

STATUTES OF THE ITURRI FOUNDATION

CHAPTER I

CONSTITUTION OF THE FOUNDATION

Article 1. Name, nature, domicile and scope of action.

1. The **ITURRI Foundation** is a non-profit organization, whose assets have been permanently allocated to the realization of the purposes of general interest detailed in these Statutes.
2. The statutory address of the Foundation is established at Av. Roberto Osborne, 9, 41007 Seville.
3. The Foundation will mainly carry out its activities throughout the national territory.

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

1. The Foundation will have legal personality from the registration of the public deed of its constitution in the corresponding Registry of Foundations and from that moment on it will begin its actions.
2. The Foundation that is constituted will have an indefinite temporary duration. However, if at any time the Foundation's own purposes could be considered fulfilled or prove impossible to achieve, the Board of Trustees may agree to the extinction of the Foundation in accordance with the provisions of current legislation and article 26 of these Statutes.

CHAPTER II

PURPOSES AND BENEFICIARIES OF THE FOUNDATION

Article 3. Purposes.

1. The foundation was created with one main objective: to contribute to a more sustainable, safer and more protected world, both at the individual level (work or domestic accidents) and at the level of emergency and response to natural disasters or accidents.
2. The aims of general interest pursued are the following:
 - (a) To promote the protection and safety of people both at work and at home.
 - b) Disseminate and enhance knowledge about safety and security among citizens in general, and among disadvantaged groups in particular.
 - (c) To promote scientific research and technological development in the field of safety and security.

d) Defence of protection and the environment, as well as the promotion of sustainability and the culture of recycling and the circular economy.

(e) Promotion of volunteerism.

(f) International cooperation for development, mainly in the areas of safety and security, the environment and sustainability.

(g) To contribute to the social interest through the promotion of social, cultural, artistic, sports, educational, cultural or historical heritage conservation and environmental protection projects.

Article 4. Activities.

1. In order to achieve the purposes indicated in the previous article, the Foundation may carry out the following activities, which are listed by way of example and not limitation:

a) Organising, coordinating, financing and carrying out all kinds of training activities related to the purposes of the foundation, such as courses, conferences and seminars, among others.

b) To publish books, pamphlets, theses, articles, videos and magazines that highlight the aims of the Foundation.

c) Carry out awareness-raising activities related to the aims of the foundation, such as talks, awareness-raising activities and educational campaigns in this regard.

d) To carry out volunteer programs related to the purposes of the Foundation.

(e) Provide individuals and entities with safety and protection equipment.

f) To promote, promote, develop, protect and support all types of activities to promote volunteering, social action or any other activities of a similar nature.

g) Establish relationships with local, regional, national and international entities and associations that contribute to the fulfillment of the foundation's purposes.

(h) To participate, directly or indirectly, in international cooperation projects.

(g) Carrying out any other activities aimed, directly or indirectly, at the better fulfilment and achievement of its purposes.

2. In addition, in order to obtain income, the Foundation may carry out commercial activities whose object is related to the foundation's purposes or are complementary or ancillary to the above, subject to the rules governing the defense of competition.

Article 5. Beneficiaries

1. The Foundation's founding purposes are generally aimed at any person, group or institution that has an interest in the Foundation's purposes and may be favoured by its activities.

2. The Board of Trustees, when determining the beneficiaries of the Foundation's activity, will act with criteria of impartiality and non-discrimination. In cases of granting grants or financing projects, criteria such as the order of request, the academic training and professional career of the applicants,

project report and the like will be taken into account to assess the importance of research for society and the lack of economic resources for its implementation.

3. The Board of Trustees may agree on the specific requirements of each call and the composition, if any, of the selection body, its criteria for action, the requirements and the merits to be assessed.

Article 6. Application of resources to the fulfilment of the purposes.

