PROVISIONS

DEPARTMENT OF CULTURE

RESOLUTION GOV/12/2014, of 28 January 2014, modifying the Bylaws of the Ramon Llull Institute.

The Autonomous Regional Authority of Catalonia (the 'Generalitat') and the Autonomous Community of the Balearic Islands created the Ramon Llull Institute by means of a partnership agreement signed on 5 April 2002, and published by means of Decision PRE/1128/2002, of 30 April 2002. The Institute adopted the legal form of a consortium of the two aforementioned public authorities.


On 16 May 2008, the Autonomous Community of the Balearic Islands resolved to rejoin the Ramon Llull Institute. On 9 September 2008 a partnership agreement was signed by and between the Generalitat of Catalonia and the Autonomous Community of the Balearic Islands in order to implement the modification to the Bylaws of the Institute, the consequent incorporation of the Autonomous Community of the Balearic Islands within the consortium, and the corresponding adhesion by said Community to the aforementioned Bylaws. Said agreement was published in the DOGC official journal by means of Decision VCP/2951/2008, of 30 September 2008, annexing the Bylaws of the Institute, which have remained in force until now.

On 7 December 2012, the Government of the Balearic Islands resolved to disassociate itself from the consortium. The Governing Board of the Ramon Llull Institute, at its meeting held on 12 December 2012, resolved to implement the disassociation of the Autonomous Community of the Balearic Islands from the consortium, from 31 December 2012 onwards. Given the desire of Barcelona City Council to become a member of the Institute, the Governing Board at the same meeting resolved to modify the Bylaws of the consortium, in order to allow it to take part as a constituent consortium body.

In accordance with the terms of Article 115 of Legal Structure and Procedure of Public Authorities of Catalonia Act 26/2010, of 3 August 2010;

In the light of the Resolution of the Government of 10 July 2012, approving criteria for the creation, modification and elimination of entities in which the Generalitat holds a stake, for the process of the participation or disassociation of existing bodies and the processing of certain
proposed Government resolutions regarding foundations;

As a consequence of the above, at the proposal of the Regional Minister of Culture, the Government

Resolves:
-1. Modification of the Bylaws of the Ramon Llull Institute under the terms laid down in the annex.
-3. This Resolution is to be published in the Official Journal of the Generalitat of Catalonia.

Barcelona, 28 January 2014

Jordi Baiget i Cantons, Government Secretary

Annex

Bylaws of the Ramon Llull Institute

Article 1

Legal nature, members and legal structure

1.1 The consortium of the Ramon Llull Institute is an entity governed by public law, of an association nature, with its own legal personality, operated on a non-profit basis.

1.2 The consortium voluntarily comprises:

a) The Authority of the Generalitat of Catalonia, to which it is attached.

b) Barcelona City Council.

1.3 The number of members of the consortium may be increased by means of other Public Authorities and public or private entities within the territorial scope of Catalonia, the admittance of which must be ruled by the Governing Board, with a vote in favour of two thirds of the representatives of the consortium entities referred to in Article 1.2.

1.4 The Ramon Llull Institute is governed by these Bylaws, by any internal regulations approved by its governing bodies and, on a supplementary basis, by the regulations applicable to public-law entities of the Generalitat of Catalonia which are required to comply with the regulations of private law in their operations. Procurement is governed by public sector procurement legislation.
Article 2 Duration and headquarters

2.1 The Ramon Llull Institute is established for an unlimited period, and has its headquarters at Palau del Baró de Quadras, Avinguda Diagonal, 373, 08008 Barcelona.

2.2 The Ramon Llull Institute shall have any appropriate regional offices, at any addresses so decided by the Governing Board.

Article 3

Legal capacity and powers

3.1 The Ramon Llull Institute enjoys full legal and operational capacity within the scope of its competencies and purposes.

3.2 It may therefore, among other actions:

Acquire, hold, claim, encumber or dispose of all manner of assets, arrange contracts, perform works, enter obligations, lodge appeals and exercise all actions in and out of court established in law; establish and participate in foundations and other non-profit entities in accordance with the laws of Spain or other states, and receive any amounts established for the provision of services attributed to the consortium.

