



INSTITUT
BARCELONA
ESTUDIS
INTERNACIONALS

STATUTES OF **INSTITUT BARCELONA D'ESTUDIS INTERNACIONALS (IBEI)**



Barcelona, February 2019

© Institut Barcelona d'Estudis Internacionals (IBEI)
Campus de la Ciutadella (Universitat Pompeu Fabra)
Ramon Trias Fargas, 25-27
08005 Barcelona
www.ibe.org
ibe@ibe.org

SUMMARY

STATUTES of INSTITUT BARCELONA D'ESTUDIS INTERNACIONALS (IBEI)	2
Chapter I. Name, Scope, Registered Address and Legal Framework.....	3
Chapter II. Objectives.....	4
Chapter III. Governing Bodies of the Foundation.....	6
Chapter IV. Consultative Bodies of the Foundation.....	17
Chapter V. Personnel, Assets and Economic Regime.....	17
Chapter VI. Modification.....	21
Chapter VII. Mergers, Splitting and Dissolution.....	21
Chapter VIII. Use of assets.....	22

STATUTES
OF **INSTITUT**
BARCELONA D'ESTUDIS
INTERNACIONALS (IBEI)

CHAPTER I

Name, Scope, Registered Address and Legal Framework

Article 1

1.1. The Foundation governed by these Statutes of Association is given the name “Fundació Institut Barcelona d’Estudis Internacionals (IBEI)” (Barcelona Institute of International Studies Foundation). IBEI is a non-profit organisation subject to the legislation of the Generalitat de Catalunya.

1.2. From the time of the conversion of IBEI’s Founding Charter into a public deed and its registration at the Foundations Register of the Generalitat de Catalunya, it has possessed full legal status and the capacity to act.

1.3. As established in Article 1 of Order UNI/253/2004, of 16 July, IBEI is an inter-university research institute, in accordance with Article 10 of the Universities Act 6/2001, of 21 December, and Article 23 of the Catalan Universities Act 1/2003, of 19 February.

Article 2

2.1. IBEI is an organisation with permanent status and full legal capacity to act. This means that it is able, but not limited, to acquire, conserve, hold, manage, transfer, exchange and encumber assets of all types; conduct all types of act and contract, arrange loans actively or passively, renounce and reach settlements on assets and rights, promote and follow appropriate procedures or contest and desist from them, and freely exercise all types of right, action and exception before the courts of Justice and Public Administration, and any other of the State, autonomous communities, provinces, municipalities and other corporations and organisations in Spain and abroad.

Article 3

3.1. IBEI shall be governed by these Statutes of Association and additional provisions, the declarations contained in the Founding Charter, the applicable legal provisions and the agreements adopted by the Board in the exercise of its functions.

3.2. Similarly, the legal regime for university research institutes shall be applicable, particularly the Universities Act 6/2001, of 21 December, the Catalan Universities Act 1/2003, of 19 February.

Article 4

4.1. The registered address of IBEI is in the city of Barcelona, at Ciutadella Campus (UPF), Ramon Trias Fargas 25-27. The Board can agree to move the registered address and establish any offices deemed necessary to achieve its objectives.

4.2. The Foundation exercises its functions mainly in Catalonia. However, it can act in the rest of the Spanish State and also internationally.

Article 5

5.1. The duration of the IBEI is indefinite.

CHAPTER II Objectives

Article 6

6.1. The general founding objective of IBEI is to be a centre of excellence and prestige, a benchmark of the highest level in the study of international relations, a centre that prepares expert professionals who promote the global concept of international relations, making Barcelona into an international pillar of excellence in this field.

6.2. Specifically, in order to implement its founding objective, IBEI shall develop the non-exhaustive list of activities defined below:

- The creation of an open platform of the highest academic level, a forum for research and training.
- The integration of academic and university knowledge with industry and experience in governmental and institutional practice.
- The willingness to serve the public and respond to the demand for research from its environment, publically and privately. This research responds to the concerns of public and private institutions and is disseminated amongst a wide audience, interested in international affairs.
- The identification and development of work programmes linked to institutional and business initiatives, to which it brings an analytic and methodological perspective, while maintaining the principles and objectives of academic excellence.
- Postgraduate training that combines academic excellence and practical guidance, also incorporating educational opportunities for professionals developing their career in international fields.
- The implementation of research for decision making and the formulation of ideas and proposals for the operation and evolution of the international system, on questions of International Agenda, the international positioning of Barcelona, Catalonia, Spain and the European Union.
- The definition of an educational offering in specialised interdisciplinary international study programmes that fully incorporate the knowledge of different academic disciplines and specific techniques, as well as foreign languages.
- As an inter-university research institute, IBEI shall deliver teaching for students to obtain official postgraduate qualifications and doctorates.