1. The Foundation will effectively allocate the assets and their income to the fulfilment of its foundational purposes.
2. At least 70 per cent of the results of the economic operations carried out and the income obtained from any other concept must be allocated to the fulfilment of the foundation's purposes, in the terms provided for by current legislation.
3. The period for compliance with this obligation shall be from the beginning of the financial year in which they were obtained and the four years following the end of that financial year.

Article 7. Information.

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

CHAPTER III FOUNDATION GOVERNANCE

Article 8. Board.

1. The Board of Trustees is the governing and representative body of the Foundation.
2. It is the responsibility of the Board of Trustees to fulfil the foundation's purposes and to diligently administer the assets and rights that make up the Foundation's assets, maintaining their performance and usefulness.

Article 9. Composition.

1. It will be made up of a minimum of three and a maximum of 10 trustees, who will adopt their resolutions by majority, under the terms established in these Statutes. Within these limits, it will be up to the Board of Trustees itself to determine the specific number at any given time.

The position of trustee shall have a duration of four years, and may be re-elected indefinitely for successive periods.

2. Members of the Board of Trustees may be individuals who have full capacity to act and are not disqualified from holding public office.
3. The position of trustee that falls to a natural person must be exercised personally. However, another employer designated by him may act in his name and on his behalf. This action will always be for specific acts and must be in accordance with the instructions that, where appropriate, the represented party formulates in writing
4. Legal entities may form part of the Board of Trustees and must designate the person or individuals to represent them.
5. Trustees shall exercise their duties free of charge, without prejudice to the right to be reimbursed for duly justified expenses incurred by the position in the exercise of their duties.

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

1. The appointment of the members of the first Board of Trustees will be made by the founders and will be recorded in the deed of incorporation.
2. The renewal or appointment of new members will be made by the Board of Trustees registered in the corresponding Register of Foundations and by agreement of the majority of its members.
3. The trustees must accept their positions in the manner provided for in the legislation in force and their acceptance will be formally notified to the Protectorate and registered in the Register of Foundations.
4. In the event of a vacancy, the Board of Trustees, within a period of two months, if it deems it appropriate or if it is necessary to appoint a new trustee because it is below the legal or statutory minimum, will appoint the person who will replace him/her. If the vacancy is caused by an employer appointed by reason of the position, the person who replaces him in the position shall take his place. In both cases, it will be for the time remaining until the next renewal of the Board of Trustees.

Article 11. Presidency

1. The Board of Trustees shall appoint a Chairman from among its members, who shall serve for a period of four years, which may be renewed for successive periods.

2. It will be the responsibility of the Presidency to represent the Foundation before all kinds of people, authorities and public or private entities, to convene the meetings of the Board of Trustees, to preside over them, to direct their debates and, where appropriate, to execute the agreements, being able to carry out all kinds of acts and sign the necessary documents for this purpose.
3. The person who occupies the presidency has a casting vote to resolve any ties that may occur in the votes held by the Board of Trustees.
4. In the event of illness, absence or vacancy, the functions of the Presidency shall be performed by the Vice-President or, if this position is not appointed, by the oldest trustee.
5. She will be honorary president of the María Luisa Franco Foundation, and will have a voice but not a vote.

Article 12. The Vice-Presidency

1. The Board of Trustees may appoint, if it deems it appropriate, a vice-president.
2. It is the responsibility of the Vice-Presidency to carry out the functions of the Presidency in cases of absence, illness or vacancy, and may also act on behalf of the Foundation, in those cases in which it is determined by agreement of the Board of Trustees.
3. The office of vice-president shall be for four years and may be re-elected for successive terms.

Article 13. The Secretariat

1. The Board of Trustees will appoint a Secretary, a position that may fall to a person outside the Board of Trustees, in which case he/she will have a voice but not a vote.
2. The Secretary is responsible for certifying the agreements of the Board of Trustees, safeguarding all the documentation belonging to the Foundation, drawing up the minutes corresponding to the meetings of the Board of Trustees, issuing the necessary certifications and reports and all those that are expressly entrusted to him. In cases of illness, absence or vacancy, the functions of the Secretariat shall be exercised by the youngest employer.
3. The term of office of Secretary shall be four years, and may be renewed for successive periods. In the case of a non-employer secretary, he will not be subject to this temporary duration, and may be dismissed from his position at any time with reasons, agreeing in the same act the appointment of who will replace him in the position.