3.3. The consortium, within the specific scope of its purposes, as a public-law entity, enjoys the following powers:

a) Regulatory powers with regard to the services provided.

b) Powers of self-organisation, within the context of these Bylaws.

c) Financial powers regarding the setting of prices and approval of the financial plan and appeals for credit, under the terms established in law and in accordance with these Bylaws.

d) Planning and programming powers.

e) Powers of enforcement and penalty with regard to the assets and services of the consortium, and under the terms laid down in any applicable laws.

f) Powers to review its own acts and resolutions ex officio.

g) The powers required in order to safeguard the assets of the consortium or those allocated to it by the consortium entities.

Article 4 Purposes

The purpose of the Ramon Llull Institute is the projection and dissemination abroad of Catalan language and culture in all expressions thereof. In order to fulfil its objectives, the Ramon Llull
Institute shall support the foreign affairs policies in the cultural sphere of the consortium institutions, and contribute to the strengthening of the brand reputations of Catalan Culture, Catalonia and Barcelona, from a cultural perspective.

4.1 In order to achieve these purposes, it engages in the following actions:

a) Promote the overseas profile of Catalan culture in all modes, genres and expressions.

b) Promote the dissemination and knowledge of Catalan culture abroad, and the teaching thereof at universities and other academic establishments.

c) Promote the dissemination abroad of literary output in the Catalan language, through encouragement and support of translation into other languages, and actions to raise the profile abroad.

d) Support the internationalisation of Catalan cultural creativity and output through strategies for their presence abroad.

e) Offer support through cultural actions to the foreign relations strategies of the Generalitat of Catalonia and Barcelona City Council.

f) Promote cultural exchanges with other countries.

g) Promote cultural cooperation and the exportation of expertise in cultural fields to other countries and territories, and coordinate strategies with other Catalan entities and institutions dedicated to cooperation.

h) Coordinate Catalan entities and institutions with a presence and recognition at international cultural bodies, in order to generate joint strategies.

i) Promote and coordinate networks of individuals and entities with an international profile in order to share objectives regarding the promotion of Catalan culture.

j) Collaborate with institutions from other territories within the linguistic context in order to perform joint actions to raise the profile of shared language, culture and heritage.

4.2 In order to perform its activities, the Ramon Llull Institute may, on its own initiative or in partnership with third parties:

a) Establish delegations abroad.

b) Participate in international networks and bodies.

c) Promote the creation of Catalan studies teaching posts at universities abroad, and professorships and study centres, and contribute to their maintenance through the granting of assistance.

d) Organise examination sessions to assess knowledge of Catalan outside the linguistic domain, and issue the corresponding official certificates, in accordance with the general regulations
approved by the Institute in order to govern this matter.

e) Foster and perform actions intended to disseminate Catalan language and culture.

f) Support the international mobility of creative figures through residency programmes and other exchange mechanisms.

g) Participate at trade fairs, festivals and international events within the range of sectors lying within its operations.

h) Establish partnerships and collaboration agreements with universities and other public and private entities in order to achieve shared objectives.

i) Award subsidies, grants and bursaries, in accordance with principles of public announcement, competition and objectivity, and on the basis of the applicable regulations.

j) Establish the prices of the services provided by the Institute.

k) Any other power required in order to achieve the objectives of the consortium.

4.3 The Ramon Llull Institute shall maintain relationships of cooperation and collaboration with the Ramon Llull Foundation, based in the Principality of Andorra, of which it forms a part.

Article 5

Governing bodies

The governing bodies of the Ramon Llull Institute are:

a) The Governing Board.

b) The Executive Council.

c) The Executive Management.

Article 6

Composition of the Governing Board

6.1 The President of the Governing Board shall be the President of the Generalitat of Catalonia, who may delegate powers of representation.

The Vice-President shall be the Mayor of Barcelona, who may delegate powers of representation.

6.2 In addition to the President and the Vice-President, the Governing Board shall comprise the following members:

a) Seven representatives of the Generalitat of Catalonia appointed by the Government at the proposal of the incumbent Regional Minister of Culture.
b) Two representatives of Barcelona City Council.
c) Two Representatives of the IEC (Catalan Studies Institute).
d) Two representatives of the Joan Lluís Vives University Network.
e) The Dean of the ILC (Institution of Catalan Letters).