- IBEI shall also deliver teaching for students to obtain postgraduate diplomas and qualifications recognised by the founding universities, in addition to ongoing training courses. These qualifications shall be issued by the Vice Chancellors of the founding universities.
- The guarantee and academic recognition of training activities approved to be conducted at IBEI shall be similar to the activities conducted at the University itself.

6.3. The Board can extend or restrict the founding purpose, provided it maintains a substantial relationship to the activities inherent within the basic objective established at the creation of the organisation, and that the modification does not involve the loss of its research and teaching purpose.

6.4. In all cases, the definition of IBEI's current objectives should not be interpreted in a limited way, but understood to refer to all activities related to international studies, and to all means and activities that can contribute to this topic area directly or indirectly.

6.5. The objectives of the foundation can be achieved alone or through collaboration with other public or private organisations, nationally or from abroad, including those of an international standing, the creation alone or with third parties from other legal entities, and participation in cooperation programmes for the aforementioned topics.

6.6. Activities related to the founding objectives must be conducted in accordance with the specific regulations, by obtaining, if appropriate, the relevant permits or licences.

6.7. Earnings and other annual income received by the organisation have to be used to fulfil the founding objectives within the limitations established by current legislation. IBEI can conduct all types of economic activity, acts, contracts, legal operations and business, with no restrictions other than those imposed by the relevant legislation.

Article 7

7.1. Regarding its objectives, all social sectors that contribute to developing international studies are beneficiaries of IBEI, whether public or private, in addition to individuals or legal entities that can benefit from the study of international relations.

7.2. The specific designation of beneficiaries shall be decided freely by the Board or body it delegates, without anyone being able to demand services from IBEI, for any alleged grounds.

7.3. In this way, beneficiaries of the services, teaching, training and research activities promoted by IBEI can be individuals or legal entities nationally, in the European Union, the European Economic Area or foreign individuals or legal entities resident in Spain or abroad, without distinction of race, gender, age, religion, opinion or any other personal or social circumstance. In the notification of teaching, training and research activities, IBEI should specify the professional and/or academic requirements to benefit from them.

CHAPTER III

Governing Bodies of the Foundation

Article 8

8.1. The governance, administration and representation of IBEI correspond to the following governing bodies, in accordance with the division of powers established in these Statutes of Association.

- a. The Board
- b. The President
- c. The Director
- d. The Standing Committee
- e. The Scientific Council

Article 9

9.1. The governing bodies of IBEI shall act within their authority with full independence; they shall exercise their powers autonomously, without hindrance or limitation, and their acts shall be final and enforceable.

Article 10

The Board

10.1. The Board is the highest governing body for the governance, administration, representation and management of IBEI. It assumes all necessary powers and functions to achieve the founding objectives.

10.2. The Board shall operate in full and can delegate functions that it is allowed to do so by Law. With this objective, it can create commissions whenever considered necessary, and regulate their functioning.

Article 11

11.1. Board members shall be appointed in accordance with the provisions of these Statutes of Association. The roles of the Board shall be honorary and based on trust, and, therefore unpaid, without affecting the right to be compensated for expenses properly justified and supported due to the position.

Article 12

12.1. The Board shall be comprised of a minimum of eighteen (18) and a maximum of twenty-five (25) Board members, including a Chairperson and a Secretary. For the purpose of identification, and without setting any precedence, the roles of Board members shall be numbered.