Article 14. Powers of the Board of Trustees.

1. Without prejudice to the mandatory authorisations of the Protectorate, the following shall be the powers of the Board of Trustees:
 - a. To govern and represent the Foundation and to approve its management plans and periodic action programmes.
 - b. Interpret and develop the Statutes and, where appropriate, agree on their modification, whenever it is convenient for the interests of the Foundation and for the better achievement of its purposes.
 - c. To establish the general guidelines on the distribution and application of the available funds among the purposes of the Foundation.
 - d. Appoint general or special attorneys-in-fact.
 - e. Select the beneficiaries of the foundational benefits.
 - f. Approve the action plan and the annual accounts to be submitted to the Protectorate.
 - g. Agree on the opening and closing of their Delegations.
 - h. Adopt agreements on the extinction or merger of the Foundation in the event of impossibility of fulfilling its objectives.
 - i. To delegate its powers to one or more trustees, without the approval of the accounts and the action plan, the modification of the Statutes, the merger and liquidation of the Foundation, as well as those acts that require the authorization of the Protectorate, without being subject to delegation.

Article 15. Obligations of the Board of Trustees.

In its actions, the Board of Trustees must comply with the provisions of current legislation and the will of the founder as expressed in these Statutes.

Article 16. Employers' responsibility.

1. Employers must perform their duties with the diligence of a loyal representative.
2. The trustees shall be jointly and severally liable to the Foundation for any damages caused by acts contrary to the Law or these Statutes, or by those carried out without the diligence with which they must carry out their duties, and those who have voted against the agreement and those who prove that, having not intervened in its adoption and execution, They were unaware of its existence or, knowing of it, did everything possible to avoid the harm or at least expressly opposed it
3. Trustees must attend the meetings to which they are summoned and comply with the provisions of the current legal provisions and these Statutes.

Article 17. Dismissal and suspension of employers.

1. The dismissal and suspension of the Foundation's trustees will occur in the following cases:

- a) Due to death or declaration of death, as well as due to the extinction of the legal entity.
 - b) Due to incapacity, disqualification or incompatibility, in accordance with the provisions of the Law.
 - c) By cessation of the position for which they were appointed members of the Board of Trustees.
 - d) For not carrying out the duties with the diligence provided for in paragraph 1 of the preceding article, if so declared in a court decision.
 - e) By a court decision accepting the action for liability for the acts referred to in paragraph 2 of the preceding article.
 - f) For the expiry of the period of six months from the granting of the public deed of foundation without having requested registration in the corresponding Registry of Foundations.
 - g) For the duration of their term of office if they were appointed for a certain period of time.
 - h) By resignation, which may be carried out by any of the means and through the procedures provided for acceptance.
 - i) For repeated and unjustified non-attendance at the meetings of the Board of Trustees. Repeated non-attendance is considered to be the non-attendance of three continuous meetings or five non-continuous meetings. In this case, the reasoned agreement of the Board of Trustees adopted by the absolute majority of the attending and represented trustees will be required.
2. For the adoption of the reasons established in section h), the reasoned agreement of the Board of Trustees, adopted by half plus one of the members present and represented, will be required. The employer whose dismissal is decided may not participate in the voting, but must be summoned and informed of the decision to be taken and of his right to be heard at the meeting, before the vote, as well as of the decision finally adopted.
 3. Resignation from the position of trustee may be carried out by any of the means and through the procedures provided for acceptance.
 4. The replacement, dismissal and suspension of trustees shall be entered in the corresponding Register of Foundations.