The role of Secretary of the Governing Board does not entail membership thereof, and shall be held by a qualified lawyer on the staff of the Institute, appointed by the President. Likewise, the Director of the Institute shall attend meetings of the Governing Board, with the right to speak but not to vote.

The functions vested in the Secretary of the Governing Board are those established in Article 15 of Legal System and Procedure of Public Authorities of Catalonia Act 26/2010, of 3 August 2010.

6.3 If so decided by two thirds of the representatives of the consortium entities referred to in Article 1.2, the Governing Board may decide to increase its number by a maximum of six members, appointing four individuals who, because of their significance and actions, are deemed to be representative of various cultural sectors, and two persons representing sponsor companies or other private entities contributing to achievement of the purposes of the Institute.

Article 7
Functions of the Governing Board

The Governing Board is responsible for the following:

a) Approve the financial plan, general operational plans, implementation of the previous financial plan and the annual report of the Institute, at the proposal of the Executive Council.
b) Approve the priorities and general operational approaches of the Institute.
c) Approve the incorporation of new members of the Institute, at the proposal of the Executive Council, and also the number of members applicable to them on both the Governing Board and the Executive Council.
d) Approve modifications to these Bylaws and the winding up of the Institute, at the proposal of the Executive Council.
e) Appoint and dismiss the Director of the Institute.
f) Appoint the members of the Governing Board as established in Article 6.3.
g) Other functions vested therein by these Bylaws.

Article 8
Functioning of the Governing Board
8.1 The Governing Board holds two ordinary meetings per year, and extraordinary meetings whenever called by the President on his own initiative, on the initiative of the President of the Executive Council, or when so requested by one third of its members.

8.2 Notices of call must be served a minimum of five days in advance. Should the President deem the matter to be urgent, this circumstance must be recorded in the notice of call, which may be served on members at least 48 hours in advance.

8.3 The Governing Board shall be deemed validly convened if attended by at least one third of the members, which must include, jointly, a majority of members representing the consortium entities referred to in Article 1.2.

8.4 Resolutions are passed by a straightforward majority of the members in attendance, except for those functions established in Articles 7a, 7c, 7d, 7e and 7f, for which a vote in favour by the representatives of the consortium entities referred to in Article 1.2 shall furthermore be required.

8.5 The president has the casting vote.

Article 9
Composition of the Executive Council

9.1 The President of the Executive Board shall be the incumbent Minister of Culture of the Generalitat of Catalonia.

The First Vice-President of the Executive Board shall be the individual appointed by Barcelona City Council from among its councillors.

9.2 The Executive Council, in addition to the President and the Vice-President, comprises:

a) Seven representatives of the Generalitat of Catalonia appointed by the Government at the proposal of the incumbent Regional Minister of Culture.

b) Two representatives of Barcelona City Council.

c) One representative of the IEC.

d) One representative of the Joan Lluís Vives University Network.

e) The Director of the ILC.

f) The Director of the Institute, entitled to speak but not to vote.

Meetings are likewise attended by, although the following are not members and are entitled to speak but not to vote, the Manager, the Heads of Department at the Institute and the Secretary of the Governing Board, the likewise serves as Secretary of the Executive Council.

Article 10
Functions of the President and Vice-President of the Executive Council.

10.1 The President of the Executive Council is responsible for the following:

a) Establish the order of business, call, chair, suspend and conclude meetings of the Executive Council.

b) Propose to the President of the Governing Board the calling and order of business of meetings of the Governing Board.

c) High-level representation of the Institute.

10.2 The Vice-President of the Executive Council performs those functions vested in him/her by the President, and in the event of absence, vacancy, illness or for any other justified reason, acts in the stead of the President.

Article 11

Functions of the Executive Council

The Executive Council is responsible for the following:

a) Propose to the Governing Board approval of the financial plans, settlement thereof and the annual accounts, in addition to the annual operational plan and the operational report.

b) Propose to the Governing Board modifications to these Bylaws and the winding-up of the consortium.

c) Propose to the Governing Board the incorporation of new members of the consortium.

d) Authorise in advance any undertaking involving a multi-annual expenditure, and credit operations intended to cover cash management needs, in accordance with the rights vested in the Ramon Llull Institute.