12.2. The Board members are:

- a. The Vice Chancellor of the University of Barcelona.
- b. The Vice Chancellor of the Autonomous University of Barcelona.
- c. The Vice Chancellor of the Polytechnic University of Catalonia.
- d. The Vice Chancellor of the Pompeu Fabra University.
- e. The Vice Chancellor of the Open University of Catalonia.
- f. The President of the Barcelona Centre for International Affairs Foundation - CIDOB (Centre d'Estudis i Documentació Internacionals a Barcelona).
- g. The Generalitat de Catalunya.
- h. The Barcelona Provincial Council.
- i. The Barcelona City Council.
- j. The Barcelona Metropolitan Area.
- k. The Spanish Ministry of Foreign Affairs and Cooperation.
- l. The Circle of Economy Foundation (Fundació Cercle d'Economia), established in Barcelona, c / Provença 298.
- m. A Board member designated by the European Council on Foreign Relations, established in 35 Old Queen Street, London SW1H 9JA, United Kingdom, registered as a charity.
- n. Barcelona Economic Society of Friends of the Country – SEBAP (Societat Econòmica Barcelonesa d'Amics del País), located at c / Basea 8, Barcelona.
- o. The Savings Bank Foundation “la Caixa” (Fundació Bancària Caixa d'Estalvis i Pensions de Barcelona, “la Caixa”) established in Avda. Diagonal 621, Barcelona.
- p. A Board member designated by the United Nations Association of Spain (ANUE (Associació de Nacions Unides a Espanya) established in Via Laietana 51, Barcelona.
- q. A Board member designated by the European International Studies Association (EISA) established in Avenue Tervueren 3000 Brussels, Belgium.
- r. A Board member designated by the Alumni Association of IBEI (ALIBEI), located at c/ Ramon Trias Fargas 25-27, Barcelona.
- s. A Board member designated by the Association Barcelona Global (Associació Barcelona Global), established in Ronda Sant Pere 17, 6è 2a Barcelona.
- t. A Board member designated by the Association of Friends of IBEI (Associació d'Amics de l'IBEI), established in c/ Ramon Trias Fargas 25-27, Barcelona.

- u. Up to a maximum of four (4) Board members designated by the Board members who are not considered public administration or public sector entities in applying the rules of the European System of Accounts SEC 95 or that it replaces, amongst individuals and legal entities of relevance in social, cultural, scientific and professional areas, that do not belong to the public sector.

12.3. If deemed necessary, the Board shall appoint one or more deputy chairpersons and establish the duration of their mandate. The role/s must be assumed by members of the Board.

Article 13

13.1. The duration of the position of Board member is indefinite in cases defined in Article 12.2 a) to t), and the duration is limited for Board members defined under letter 12.2. u).

Article 14

14.1. Each Board member is entitled to one vote.

Article 15

15.1. Board members shall assume their position once they have accepted it expressly in one of the ways established by current legislation.

Article 16

16.1. Any individual or legal entity with full capacity to act can be a Board member, provided they are not disqualified or unable to exercise public functions or roles, or administer assets, and have not been sentenced for offences of property or of a socio-economic nature or for offences of falsification.

16.2. Board members can delegate their vote in writing to other Board members for specific meetings.

Article 17

17.1. The agreement to appoint Board members identified in article 12.2. shall be made by an absolute majority of the Board members with valid roles.

17.2. Apart from ex officio Board members defined in letters a) to u) of Article 12.2., the Board can revoke, with an absolute majority, its member appointments at any time. Affected members must abstain from voting.

Article 18

18.1. The provisions established in Article 332-8 of Book III of the Civil Code of Catalonia are mandatory for Board members.

Article 19

19.1. Board members cannot intervene in decision making or the adoption of agreements in matters in which they have a conflict of interest with IBEI.

19.2. This non-compete obligation shall extend over the two years following the end of the Board member's role. During this period, former Board members cannot develop services in private companies in which IBEI has shares.

19.3. Board members must provide notification of any conflict of interest, whether direct or indirect, that they have with IBEI. Before the Board adopts an agreement in which there may be a conflict between personal interest and IBEI's interest, the person affected must provide the relevant information to the Board and abstain from intervening in the deliberations and voting.

Article 20

20.1. The role of Secretary of the Board is assumed by the member designated by the Board, and always in accordance with the provisions of Article 312-3 of Book III of the Civil Code of Catalonia.

20.2. The Secretary of the Board shall exercise the functions that are delegated by the Board or President, and the functions of his/her role attributed in these Statutes of Association.

20.3. The Secretary provides notification of Board meetings, on behalf of the President, prepares and signs the minutes, keeps the book of minutes and issues certificates on behalf of the President or, in his/her absence, at the request of the Vice President, if one has been appointed.

Article 21

21.1. The Board meets at an ordinary session at least twice a year, and is obliged to approve the annual accounts within six months of the close of the financial year.

21.2. The Board must meet at an extraordinary session, following notification at the initiative of the President, as many times as deemed necessary for the proper operation of IBEI. The Board must also meet when requested to do so by a quarter of its members, and, in this case, the meeting must take place within thirty days of the request.

21.3. The Board can meet by videoconference, conference call or any other system that does not require the physical presence of the members. In these cases, it is necessary to guarantee that attendees can be identified at meetings, the continuity of communication, and the opportunity to intervene in deliberations and vote. The meeting shall be understood to have been held in the location of the President. At virtual meetings, attendees are all Board members that have participated in the conference call and/or videoconference. Providing notification of meetings corresponds to the President and must include an agenda of all matters to be addressed, outside which valid agreements cannot be made.

