

# Statutes of the *Fundació per a la Universitat Oberta de Catalunya* (Foundation for the Open University of Catalonia)

Legal notice: For all relevant legal purposes, it is hereby placed on record that the FUOC's Statutes have been deposited with the Foundations Register of the Generalitat de Catalunya.



**Fundació per a la  
Universitat Oberta  
de Catalunya**

[www.uoc.edu](http://www.uoc.edu)

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**Generalitat de Catalunya**  
**Ministry of Justice**  
**Directorate-General of Law**  
**and Legal Entities**

To Whom It May Concern:

I, M. Ángeles Pérez Hernández, Head of the Registry Publicity and Administrative Coordination Section, hereby,

*Certify:*

That the information held by the Foundations Register indicates that:

1. Pursuant to the Resolution by the Minister of Justice of 24/11/1994, the constitution of the *Fundació per a la Universitat Oberta de Catalunya* (Barcelona) was registered under number 842 as a Foundation subject to the legislation of the *Generalitat de Catalunya* (the government of Catalonia).
2. The latest statutes recorded in this Register are the following:

## Chapter 1. Name, nature and address

### Article 1

**1.1.** Under the name “*Fundació per a la Universitat Oberta de Catalunya*” (“Foundation for the Open University of Catalonia”), a private non-profit foundation (subject to the legislation of the *Generalitat de Catalunya*) is hereby founded, with the general interest purposes set forth in Chapter 2 hereto and carrying on its functions principally in Catalonia.

**1.2.** From the time of conversion of its founding charter into a public deed and its registration with the Foundations Register of the *Generalitat de Catalunya*, this Foundation shall possess full legal personality and capacity to act.

### Article 2

The entity's activities are subject to the Foundations Act 5/2001, of 2 May, other directly applicable regulations, its founding charter and these Statutes, and any resolutions and supplementary regulations that may be adopted by its governing bodies. It shall also be governed by the Parliament of Catalonia Recognition Act 3/1995, of 6 April, the Universities Act 6/2001, of 21 December and the Catalan Universities Act 1/2003, of 19 February.

### Article 3

The address of the Foundation is established at Avinguda del Tibidabo, 39, Barcelona. Any change to this address must be agreed by the Board of Trustees. The Foundation may establish those local offices it deems necessary to achieve its objectives, by resolution of the Board of Trustees.

## Chapter 2. Foundation objectives and beneficiaries

### Article 4

**4.1.** The core objective shall be higher education by means of the carrying on of the following functions: a) The creation, conveying and dissemination of culture and of scientific, humanities-related, technical and professional knowledge and also training for the carrying on of professions. b) The encouragement of critical thought as part of a culture of freedom, solidarity, equality and pluralism, and the conveying of the civic and social values inherent in a democratic society. c) The enrichment of Catalonia's intellectual, cultural and scientific heritage, with the goal of

general, social and economic progress and its sustainable development. d) The incorporation of the Catalan language into all areas of knowledge and the making of a contribution to the process of normalisation of the scientific, cultural and social use of Catalan.

**4.2.** It shall also pay preferential attention to research in the field of methodologies and techniques applied to distance learning.

**4.3.** It may broaden the scope of its activities and services to embrace other areas of teaching, at all levels, stages, cycles and in all grades, modes and specialities, both general and special education, and also non-regulated education.

**4.4.** The Foundation takes on the principles that inspired the *Universitat Oberta de Catalunya* Recognition Act 3/1995, of 6 April, as well as those contained in Decree 273/2003, of 4 November, which approves the Organisational and Operational Regulations of the *Universitat Oberta de Catalunya*, and it is also the object of the University to have its roots in Catalonia and a presence in the world, to place knowledge within the reach of all, irrespective of space and time, to offer them education and training in accordance with their personal needs, to place methodology at the service of learning, to encourage research and innovation in the knowledge society, to enhance university cooperation, to collaborate with its surroundings, to create a new organisation for a new concept in universities and to enter into an ethical undertaking with society, all this within the framework of the model of a private university that complements the other universities in the Catalan university system, of which it forms part, by reason of its distance learning status.

## Article 5 (Section 1 deleted)

**5.1.** The Foundation must ensure the proper and efficient management and administration of the University, which must respect academic freedom, as manifested in freedoms of research and study. More particularly, it must ensure that the University offers its services and the recognition of rights access and staying to students without any form of discrimination by reason of birth, race, sex, religion, opinion or any other personal or social condition or circumstance.