Other credit operations must be authorised in advance by the governing bodies of the consortium entities.

e) Propose specific actions and the adoption of appropriate measures in order to fulfil the purposes of the Institute.

f) Approve, if appropriate, the rates or prices of services provided by the Ramon Llull Institute, and the regulations governing public funding rounds to award subsidies and grants.

g) Approve the workforce and modifications thereto.

h) Appoint and dismiss the Manager and the Heads of Department, at the proposal of the Executive Management.

i) Acquire, dispose and make use in general of assets and rights of the Ramon Llull Institute, perform the corresponding transactions, and accept donations and bequests.
j) Approve the internal regulations of the Institute.

k) Approve the general regulations governing the competency of the Institute regarding assessment and certification of the Catalan language beyond the linguistic domain.

l) Approve the establishment of or participation in foundations or other non-profit entities within the context of Spanish or foreign legislation.

m) Approve the creation, modification or elimination of the departments into which the Institute is divided.

n) Any other function not expressly vested in the Governing Board.

Article 12
Functioning of the Executive Council

12.1 The Executive Council stages ordinary meetings as often as it should itself establish, and extraordinary meetings whenever called by its President.

12.2 Notices of call must be served a minimum of five days in advance, except in cases deemed by the President to be urgent.

12.3 The Executive Council shall be deemed validly convened if attended by at least one third of the members, which must include, jointly, a majority of members representing the consortium entities referred to in Article 1.2.

12.4 Resolutions are passed by a straightforward majority of the members in attendance, except for those functions established in Articles 11a, 11c, 11d, 11h and 11l for which a vote in favour by the representatives of the consortium entities referred to in Article 1.2 shall furthermore be required.

12.5 The President has the casting vote.

Article 13
Executive Management of the Institute

13.1 Executive Management of the Institute is vested in the Director of the Ramon Llull Institute, appointed by the Governing Board, at the joint proposal of the consortium bodies.

13.2 Executive Management corresponds to the following functions:

a) Manage the Institute and its staff, arranging the recruitment and dismissal thereof, ruling as to the imposition of penalties and resolving any compatibility arrangements requested.

b) Draw up the proposal and implementation of the general operational plans of the Institute, and
oversee implementation of the resolutions of the governing bodies.

c) Represent the Ramon Llull Institute at the ordinary level in its external relations, both nationally and internationally.

d) Draw up the annual operational report and present to the Executive Council the proposed preliminary draft financial plan and the settlement thereof.

e) Order the publication of public announcements of funding rounds and the corresponding conditions, and rule on any applications presented in accordance with the available budget.

f) Sign in the name of the Ramon Llull Institute contracts and agreements with third parties; implement the financial plan, authorise and arrange expenditure and acknowledge obligations.


g) Perform any other function required for the purpose of administrative management of the Institute, and any functions delegated by the Executive Council.

h) Propose to the Executive Council the appointment and dismissal of Heads of Department and of the Manager.

Article 14

Advisory Committees

At the proposal of the Director of the Institute, the Executive Council may approve the creation of advisory committees for the operational spheres of each of the departments into which the Institute is divided, or for extraordinary activities.

Article 15

Organisation of the Institute

The structure of the Institute comprises Operational Management and the departments decided by the Executive Council.

15.1 Operational Management

The Manager, who answers to the Executive Management, has the following functions:

a) Authorise and arrange expenditure, acknowledge obligations and enter into contracts subject to the limits established by the Executive Council, likewise ordering payments and presenting accounts.

b) Prepare for approval by the governing bodies the preliminary draft annual financial plan, the proposed settlement thereof and the annual accounts.

c) Administer the real estate assets attached to the Institute.

d) Perform personnel management.
e) Perform any other functions delegated by the Executive Council or Executive Management.

The Manager attends meetings of the Governing Body whenever called, with the right to speak but not to vote.

15.2 The Departments

Each Department shall be headed by an individual appointed by the Executive Council, answering to the Director of the Institute and responsible for proposing and planning the programmes of the Department, coordinating operations and organising the available human and material resources in order to achieve the established goals.

Article 16

Economic resources, contributions from consortium entities, assets and financial oversight.