21.4. Exceptionally, in emergency circumstances, in which it is not possible to convene a Board meeting with the necessary advance notification established in these Statutes of Association, in

order to adopt agreements on matters that cannot be delayed under the authority of the Board, the Board can adopt agreements through voting by postal vote, Internet communication or any other means, as long as information and voting rights are guaranteed, there is a record of the receipt of the vote, and its authenticity is guaranteed. It shall be understood that the agreement in question is adopted at the registered address of the legal entity and on the date of receipt of the last valid votes. To adopt agreements without meeting, the Secretary of the Board, at the request of the President of the Board, shall send the Board members the purpose of the matter to be debated, the text of the proposed agreement, the documentation related to the matter and the voting period that cannot be more than five days from receipt of the proposed agreement. Board members shall send their vote to the Secretary of the Board, stating their affirmative or negative vote, or the abstention, with regards to the text of the proposed agreement. A lack of response within the period defined for voting shall be equivalent to abstention. The Secretary shall record in the book of minutes all circumstances under which an agreement has been adopted without meeting, and especially the form and date on which the proposed agreement was sent, attesting to the way in which the identity of the sender and addressee were guaranteed and including the full notification text: form and date of the certified receipt of the proposed agreement without meeting, manner and date in which the votes were received from the Board members, and attesting to how the identity of the sender and addressee were guaranteed and the full notification text, with certified receipt of them.

Article 22

22.1. Meetings shall be convened efficiently, with, at least, seventy-two hours' notice, by any means that leaves a record of the notification. Notification of the meeting must include the agenda, date, time and place of meeting, and must be accompanied by the documents that should be submitted to the Board members for consideration, or indication that they are available at IBEI's registered address.

Article 23

23.1. The Board can delegate its functions to the Presidency or to other positions at IBEI, and designate general and special representatives with functions and joint responsibilities. Similarly, it can create any Commissions deemed appropriate and delegate functions to them. The following cannot be delegated: the approval of accounts, the preparation and approval of budgets, acts for the disposition of assets that, together or individually, have a value greater than a twentieth of the Foundation's assets, the incorporation or resourcing of other legal entities, as well as the dissolution of companies and other legal entities, the modification of the Statutes of Association, the merger, splitting or dissolution of IBEI, the contracting of external auditing services, the merger, splitting or assignment of all or part of the assets and liabilities, or any other act that requires the authorisation or approval of the Protectorate.

Article 24

24.1. The Board shall be validly constituted when one half plus one of its members attend the meeting. The agreements shall be adopted by a majority of votes of the attendee members. In the case of a tie, the President shall have the deciding vote.

24.2. Agreements related to the modification of IBEI's Statutes of Association and the appointment of new Board members must be approved by an absolute majority.

Article 25

25.1. For each meeting, the Secretary must prepare the relevant minutes, including the date, place, agenda, attendees, a summary of matters addressed, the interventions, a record of what was requested and the agreements adopted, with an indication of the result of the voting and the majorities.

25.2. The minutes must be prepared and signed by the Secretary with the approval of the President, and can be approved by the Board after the relevant meeting or at the next meeting. However, the agreements are enforceable once adopted, except in the case of agreements that have to be registered mandatorily and are enforceable once registered.

25.3. IBEI must keep a book of minutes containing all minutes approved by the Board.

Article 26

26.1. The authority of the Board extends to all matters relating to the regime, governance, administration, management and representation of IBEI, without exception; to the interpretation of these Statutes of Association and the resolution of all legal issues and circumstances that may occur.

Article 27

27.1. The function of the Board is to monitor fulfilment of IBEI's objectives, adopting and implementing the necessary agreements to achieve them, and administrating the foundation's assets prudently.

27.2. The attributes and powers of the Board include, but are not limited:

- a. To represent IBEI in all types of relation, act and contract, and before the State, autonomous communities, provinces, municipalities, authorities, centres and Public Administration offices, courts, magistrates, corporations, organisations, banks, companies, legal entities and individuals of all types, national and foreign, exercising all rights, actions, exceptions, and following procedures, applications, incidents and resources, processes, files, claims and judgements that compete or interest the Foundation, granting the powers it considers necessary to this effect.
- b. To develop and approve the organisation's budget.
- c. To formulate and approve the documents amended in Article 333-8 of Act 4/2008, of the Third Book of the Civil Code of Catalonia, relating to legal entities.
- d. To assume and manage all types of function, activity, support and service, in order to fulfil IBEI's objectives.