**5.2.** The Foundation shall carry out the inspection, evaluation and control tasks required to ensure the highest quality in the training/education process and all the elements taking part therein, without prejudice to the powers of the Protectorate of the *Generalitat de Catalunya*. To this end, it shall ensure the continuing professional education of the University's teaching, research, technical and administrative personnel.

## Article 6

The basic rules for the allocation of resources to the Foundation's activities and for determining their eventual beneficiaries are established by the Foundation's Board of Trustees. Nobody may demand services from the Foundation alleging any entitlement thereto.

## Chapter 3. Foundation assets and economic management

### Article 7

The Foundation's initial endowment is made up of the assets specified in its founding charter. Nevertheless, this can be increased by other assets and entitlements that the Foundation acquires to this end, by any means.

### Article 8

**8.1.** The Foundation's assets and income shall be considered allocated, directly or immediately, to the carrying on of the Foundation's objectives.

**8.2.** The allocation of the Foundation's assets to the securing of its objectives is common and indivisible in nature. That is, without allocating quotas or parts, equal or otherwise, of the Foundation's capital or income to each of its objectives.

**8.3.** Should the Foundation receive periodic amounts from the budgets of the *Generalitat de Catalunya*, the allocation of these amounts to the aforementioned objectives shall, as the case may be, subject to any controls established by the Parliament of Catalonia.

## Article 9

**9.1.** The Foundation shall carry on its objectives with the yield from the return on its assets, the income from any services it may carry out, any subsidies it may receive from the authorities, with the donations it may receive for direct application to their carrying on and with any other income it may obtain for any reason.

**9.2.** Surplus income of each financial period, should there be any, may be capitalised in accordance with any provisions established by the Board of Trustees, within the limits set by applicable legislation.

## Article 10

The financial period shall be annual, commencing on 1 January each year and ending on the following 31 December. The first financial period shall commence on the date of the execution of the public deed constituting the Foundation and shall end on the following 31 December.

## Article 11

**11.1.** Upon the date of the close of the financial period, the Board of Trustees must draw up an inventory-balance sheet that clearly and accurately reflects the Foundation's net asset situation and prepare a report on the activities carried out during the period and the economic management of its assets and liabilities, sufficient to explain and support compliance with the Foundation's objectives and legal requirements. It must also carry out a comparison of actual income and expenditure with the income and expenditure budget for the preceding year and draw up the budget for the current year.

**11.2.** The aforementioned documents must be submitted before the Protectorate within six months of the end of the financial period.

## Chapter 4. Allocation of income to the Foundation's objectives

### Article 12

The plenary session of the Board of Trustees, as the Foundation's highest governing body, shall decide upon the allocation of resources each year to the Foundation's objectives.

## Chapter 5. Governing bodies. Managing and advising the Foundation

### Article 13

The powers to manage, administer and represent the Foundation shall belong to the following governing entities, in accordance with the division of powers established on a case-by-case basis by these Statutes: 1. The Board of Trustees, which shall act via its Plenary Session and its Standing Committee. 2. The Chairman.

## Section 1. Board of Trustees

### Article 14

**14.1.** The Board of Trustees is the Foundation's highest representative, governing and management body, with all the powers required to ensure that it achieves its objectives. All this is without prejudice to its ability to delegate powers to other Foundation bodies or personnel.

**14.2.** The Foundation's Board of Trustees is a collegiate body made up of 23 Trustees.

**14.3.** The composition of the Board of Trustees shall be as follows:

**14.3.1.** Representing the founding entities: a) Two members appointed by the *Cambra Oficial de Comerç, Indústria i Navegació de Barcelona* [the Barcelona Chamber of Commerce]. b) The Director-General of the *Corporació Catalana de Mitjans Audiovisuals* [the Catalan Broadcasting Corporation]. c) Two members appointed by the *Federació Catalana de Caixes d'Estalvis* [Catalan Federation of Savings Banks].

**14.3.2.** Eight members appointed by the government of the *Generalitat de Catalunya*.

**14.3.3.** Ten members appointed by the Board of Trustees at the proposal of its Chairman, who must be individuals or legal entities of importance in social, cultural, scientific or professional fields and who do not belong to the public sector.

**14.4.** The Chair of the Board of Trustees shall be held by one of the representatives of the government of the *Generalitat*, preferably by the one who has the highest profile in the university world.

### Article 15

Should a member be a legal entity, it must be represented on the Board of Trustees by an individual. Members of the Board of Trustees must expressly accept the office of Trustee.

### Article 16

**16.1.** Trustees chosen by reason of the office they hold in public entities or companies may be represented by any person they delegate.