16.1 The Ramon Llull Institute has the following economic resources:

a) Contributions by the Generalitat of Catalonia for the ordinary functioning of the consortium.

b) Contributions by entities joining the consortium, in accordance with the provisions of Article 1.3.

c) Yields from the exploitation of its body of assets.

d) Revenue obtained through the provision of its services.

e) Donations and grants of any nature.

f) Revenue obtained through sponsorship.

g) Any other resources to which it may legally be entitled.

16.2 In order to fulfil its functions, the consortium may have its own body of assets, separate from those of the consortium authorities, comprising the set of assets, rights, obligations and actions required or incorporated within it. The body of assets of the consortium is reflected in the corresponding inventory, which shall each year be reviewed and approved by the Governing Board. The movable and immovable assets of the consortium entities, intended for the purposes of the consortium, are deemed to be assigned, by attachment or assignment of usage, in accordance with the conditions laid down in each case in the corresponding title. The legal system governing the body of assets of the consortium, and in particular with regard to public domain assets, is as established in the asset regulations of the Generalitat of Catalonia.

16.3 Barcelona City Council assigns use and enjoyment free of charge of the municipal property known as the Palau Baró de Quadras, at the address Avinguda Diagonal, 373, Barcelona, for a period of twenty-five years, which may be extended by a further maximum period of twenty-five years. The conditions for this assignment of use, beyond those here stated, must be governed by means of a specific agreement. The asset system applicable to this real estate property is that
corresponding to Barcelona City Council.

16.4 Financial oversight of the Institute shall be performed by the General Comptroller of the Generalitat of Catalonia, and shall be performed by means of an audit procedure complying with the applicable regulations.

Article 17 Personnel

17.1 The Ramon Llull Institute must have in place the necessary personnel in order to fulfil its purpose and aims. The number, categories and functions thereof shall be defined in the workforce register, the list of positions of employment and any other management and planning instruments approved by the Executive Council.

17.2 Recruitment of personnel shall be performed by means of public announcement in accordance with principles of equality, publication, merit and ability, notwithstanding any special factors which may apply to executive management personnel.

17.3 The personnel of the Institute are governed by the standard public employee Statute, employment legislation, and all other conventional regulations applicable.

17.4 If individuals are recruited to perform services abroad, these arrangements must be established in writing. In the event of temporary deployment to other member states of the European Union, EU regulations shall apply, while with regard to other states, the corresponding international conventions shall apply.

Article 18 Appeals system

18.1 Any acts which do not constitute termination of the official process may be subject to a higher appeal lodged with the President of the Executive Council. Those which do constitute termination of the official process may be appealed in accordance with the applicable laws, or alternatively may be subject to an appeal for reconsideration lodged with the body which issued the ruling, or may otherwise be challenged directly before the competent jurisdictional body.

18.2 A claim must have been filed via the official administrative channels as a prerequisite for any civil or employment legislation action to be brought against the Institute, pursuant to the terms of Articles 120 and following of Public Authorities and Common Administrative Proceedings Legal System Act 30/1992, of 26 November 1992, and Article 80 of Legal System and Procedure of Public Authorities of Catalonia Act 26/2010, of 3 August 2010.

Article 19

Modification of the Bylaws
Any modification of these Bylaws requires a resolution to be passed by the Governing Board, at the proposal of the Executive Council, in the manner and in accordance with the majorities laid down in these Bylaws. The modification resolution must be ratified by the consortium entities in accordance with the applicable regulations in force.

Article 20 Right of Disassociation

20.1 Any member of the Ramon Llull Institute may, following a resolution passed by its corresponding governing body, decide to disassociate itself, serving prior notice thereof on the President of the Executive Council and on the other consortium entities, with confirmation of receipt, a minimum of six months prior to conclusion of the financial year in progress, notwithstanding its responsibility to fulfil any obligations entered into with regard to the financial year in progress or previous financial years.

20.2 The above resolution shall require that the Governing Board be called to consider the matter and to be informed.

Article 21 Winding-up

21.1 The consortium shall be wound up for the following reasons:

a) Resolution passed by the Governing Board in the manner established in Articles 7 and 8 of these Bylaws.

b) Legal or material impossibility of performing its purposes.

21.2 In the event of winding-up, the Governing Board must establish the manner in which the consortium is to be liquidated. The Generalitat Authority must assume any rights and obligations resulting from the liquidation process, notwithstanding restoration to Barcelona City Council of use of the property referred to in Article 16.3.

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