- e. To arrange acquisitions, the disposition of assets and encumber real estate, moveable property and rights; to conduct all types of act and contract, credit operation, actively and passively, including the issuing of loans and other financial transactions, the constitution, modification and total or partial cancellation of mortgages, the redemption of property, and other acts strictly affecting the assets of or for the Foundation.
- f. To charge and receive earnings, yields, dividends, interests, profits and any other beneficial products from the goods that make up IBEI's assets.
- g. To make all necessary payments, even liability dividends and necessary expenses to raise, administer or protect funds that IBEI has at all times.
- h. To carry out works and construct buildings that IBEI considers appropriate for its objectives, deciding on the suitable manner and supplies, whatever the quality or amount. For this, it can use any procedure with absolute freedom, for direct acquisition, auction or tender, without the need for authorisation.
- i. To exercise, directly or by means of designated representatives, the political and economic rights that IBEI has as a holder of shares and other securities, and, in this way, to deliberate and vote at general meetings, assemblies, trade unions, companies or issuing entities, exercising all legal powers attributed to IBEI, arranging, granting and subscribing for acts, contracts, agreements, proposals and documents deemed appropriate.
- j. To exercise all functions, in general, of administration, conservation, safeguarding and defence of IBEI's assets, and maintain their productivity.
- k. To organise and lead IBEI's internal and external operations, defining regulations of all types considered appropriate, setting criteria for the recruitment of different types of staff: managerial, technical, administrative, auxiliary, support and any other type.
- l. To control, directly, or through persons delegated, the application of investments agreed; and to lead, regulate and inspect all services created to achieve the founding objectives, and for their operation and administration.
- m. To substitute one or more of the preceding powers, whenever considered appropriate, through one or more persons, whether they belong to the Board or not.
- n. To monitor the fulfilment of the founding objective to provide and designate IBEI's earnings, income and assets to beneficiaries
- o. All other powers and functions of the Board, which are inherent, as the highest authoritative and representative body of IBEI, and all others required to implement the founding objectives.
- p. To provide IBEI with Internal Regulations.
- q. To appoint the Director

27.3. All these attributes and powers are laid out without affecting the need for authorisations to be approved as required legally or statutorily.

27.4. All powers mentioned are laid out without affecting the need for authorisation from the Protectorate, whenever legally mandatory.

27.5. Modification of the Statutes of Association and the termination of IBEI, as well as its merger or inclusion into another foundation, must be agreed by the Board in the manner provided for in these Statutes of Association. However, its implementation shall require prior approval from the Protectorate of the Generalitat of Catalunya.

Article 28

28.1. The following corresponds to ordinary Board meetings:

- a. The examination and approval, if appropriate, of annual accounts and the inventory
- b. Approval of the annual report and, if appropriate, the definition of activities to be developed during the next financial year
- c. Resolution of other matters that figure in the notification of meeting

28.2. However, in extraordinary plenary sessions of the Board, only matters included in the agenda distributed with the meeting notification can be approved.

Article 29

The President

29.1. The President of IBEI shall be designated from amongst members of the Board by a majority of two thirds of the Board members. Members affected have to abstain from voting.

29.2. The role of President has a term of 6 years and can be renewed indefinitely for identical periods of time.

Article 30

30.1. The President of IBEI fulfils the following functions:

- a. To represent the Foundation institutionally, without affecting the cases in which the Board may designate special representatives.
- b. To chair the Board, Standing Committee and the Economic Advisory Council.
- c. To notify of the meeting, define the agenda for Board meetings, chair, suspend and raise sessions, leading deliberations and adjudicate ties with his/her vote.
- d. To monitor the activities of IBEI, submit documentation and reports deemed appropriate to the Board.

- e. To lay down specific provisions necessary to implement the agreements of the Board.
- f. To exercise, in an emergency, and report to the Board at the first meeting held, on the powers to implement all types of judicial and administrative action, exceptions, appeals and claims in defence of the rights and interests of IBEI.
- g. To present the annual accounts to the Board every year.
- h. To recommend the Director of IBEI to the Board.
- i. Any others expressly requested or delegated to him/her by the Board of those that can be delegated.

Article 31

The Vice President/s

31.1. The Vice President of IBEI has the following functions:

- a. To stand in for the President in case of absence, illness or impediment
- b. To collaborate with the President in monitoring IBEI's activities.
- c. Any other functions that are expressly requested or delegated by the Board or President regarding the respective authority.