**16.2.** Trustees shall hold office for a term of four years. They may be re-elected for successive periods without any type of limitation.

### Article 17

The office of Trustee is unpaid, without prejudice to the fact that all Trustees may be compensated for any expenses that they actually incur by reason of holding said office. In any case, members of the Board of Trustees who carry on senior management, management or administration tasks may be remunerated for carrying on these activities within the framework of a contractual relationship, including that of an employment nature.

### Article 18

The Rector of the *Universitat Oberta de Catalunya*, or their proxy, shall attend the meetings of the Board of Trustees, with the right to speak but not to vote.

### Article 19

The Foundation's Board of Trustees has, amongst others, the following powers:

- A.** To represent the Foundation, in and out of court.
- B.** To collect and receive income, returns, dividends, interest and any other form of yield or profit arising from the assets that make up the Foundation's net worth and the income obtained from carrying on of its objectives.
- C.** To approve the contracting of works, services and supplies and to carry out the expenditure required for the administration, operation and protection of the Foundation's net worth and income.

- D.** To carry out all manner of transactions with credit institutions, opening, monitoring and closing current and savings accounts; to enter into all manner of credit, cash deposit, securities and term deposit agreements, this being interpreted broadly and without any limitation, including the signing of drawdowns of all manner of credit and loan transactions.
- E.** To approve the Foundation's budget and accounts for each financial period, as well as its reports and inventories.
- F.** To define and approve the Foundation's general programme of activities.
- G.** To approve the agreements that the Foundation enters into with other public or private entities.
- H.** To approve, with an absolute majority of its members, any modifications to these Statutes.
- I.** To interpret these Statutes and approve any relevant supplementary regulations in accordance with applicable legislation.
- J.** To agree its merger, winding up or combination with another foundation, with the prior approval of the Protectorate.
- K.** To employ the teaching, research, technical, administrative or auxiliary staff required for carrying on the Foundation's objectives.
- L.** To resolve upon the carrying out of the administrative, judicial and extrajudicial actions that fall within the Foundation's powers and to decide to oppose those claims made by any means against the institution, exercising all the rights, actions and exceptions and following the procedures, instances and appeals in all the proceedings, cases, claims and trials that are actively or passively in the Foundation's interest, in accordance with the provisions of applicable legislation and, within the limits of this legislation, to resolve upon whether to make use of a jurisdiction other than the established one, and to agree to the abandonment or settlement of actions and entitlements, the rejection of trials, acquiescence and submission of matters the object of dispute to arbitration in equity.
- M.** To resolve upon the carrying out of all manner of acts of administration, and of disposal and ownership, and to enter into agreements of all kind. To resolve upon the investment of the Foundation's funds and, to this end, take decisions with regard to the following: the collection and payment of sums; the opening, holding and closing of current and savings accounts; the receiving of chequebooks, depositing and withdrawing of sums; to establish balances and carry out all manner of banking transactions in any bank, public or private, in savings banks and credit institutions, national and foreign, subject to all the provisions of applicable legislation, that is, the purchase, sale, exchange, assignment and all manner of disposals of moveable and immoveable assets and rights; to constitute, accept, modify and cancel, in whole or in part, *in rem* or personal rights, complying in each case with legal requirements; to grant, apply for and accept loans and credits, and also issue and receive sums arising therefrom; to constitute and cancel deposits of all kinds, including in safety deposit boxes; to deposit and withdraw assets of all kinds and make all kinds of settlements; to exercise, either directly or by means of an appointed proxy, all rights of a political or economic nature applicable to the Foundation as an owner of shares, capital participations, debentures and other securities and therefore attend, deliberate and vote at general meetings, assemblies, debenture owner groupings, associations and other organisms; and, in conclusion, execute all the deeds and public and private documents required, with the clauses inherent in contracts of their nature and those it considers fit for the aforementioned and other analogous goals. The exercise of the aforementioned powers shall be subject to compliance in every given case to relevant legal requirements.
- N.** Any other not mentioned above that arises from the powers to govern the Foundation that belong to the Plenary Session of the Board of Trustees.
- O.** To approve and, as the case may be, modify the University's organisational and operational regulations, and to submit them for definitive approval before the government of the *Generalitat*.
- P.** To appoint and dismiss the University's Rector.
- Q.** To appoint and dismiss the University's Chief Executive, at the Rector's proposal.
- R.** To approve or ratify any cooperation and collaboration agreements that the University wishes to sign with other public or private entities, in different educational or research areas, or for economic or University sponsorship purposes, without any kind of geographical limitation.

