the end of the fourth financial year following the close of the said financial year.

Article 7. Information.

The Board of Governors shall supply adequate information on the aims and activities of the Foundation so that this may be available to its present and future beneficiaries and any other interested parties.

**CHAPTER III
GOVERNANCE OF THE FOUNDATION**

Article 8. Board of Governors.

1. The Board of Governors is the governing and representative body of the Foundation.
2. It is the responsibility of the Board of Governors to comply with the aims of the Foundation and to administer the assets and rights that form the wealth of the Foundation diligently, ensuring that they remain productive and useful.

Article 9. Composition.

1. It shall be composed of 3 governors who shall approve resolutions by simple majority, in accordance with the provisions of these By-laws.
2. Natural persons who have full legal capacity and who have not been disqualified from holding public office may be members of the Board of Governors.
3. Legal persons may sit on the Board of Governors, and shall be required to designate the natural person(s) who is/are to represent them.
4. Governors shall not be remunerated for the exercise of their office, without prejudice to their right to be reimbursed for all duly-justified expenses that the exercise of their office may cause them to incur.

Article 10. Rules for the appointment and replacement of the members.

1. The members who are to sit on the first Board of Governors shall be appointed by the founders and shall be set forth in the deed of incorporation.
2. The appointment of new members shall be carried out by the Board of Governors that is recorded at the corresponding Register of Foundations and following a resolution approved by a majority of its members.
3. The governors shall accept their office in the manner envisaged in the legislation in force, and their acceptance shall be formally notified to the Protectorate and shall be recorded at the Register of Foundations.
4. Governors shall be appointed for a term of 5 years, which may be renewed indefinitely for like periods.

Governors shall remain in office until the next meeting of the Board of Governors is held, at which their renewal or replacement shall be decided.

5. The renewal or replacement of governors or the appointment of new members shall be carried out by the Board of Governors that is recorded at the corresponding Register of Foundations.

With regard to replacement, the Board of Governors shall, at the first meeting it holds, approve a resolution to set the specific number of governors and to appoint someone to fill the vacancy. The governor affected shall not participate in this decision.

Resolutions for the renewal, replacement, or appointment of governors must be approved by a majority of the members of the Board of Governors.

Article 11. Chairman.

1. The governors shall elect from among their number a Chairman who shall be responsible for (i) representing the Foundation before all persons, authorities, and public or private bodies of any kind, (ii) calling meetings of the Board of Governors, (iii) presiding the said meetings, (iv) directing the debates, and where appropriate, (v) implementing the resolutions, and for this purpose he/she may perform acts of any kind and sign such documents as may be required for this purpose.
2. The Chairman shall have a casting vote in the event that any ballots held by the Board of Governors end in a tie.

Article 12. Secretary.

1. The Board of Governors shall appoint a Secretary, which office may be held by a non-member, in which case he/she shall be entitled to speak but not to vote.
2. The Secretary shall be responsible for certifying the resolutions of the Board of Governors, the custody of all documentation pertaining to the Foundation, drafting the minutes of the meetings of the Board of Governors, and issuing such certificates and

reports as may be necessary or that he/she may be expressly requested to prepare. Where the Secretary is ill or absent, or the office is vacant, the youngest member of the Board of Governors shall act as Secretary.

Article 13. Powers of the Board of Governors.

Without prejudice to any authorizations that it may be necessary to obtain from the Protectorate, the Board of Governors shall have the following powers:

- a) To exercise the governance and representation of the Foundation, and to approve its management plans and its periodical action programmes.
- b) To interpret and implement the By-laws, and where pertinent, to approve their amendment, provided that this is in the interests of the Foundation and for the better attainment of its aims.
- c) To establish the general guidelines for distributing and applying the funds available among the various aims of the Foundation.
- d) To appoint persons who are to have general or special powers of attorney.
- e) To select the beneficiaries of the assistance provided by the Foundation.
- f) To approve the action plan and the annual accounts that are to be submitted before the Protectorate.
- g) To approve the opening and the closure of its Delegations.
- h) To approve resolutions regarding the dissolution or merger of the Foundation in the event that it becomes impossible to fulfil its objectives.
- i) To delegate its powers to one or more governors, although the approval of the accounts and of the action plan, the amendment of the By-laws, the merger and dissolution of the Foundation, as well as all acts requiring the authorization of the Protectorate, may not be delegated.

Article 14. Duties of the Board of Governors.

In its activities, the Board of Governors shall abide by the provisions of the legislation in force and the wishes of the founder as expressed in these By-laws.

Article 15. Liability of the governors.

- 1. Governors shall exercise their office with the diligence of a loyal representative.
- 2. Governors shall be jointly and severally liable as against the Foundation for any losses and harm that they may cause by acting in a way that is unlawful or contrary to these By-laws, or where their actions lack the diligence with which they are required to perform their office.

3. Governors must attend the meetings to which they are called, and their activities must be in accordance with the provisions laid down by the law in force and in these By-laws.

Article 16. Dismissal and suspension of governors.

1. The dismissal and the suspension of the governors of the Foundation shall arise in the situations envisaged at article 18 of Law 50/2002 of 26 December on Foundations.