Article 32

The Director

32.1. The Director must have a doctorate and shall be appointed by the Board and recommended by the President of IBEI.

32.2. The role of Director is for a term of four years and can be renewed indefinitely for identical periods.

32.3. The role of Director can be assumed by a Board member only in the absence of the circumstances referred to in Article 332.2.1 of Law 4/2008, in which case the professional relationship has to be structured through a contract clearly defining the professional tasks remunerated, which have to be different from those of the role on the Board, and with prior authorisation from the Protectorate.

32.4. If the Director is not a Board member, he/she shall attend meetings of the Board and Standing Committee with voice but no vote.

32.5. The role of Director is remunerated under the terms deemed appropriate for the role, its representative nature and functions.

Article 33

33.1. The Management has the following functions:

- a. To represent IBEI administratively and liaise with Public Administration, institutions, organisations and individuals.
- b. To chair the Scientific Council.
- c. To recommend programmes, strategies and long-term action plans for IBEI to the Board.
- d. In accordance with criteria defined by the Board, to contract, sanction, separate and rescind work relations with permanent, temporary, interim staff and substitutes, professionally, approve staff promotion categories and define remuneration, functions and transfers of personal, in accordance with the criteria and instructions established by the Board.
- e. To inform regularly of the operation and current status of the Presidency.
- f. Any other function that is expressly requested or delegated by the Board or the Presidency regarding their respective authority.

Article 34

The Standing Committee

34.1. The Board shall create a Standing Committee.

34.2. The Standing Committee has all functions for the administration and representation of the organisation that are delegated by the Board, except those established in Article 332-1.3 of the Third Book of the Civil Code of Catalonia.

34.3. The Standing Committee shall consist of the following Board members:

- a. The President of the Board who shall act as Chairperson of the Committee.
- b. The Secretary of the Board who shall act as Secretary of the Standing Committee.
- c. A maximum of six (6) members appointed by the Board and designated in sections a) to k) of Article 12.2. of these Statutes of Association.
- d. If appropriate, a maximum of three (3) members appointed by the Board from the members designated in sections l) to u) of Article 12.2. of these Statutes of Association.

34.4. The Standing Committee shall be validly constituted when half plus one of its members attend the meeting.

34.5. The agreements shall be adopted by a simple majority of the votes of the attendee Board members. The President shall resolve ties with his/her deciding vote.

34.6. Voting will usually be by name, except when the members present decide that it should be secret.

34.7. If the Director is not a Board member, he/she can attend meetings of the Standing Committee with voice but without a vote, and without his/her presence being counted when calculating the quorum of attendance required by these Statutes of Association and by Law. Similarly, and with the same effects, other persons may attend who have been especially invited.

Article 35

The Scientific Council

35.1. The Scientific Council of IBEI has the following specific functions:

- a. To propose the study plan and academic programme coordinators for the Postgraduate and Doctorate courses.
- b. To propose the structuring of key research topics and their coordinators.
- c. To coordinate activities organised jointly with the universities.
- d. In general, all activities related to the monitoring and guarantee of academic excellence of the activities of IBEI.

35.2. The Scientific Council shall consist of:

- a. The Director of IBEI who shall chair the Scientific Council
- b. Between eight and twelve established scientific or academic persons appointed by the Board at the recommendation of the Director of IBEI. These persons should include a permanent academic staff member linked to each of the member universities on the Board.

35.3. The mandate for members of the Scientific Council is three years, and can be renewed for periods of equal duration.

35.4. The Scientific Council shall be validly constituted when half plus one of the members attend the meeting.

35.5. Agreements shall be adopted by a simple majority of attendee votes. The President can resolve ties with his/her deciding vote.

35.6. Voting will usually be by name, except when the members present decide that it should be secret.

CHAPTER IV

Consultative Bodies of the Foundation

Article 36

The International Academic Council

36.1. The International Academic Council consists of a consultative advisory body made up of established international academics, to which specific functions are attributed to assess the suitability and quality of present and future academic activities at the Institute, in order to guarantee the excellence and international visibility of the Institution.

36.2. The Board, at the request of the President, approves the composition of the International Academic Council and establishes a meeting schedule.

36.3. The International Academic Council does not issue binding decisions but may conduct reports and proposals for consideration by the Board.

Article 37

The Economic Advisory Council

37.1. The Board may deem it appropriate to create an Advisory Economic Council formed by representatives of the companies that contribute financially to the development of IBEI's objectives and its economic sustainability.