- S.** To agree the criteria for the allocation of economic resources and of the Foundation's material and personal resources to the securing of its goals.
- T.** To agree the criteria for distributing and applying the social funds aimed at offsetting economic inequalities and to offer grants and aid of all kinds to facilitate access to the University and the taking of full advantage of the services that it offers.
- U.** To approve the budget and accounts of the *Universitat Oberta de Catalunya*.
- V.** To approve the University's action plan, submitted by the Rector.
- W.** To evaluate the University's performance.
- X.** Any other power not mentioned above that arises from the powers to govern the Foundation and the *Universitat Oberta de Catalunya* that belong to the Plenary Session of the Board of Trustees.
- Y.** The powers of the Board of Trustees shall be exercised in accordance with applicable regulations, in particular Act 5/2001, of 2 May.

## Article 20

The Board of Trustees shall establish annually the programme of activities and the general and specific objectives of the Foundation and shall, to this end, draw up a document that provides a clear breakdown of the objectives and their economic content, always in accordance with budgetary availability, which must be reflected in the associated budget.

## Article 21

**21.1.** The Chairman may appoint, from amongst the members of the Board of Trustees, up to two Vice-Chairmen, who shall support him in the exercise of his powers. The remaining members of the Board of Trustees shall be ordinary voting members. The Board of Trustees must appoint a Secretary and a Vice-Secretary, who need not be Board members.

**21.2.** It is the responsibility of the Secretary or Vice-Secretary to draw up the minutes of the meetings of the Board of Trustees, which must be signed after their approval by the Chairman and the Secretary. It is also the responsibility of the Secretary to issue the relevant certificates of the resolutions adopted and of the content of records and the Foundation's accounting and constitutive documentation. The Minute Book must also place on record those attending each meeting, the form and result of the voting and the literal text of the resolutions adopted there.

## Article 22

**22.1.** The appointment and dismissal of the Rector, the University's highest academic authority, must be ratified, at the request of the Foundation's Board of Trustees and after hearing the Council, by the government of the *Generalitat*.

**22.2.** To be able to grant consent to the Board of Trustees' initial decision to appoint the Rector, the following procedure shall be followed:

- A.** The Board of Trustees shall appoint from amongst its members a committee made up of four Trustees, two of whom must be chosen from amongst those listed in Articles 14.3.1 and 14.3.2 and the other two from the remaining Trustees.
- B.** The responsibilities of this committee shall be:
  - (a)** To establish the merits and other requirements that must be met by aspirants to the office of Rector. It shall be an obligatory requirement that candidates declare their express commitment to maintain, expand and support teaching in the Catalan language. They must also possess a doctorate and be accredited for the carrying on of teaching activities.
  - (b)** To appoint three departmental Professors of international prestige to make up a "Selection Committee" that evaluates and draws up a report on the candidates.



- (c) To deliberate upon the conclusions of the report they receive from the Selection Committee.
  - (d) To submit to the Board of Trustees a shortlist of three applicants, so that the Board may make the appointment proposal that, with the prior report of the Council, shall be ratified by the government of the *Generalitat*.
- C.** The responsibilities of the Selection Committee are:
- (a) To examine the candidates.
  - (b) To select the candidates, by means of a process that shall have the form of an open, freely accessible procedure given worldwide publicity.
  - (c) To evaluate the candidates.
  - (d) To forward the evaluation/report to the Committee.

**22.3.** The Rector of the *Universitat Oberta de Catalunya* shall be appointed with the supporting vote of the absolute majority of Trustees and shall hold office for a maximum, non-extendible term of seven years.

**22.4.** Dismissal of the Rector before expiration of their mandate shall require due cause, respecting in all cases their right to a hearing, and shall necessarily require the supporting vote of at least two-thirds of the members of the Board of Trustees. As with the appointment of the Rector, their dismissal must be ratified by the government of the *Generalitat*, with a prior hearing before the Advisory Council.

## Article 23

The Foundation's Director, who must be the person holding the office of University Chief Executive, shall be appointed by the Board of Trustees at the proposal of the Rector from amongst those persons with the required skills, technical background and experience to carry out the duties that the Board of Trustees assigns or delegates thereto. The Director shall attend the Board's meetings with the right to speak but not to vote.

## Article 24

**24.1.** The Board of Trustees shall meet whenever called by the Chairman, at his own initiative or at the request of one third of its members and, in all cases, once a year, to deliberate or make the appropriate resolutions within the scope of its powers and, particularly, to approve the Foundation's accounts and budget.