Article 18. Form of deliberation and adoption of agreements.

1. The Board of Trustees will meet at least twice a year and as often as necessary for the smooth running of the Foundation. It is the responsibility of the Presidency to convene its meetings, either on its own initiative or at the request of at least one third of its members.
2. The call shall be sent to each of the members at least five days before the date of its celebration, using a means that allows proof of its receipt. It shall indicate the place, day and time of the meeting, as well as the agenda.
3. No prior notice will be required when all the trustees are present and unanimously agree to hold the meeting.

4. The Board of Trustees may be held by means of a conference call, videoconference or any other similar system, so that one or more of the trustees attend the meeting through the aforementioned system, provided that the identity of the attendees is guaranteed and communication between them in real time is ensured and, therefore, the unity of the event. The meeting held by this means shall be deemed to have been held at the headquarters of the Foundation.
5. The Board of Trustees shall be validly constituted when more than half of its members are present or represented.
6. Resolutions shall be adopted by a simple majority of votes present or represented at the meeting, except where the Articles of Association or current legislation provide for qualified majorities.
7. The corresponding minutes of the meetings of the Board of Trustees shall be drawn up by the person who holds the Secretariat, which must be submitted to the approval of all the members present at the meetings. This shall be transcribed into the corresponding book and signed by the person holding the Secretariat with the approval of the person in the Chair.
8. The position of trustee that falls to a natural person must be exercised personally. However, another employer designated by him or her may act in his/her name and on his/her behalf. This action will always be for specific acts and must be in accordance with the instructions that, where appropriate, the represented party formulates in writing.

CHAPTER IV OTHER BODIES OF THE FOUNDATION

Article 19.- The Management

1. The Board of Trustees may appoint the Director of the Foundation, who will be responsible for the management, execution and administration functions delegated to them.
2. The Director shall exercise the following powers, without prejudice to the fact that the Board of Trustees may grant him any other powers it deems appropriate and which must respect, in any case, the non-delegable powers of the Board of Trustees:
 - a) To exercise the management of the staff and the services and activities of the Foundation.
 - b) Prepare the draft of the action plan and the annual accounts of the Foundation and submit them to the Board of Trustees for approval within the legally established deadlines.
 - c) To exercise financial control over the Foundation's projects and activities and to inform the Board of Trustees of the level of implementation of the same, the expenses and material, human and economic needs of the Foundation.

- d) To exercise the functions of non-patron secretary of the Foundation, if approved by the Board of Trustees.
 - e) All other powers that the Board of Trustees attributes to it, except those established as non-delegable by law.
3. Their appointment and dismissal shall be notified to the Protectorate and shall be entered in the Register of Foundations.

Article 20.- Advisory Board

4. Within the Foundation, and under the superior direction of its Board of Trustees, the Foundation's Advisory Council may be constituted. It will be composed of the person who holds the position of Chair of the Board of Trustees, who will also be the Chair of the aforementioned Advisory Council and will be made up of those members determined by the Board of Trustees.
5. It will be up to the Board of Trustees to determine whether or not to have an Advisory Board, as well as the appointment of its members, their replacement or dismissal and even, where appropriate, the cessation of such an Advisory Council.
6. The Advisory Council shall consist of a maximum of ten members appointed by agreement of the Board of Trustees, necessarily from among professionals of recognized prestige and competence and shall be governed by the following stipulations, without prejudice to their greater specificity, at any time, by the Board of Trustees, which may approve internal rules for the operation of the Advisory Board:
7. The Advisory Council is an advisory body to the Board of Trustees. As such, it will be up to the Advisory Board to express its opinion on those matters submitted to it by the Board of Trustees and that facilitate or improve the adoption of the Board of Trustees' own decisions.
8. Likewise, the Advisory Board may issue proposals to the Board of Trustees, on its own initiative. The opinions and proposals of the Advisory Board shall not, under any circumstances, be binding on the Foundation's Board of Trustees.
9. The members of the Advisory Board shall exercise their duties free of charge, without in any case being able to receive any remuneration.