37.2. The Advisory Economic Council, which shall be chaired by the President of IBEI, is a consultative body, the essential function of which is to support IBEI financially and strategically, and advise on questions of financial and economic management.

37.3. Decisions made by the Advisory Economic Council are not binding. However, the Council can produce reports and proposals for consideration by the Board.

CHAPTER V

Personnel, Assets and Economic Regime

Article 38

38.1. Staff at IBEI shall comprise teaching and research staff, in addition to administration and services staff.

38.2. In accordance with the provisions of Articles 83 of the Universities Act, Article 65 of the Catalan Universities Act, and Article 5.5. of Royal Decree 898/1985, of 30 April, on the university teaching staff regime, and other provisions that may be issued in the future to replace, complete or modify them, and any other applicable provisions, teaching and research staff at founding universities, whatever the nature of their dedication, can develop their work at IBEI with prior

authorisation from the relevant university, For teaching staff participating in IBEI activities, the respective universities shall be given the same academic recognition if the activity had been conducted fully in the university. The financial recompense for their dedication to IBEI activities shall be regulated by means of any of the mechanisms established by applicable legislation.

38.3. IBEI can recruit teaching staff, through the direct use of its budgets, from the most suitable professional or business areas, to participate in the teaching and research planned, depending on their level of expertise and academic qualifications. The regulations for academic careers shall be developed in accordance with legislation.

38.4. Teaching and research staff who participate at IBEI must meet the necessary requirements, in accordance with relevant regulations to teach courses leading to an official qualification, with national validity.

38.5. IBEI shall have the necessary administrative and service staff for its activities.

38.6. The function of the administrative staff is to conduct administrative work and manage IBEI's areas of research and teaching programmes.

Article 39

39.1. IBEI's assets are binding to the fulfilment of its founding objectives. Its assets are comprised of:

- a. founding capital, constituted by the initial provision as certified in the founding charter;
- b. for all property and economic rights that IBEI accepts and receives in order to increase the foundation's capital, and
- c. for all yields, income, earnings and products and other goods incorporated into IBEI's assets of any type or concept.

Article 40

40.1. The transfer, encumbrance or any other acts of disposition of assets and rights that make up the Foundation's assets should be considered and respect the terms of the founders and the donors of these assets. In all cases, the amount obtained has to be reinvested in the acquisition of other assets and rights that are subrogated in place of those transferred or for the improvement of IBEI's assets.

40.2. The need and suitability of operations for disposition or direct or indirect encumbrance must be justified and certified in writing. The Board, before making any acts of disposition must have the appropriate information to make the decision responsibly.

40.3. The Board must notify the Protectorate of acts of disposition or encumbrance to which the first paragraph of this article refers, within thirty working days from the time they are made.

40.4. Prior authorisation is required from the Protectorate for acts of disposition, encumbrance or administration in the following cases:

- a. If the assets and rights that are subject to disposition have been acquired with money from public funding.
- b. if the donor has expressed it explicitly,
- c. if a statutory provision is established,
- d. if the product of the operation is not fully reinvested in IBEI's assets.

40.5. Whenever necessary, in accordance with that advised as a result of the economic situation and relevant legislation, the Board can make appropriate modifications to investments.

40.6. To conduct acts for the disposition of assets and rights that constitute the founding assets, the affirmative vote of the Board is required by simple majority to regulate these Statutes of Association in fulfilment of the legal requirements.

40.7. In all cases, the acceptance of inheritance, legacies and other assets and rights susceptible to form part of the founding capital are understood to benefit the inventory.

Article 41

41.1. IBEI has to maintain an accounting journal, an inventory and annual accounts.

41.2. The Board of IBEI must keep an inventory and formulate the annual accounts simultaneously, with the date of closure of the financial year, in accordance with generally accepted accounting principles and with the applicable provisions in each case.

41.3. The financial years correspond to the academic year and begin on 1 September each year, ending on 31 August the following year.

41.4. The annual accounts form a unit and consist of:

- a. the balance sheet,
- b. the profit and loss account,
- c. statement of changes in equity
- d. cash flow statement
- e. the annual report, in which the information contained in the balance sheet and profit and loss account has to be completed, extended and commented, and actions carried out have to be detailed to fulfil the foundation's objectives and specify the number of beneficiaries and services that they have received, as well as the resources from financial years pending designation, if any, and main affiliate companies with an indication of the share percentage.

41.5. The Board must approve the annual accounts within six months following the close of the financial year. They must be presented in the manner provided for legally to the Protectorate of the Generalitat de Catalunya, for filing within 30 days of being approved.