**24.2.** Meetings of the Board of Trustees shall have a quorum when attended by one half plus one of its members.

**24.3.** Resolutions shall be adopted by the majority vote of the members present at the meeting, except when a qualified majority is required in accordance with these Statutes. The Chairman may settle ties with his casting vote.

**24.4.** Notice of the meetings must contain the agenda, featuring all the matters to be dealt with. Notice must be provided at least 48 hours in advance, by any means that guarantees receipt thereof by the interested parties.

**24.5.** Notwithstanding the provisions of the preceding Sections, a meeting of the Board of Trustees shall be deemed called when all its members are present and those in attendance unanimously agree to hold it.

## Section 2. Standing Committee

### Article 25

**25.1.** A Standing Committee may be created from amongst the members of the Board of Trustees. It shall comprise seven members, distributed as follows:

- A.** One member appointed from amongst those listed in Article 14.3.1, A and B.
- B.** One member appointed from amongst those listed in Article 14.3.1.C.
- C.** Two members appointed from amongst those listed in Article 14.3.2.
- D.** Three members appointed from amongst those listed in Article 14.3.3.

This Committee shall act as a standing body for the Foundation's management and administration, with the powers assigned to the Board of Trustees.

**25.2.** The Standing Committee shall have all those powers assigned to it by the Board of Trustees, except for those powers that are non-delegable.

**25.3.** The Committee itself shall appoint its Chairman, and its Secretary and Vice-Secretary shall be those of the Board of Trustees.

**25.4.** The Rector of the *Universitat Oberta de Catalunya*, or their proxy, and the Foundation's Director shall attend the Committee's meetings, with the right to speak but not to vote.

**25.5.** The Standing Committee shall meet whenever called by the Chairman, and in all cases once a quarter. The Standing Committee shall be subject to all other applicable regulations governing the Board of Trustees. Resolutions shall be taken by a majority vote.

### Section 3. Chairman

#### Article 26

**26.1.** The Chairman of the Board of Trustees shall represent the Foundation in and out of court, without prejudice to the cases set forth in these Statutes. The Chairman's duties are:

- A.** To represent, on a permanent basis and by reason of their office, the Foundation's Board of Trustees before third parties and with regard to all the actions of this collegiate body, except for those that are non-delegable.
- B.** To call the meetings of the Board of Trustees and establish the corresponding agenda.
- C.** To appoint, as the case may be, any Vice-Chairmen to support them.
- D.** To chair the meetings and ensure execution of the Board of Trustees' resolutions.
- E.** To submit to the Board of Trustees the accounts, balance sheet, inventory and report on the Foundation's activities.

**26.2.** In the case of absence or illness, the Chairman shall be replaced by a Vice-Chairman, if one has been appointed or, if not, by the person designated by the Chairman from amongst the members of the Board of Trustees.

### Section 4. Council

#### Article 27

The Foundation has a consultative or advisory body, which shall bring together representatives of social interests of all kinds, of public Catalan universities, of economic and social players, of the fields of research and culture and of the Parliament of Catalonia.

#### Article 28

**28.1.** The composition and functions of the Council must be approved by the government of the *Generalitat*, at the proposal of the Foundation's Board of Trustees.

**28.2.** The Council must provide its opinion on the budget and programming of the *Universitat Oberta de Catalunya*, prior to their approval.

## Chapter 6. Winding up of the Foundation

### Article 29

**29.1.** The Foundation is, by its very nature, permanent. However, it shall be wound up in the case of the total loss of its assets or the impossibility of meeting its objectives, with the unanimous resolution of all of the Trustees. To be executed, the winding up must be formalised in the relevant administrative document, which must be approved by the Protectorate.

**29.2.** In the case of winding up, any surplus assets shall, after satisfying any debts, be assigned by the Board of Trustees to the *Generalitat de Catalunya* for reinvestment to the benefit of Catalonia's public university system.

### *Transitional Provisions*

**One.** Until such time as the relevant bodies appoint the members of the Board of Trustees and the Standing Committee in accordance with Article 14 hereto, the previous composition of this body shall remain in force.

**Two.** The first appointment of the 10 Trustees mentioned in Article 14.3.3 must be carried out by the Board of Trustees once the government of the *Generalitat* has appointed the members mentioned in Article 14.3.2.

**Three.** In order to reconcile the current term of office of Rector with the new regulation governing the mandate's term, it is hereby established that the current Rector of the *Universitat Oberta de Catalunya* shall be entitled to hold office for a maximum and non-extendable term of three years from 1 January 2010.

I therefore issue this certificate for all relevant purposes to the interested person.

Barcelona, 9 February 2011