Dismissal of governors:

- a) Following death or a declaration of death, as well as following the dissolution of the legal entity.
 - b) By reason of incapacity, disqualification, or incompatibility, in accordance with the provisions of the Law.
 - c) Where the governor ceases to hold the office by virtue of which he/she was appointed to the Board of Governors.
 - d) Where it is held in a judicial ruling that the governor has failed to exercise his/her office with the diligence envisaged at section 1 of the previous article.
 - e) Following a judicial ruling approving an action for liability for the acts referred to in section 2 of the previous article.
 - f) Where six months have elapsed following the execution of the public deed of incorporation without an application having been made for recordation at the corresponding Register of Foundations.
 - g) Where, having been appointed for a defined term, the said term of the governor's mandate expires.
 - h) Following the resignation of the governor, which may be carried out by any of the means and in accordance with the procedures envisaged for acceptance.
2. Resignation from the office of governor may be carried out by any of the means and in accordance with the procedures envisaged for acceptance.
 3. The replacement, dismissal, and suspension of governors shall be recorded at the corresponding Register of Foundations.

Article 17. Method of deliberation and approval of resolutions.

1. The Board of Governors shall meet at least twice a year, and as many times as may be required for the successful running of the Foundation. Meetings shall be called by the Chairman, either at his/her own initiative or where requested by at least one third of its members.

Calls to meetings shall be served on each one of the members at least ten days in advance of the day on which they are to be held, using a means that allows proof of

receipt. The call shall state the venue, time, and date of the meeting, and shall include the agenda.

Meetings need not be called in advance where all governors are in attendance and they unanimously agree to hold the meeting.

2. The Board of Governors shall be quorate when the majority of its members are in attendance.
3. Resolutions shall be approved by a majority of the votes cast, except where the By-laws or the legislation in force require a reinforced majority.
4. The Secretary shall keep the minutes of the meetings of the Board of Governors, which shall be submitted for the approval of all of the members in attendance. Said minutes shall be transcribed into the corresponding book and shall be signed by the Secretary with the counter-signature of the Chairman.
5. Where the office of governor is held by a natural person, it shall be exercised by the said person. However, governors may designate another governor to act in their name and representation.

Said representation shall always be for specific acts and must be in compliance with any instructions that the person represented may formulate in writing.

CHAPTER IV ECONOMIC ADMINISTRATION OF THE FOUNDATION

Article 18. Wealth.

1. The wealth of the Foundation shall be composed of all the assets, rights, and liabilities capable of economic valuation that make up the foundational endowment, as well as any further assets, rights, or liabilities that the Foundation may acquire subsequent to its incorporation, whether or not they are attached to the endowment.
2. All assets and rights that make up the wealth of the Foundation shall be held in its own name, and shall be reported in its annual inventory.
3. The Board of Governors shall ensure, under its responsibility, that the assets and rights that make up its wealth are recorded in the name of the Foundation at the corresponding public Registries.

Article 19. Funding.

1. The Foundation, in the performance of its activities, shall be funded with the resources earned from the returns on its wealth, and where pertinent, from funds deriving from aid, subsidies, or donations received from persons or entities, whether public or private.

Likewise, the Foundation may generate revenue from its activities, provided that this does not entail any unjustified limitation on the scope of its possible beneficiaries.

2. The Board of Governors shall have the power to make such alterations as may be necessary to the composition of the wealth of the Foundation in accordance with what may be advisable given the economic situation at any given time and without prejudice to seeking the necessary authorization or notifying the Protectorate in the proper manner.
3. The financial year shall coincide with the calendar year.
4. The Foundation shall keep orderly accounts that are suitable to its activity and that allow chronological oversight of the transactions performed. For this purpose it shall necessarily be required to keep a Day Book and an Inventories Book and Annual Accounts, as well as any other mandatory books that may be required by the legislation in force.
5. In its economic and financial administration, the Foundation shall be guided by the general principles and criteria laid down in the regulations in force.

Article 20. Annual accounts and action plan.

1. The annual accounts shall be approved by the Board of Governors within no more than six months of the close of the financial year, and this power may not be delegated to other bodies of the Foundation, and said accounts shall be submitted before the Protectorate within ten business days of their approval.
2. During the final three months of each financial year, the Board of Governors shall approve and shall submit to the Protectorate an action plan setting out the objectives and activities that are to be carried out during the following year. The Board of Governors may not delegate this power to other bodies of the Foundation.

**CHAPTER V
AMENDMENT, MERGER, AND DISSOLUTION**

Article 21. Amendment.

1. The Board of Governors may amend these By-laws provided that this is in the best interests of the Foundation. In addition, the amendment of the By-laws shall be appropriate where the circumstances that existed at the time of the incorporation of the Foundation have changed in such a way that the Foundation can no longer operate in satisfactory manner in accordance with the By-laws in force.
2. The approval of resolutions for the amendment of the By-laws shall require the votes in favour of 2/3 of the members of the Board of Governors.
3. The amendment or redrafting of the By-laws as approved by the Board of Governors shall be notified to the Protectorate and must be formalized in a public deed and recorded in the corresponding Register of Foundations.

Article 22. Merger.

1. The Board of Governors of the Foundation may approve the merger of the Foundation with another Foundation provided that this is in its best interests.

2. The approval of a resolution for the merger of the Foundation shall require the votes in favour of 2/3 of the members of the Board of Governors.

Article 23. Dissolution.

1. The Foundation shall be dissolved for the reasons and in accordance with the procedures laid down by the legislation in force.
2. The dissolution of the Foundation shall entail the commencement of the liquidation procedure, which shall be carried out by the Board of Governors under the control of the Protectorate.
3. All assets and rights resulting from the liquidation shall be allocated to foundations or to private non-profit organizations pursuing general-interest aims and which have their assets, even in the event of their dissolution, attached to the attainment of the said aims, and which are deemed to be bodies reliant on sponsorship in accordance with the legislation in force, or to public bodies of a non-foundational nature pursuing general-interest aims. The Board of Governors shall be expressly authorized to make the said application.