41.6. The Board must approve and present, an annual report regarding the temporary financial investment it conducts on the stock market, an annual report on the degree of compliance with the code of conduct that non-profit organisations must follow, in accordance with current regulations or the provisions of the regulatory authority.

41.7. The annual accounts must be submitted to external audit when required legally.

41.8. Even if the legal circumstances do not occur for the accounts to be submitted for auditing, if a third of all Board members request this for justified reasons, because they consider there to be an exceptional circumstance in the management of IBEI that makes it advisable to be carried out, a meeting of the Board must be convened within one month of the request being made, in order to agree on the conduct or not of the requested audit of accounts. If the Board is not convened in the period indicated, or if, once convened with this objective, it decides not to conduct the audit, the interested members of the Board can address their request to the Protectorate, in accordance with the provisions of Article 332.8.4 of Act 4/2008, of 24 April, of the third book of the Civil Code of Catalonia, on legal entities.

Article 42

42.1. The annual financial resources of IBEI must consist of:

- a. earnings and yields produced by assets,
- b. positive balances that are the result of founding activities and
- c. funding and other gifts received for this purpose that should not be incorporated into the founding capital.

Article 43

43.1. IBEI has to use at least seventy per cent of earnings and other net income obtained annually into achieving the founding objectives. The rest has to be used either for the deferred fulfilment of the objectives, or to increase IBEI's own funds. The Board must approve the application of income.

43.2. If IBEI receives assets and rights, the use of which is not specified, the Board has to decide whether it must integrate the provision or apply it directly to achieving the foundation's objectives.

43.3. The application of at least seventy per cent of income to the fulfilment of the founding objectives must be effective within four financial years from the beginning of the following financial year to the one in which it was certified for accounting purposes.

43.4. Expenses derived from the operation of the Board and its delegated bodies, without counting, to this effect, the cost of the functions of management, cannot exceed 15% of the net income obtained during the financial year.

43.5. IBEI can create companies and hold shares without the need for prior authorisation, unless this involves assuming personal responsibility for company debt.

43.6. IBEI must notify the Protectorate within 30 days of the acquisition and holding of shares granted, directly or indirectly, through control of the companies that limit the responsibility of the partners.

43.7. In all cases, the exercise of administration tasks for companies on behalf of IBEI must be compatible with fulfilment of the foundation's objectives.

CHAPTER VI

Modification

Article 44

44.1. To modify these Statutes of Association, it is necessary to have the agreement of an absolute majority of members of the Board, which must take the interest of IBEI and the foundation's intention into account. Modification also requires approval from the Protectorate.

CHAPTER VII

Mergers, Splitting and Dissolution

Article 45

45.1. To merge or split this organisation, it is necessary to have the agreement of an absolute majority of Board members. The merger must be adopted by agreement from the Board of all interested foundations and requires approval of the Protectorate. The splitting must be adopted through reasoned agreement from the Board and also requires the approval of the Protectorate.

Article 46

46.1. For the dissolution of IBEI, it is necessary to have the agreement of an absolute majority of members of the Board. The dissolution, except in cases established by current legislation, must be adopted through reasoned agreement from the Board and requires the approval of the Protectorate. The dissolution of IBEI is only provided for in the case of the causes defined in Article 335-4 of Act 4/2008, of 24 April, of the third book of the Civil Code of Catalonia.

46.2. The dissolution of IBEI opens the liquidation period, which must be conducted by the Board, the administrators, if appropriate, or, alternatively, the Protectorate.

CHAPTER VIII

Use of assets

Article 47

47.1. The dissolution of IBEI defines the global assignment of all assets and liabilities, which shall be conducted by the Liquidation Committee appointed by the Board, or, alternatively, by the Protectorate. This global assignment, once assets and liabilities have been defined, and with prior authorisation from the Protectorate, shall be made to the Barcelona Centre for International Affairs Foundation – CIDOB – or to the organisation that succeeds it, provided it is a non-profit organisation, for them to be reinvested to benefit public university teaching in Catalonia and research in the field of international relations teaching. If not, or in the case of lack of acceptance by the organisation, the assets resulting from liquidation shall be assigned globally to non-profit organisations within the fiscal regime of Act 49/2002 or to public organisations that are not foundations but have general interest objectives.

47.2. If it is not possible to make a global assignment of assets, it shall be necessary to proceed to liquidate the assets and liabilities, and apply that established in the previous section to the result.



Ramon Trias Fargas, 25-27 · 08005 Barcelona · www.ibeio.org