CHAPTER V FINANCIAL REGIME OF THE FOUNDATION

Article 21. Heritage.

1. The Foundation's assets are made up of all the assets, rights and obligations susceptible to economic valuation that make up the endowment, as well as those acquired by the Foundation after its establishment, whether or not they are allocated to the endowment.
2. The Foundation must be listed as the owner of all the assets and rights that make up its patrimony, which must be included in its annual inventory.
3. The Board of Trustees will promote, under its responsibility, the registration in the name of the Foundation of the assets and rights that make up its patrimony, in the corresponding Public Registries.

Article 22. Financing.

1. For the development of its activities, the Foundation will be financed with the resources that come from the return on its assets and, where appropriate, with those from the aid, subsidies or donations that it receives from persons or entities, both public and private.
2. Likewise, the Foundation may obtain income from its activities, provided that this does not imply an unjustified limitation of the scope of its potential beneficiaries.
3. The Board of Trustees is empowered to make the necessary changes in the composition of the Foundation's assets, in accordance with the economic situation of each moment and without prejudice to requesting the due authorisation or proceeding to the appropriate communication to the Protectorate.
4. The fiscal year shall coincide with the calendar year.
5. The Foundation shall keep an orderly and appropriate accounting for its activity in order to allow a chronological follow-up of the operations carried out. To this end, it will necessarily keep a Journal book and a book of Inventories and Annual Accounts and those other mandatory books determined by current legislation.
6. In economic and financial management, the Foundation will be governed by the general principles and criteria set out in the regulations in force.

Article 23. Annual accounts and action plan.

1. The annual accounts will be approved by the Board of Trustees within a maximum period of six months from the end of the financial year, without it being able to delegate this function to other bodies of the Foundation, and will be submitted to the Protectorate within ten working days following their approval.

2. The Board of Trustees will approve and send to the Protectorate, in the last three months of each financial year, an action plan, which will reflect the objectives and activities that are expected to be carried out in the following year. The Board of Trustees may not delegate this function to other bodies of the Foundation.

CHAPTER V

MODIFICATION, MERGER AND TERMINATION

Article 24. Modification.

1. The Board of Trustees may amend these Statutes whenever it is convenient for the interests of the Foundation. In any case, the Statutes may be amended when the circumstances governing the constitution of the Foundation have changed to such an extent that the Foundation cannot act satisfactorily in accordance with the Statutes in force.
2. For the adoption of resolutions to amend the bylaws, the favourable vote of half plus one of the members of the Board of Trustees present or represented will be required.
3. The modification or new wording of the Statutes agreed by the Board of Trustees will be communicated to the Protectorate and must be formalized in a public deed and registered in the corresponding Registry of Foundations.

Article 25. Fusion.

1. The Board of Trustees of the Foundation may agree to merge the Foundation with another Foundation whenever it is convenient in the interest of the Foundation.
2. For the adoption of merger agreements, the favourable vote of half plus one of the members of the Board of Trustees, present or represented, will be required.

Article 26. Extinction.

1. The Foundation will be terminated for the reasons and in accordance with the procedures established by current legislation.
2. In cases where the termination requires the agreement of the Board of Trustees, this will be adopted with the favourable vote of at least half plus one of the trustees present or represented, and must be ratified by the Protectorate.
3. The extinction of the Foundation will determine the opening of the liquidation procedure that will be carried out by the Board of Trustees under the control of the Protectorate.

4. All the assets and rights resulting from the liquidation will be allocated to foundations or private non-profit entities that pursue purposes of general interest and that have their assets allocated, even in the event of their dissolution, to the achievement of those purposes, and that are considered as entities benefiting from patronage. in accordance with current legislation, or to public entities of a non-foundational nature that pursue purposes of general interest. The Board of Trustees is expressly authorised to carry out this application.