

STATUTES OF THE NATIONAL AGENCY FOR QUALITY ASSESSMENT AND ACCREDITATION TRUST

CHAPTER I. THE TRUST INSTITUTION

Article 1.- Name, nature, nationality, address, and scope of action.

1. The Trust, which is named the “Fundación Agencia Nacional de Evaluación de la Calidad y Acreditación” (henceforth, the “National Agency for Quality Assessment and Accreditation Trust”), is a non-profit-making organisation whose primary concern is to achieve the objectives of general interest specified in article 5 of these Statutes.
2. The address of the Agency, which is of Spanish nationality, is: calle Orense no. 11, Madrid.
3. The Agency has a nationwide scope of action, without prejudice to any functions it may carry out in the evaluation of programmes leading to the award of recognised university degrees from education institutions abroad that are dependent on Spanish universities.

Article 2.- Duration.

The lifespan of the Trust shall not be limited. If, at any time, the objectives of the Trust are considered to be fulfilled, however, the Board of Trustees may agree to its dissolution in accordance with prevailing legislation and article 30 of these Statutes.

Article 3.- Legal personality and the inception of its actions.

1. The Trust enjoys full legal personality and capacity without limitation other than those laid down by legislation and these Statutes and is provided with corporate assets for the fulfilment of its objectives as laid down in these Statutes. In accordance with legislation, it can carry out any action necessary for the fulfilment of its objectives, subject to the stipulations of the legal system.

Article 4.- Corresponding government authority.

The Trust is subject to the Ministry of Education and Science.

CHAPTER II. AIMS OF THE TRUST

Article 5.- Aims.

The main aims of the “National Agency for Quality Assessment and Accreditation Trust” are to monitor, by way of assessment and other reports that lead to certification and accreditation, the performance of the public higher education service according to objective procedures and transparent processes, and reinforce its transparency and comparability as a means to promote and assure the quality of the universities and their integration in the European Higher Education Area.

The evaluation and other activities leading to certification and accreditation that are carried out by the “National Agency for Quality Assessment and Accreditation Trust” seek in particular to achieve the following aims of general interest:

- To foster the transparency, comparability, cooperation and competency of the universities at the national and international level.
- To enhance the improvement of university teaching, research and management activities.
- To provide public administrations with appropriate information for decision-making within the scope of their authority.
- To improve accountability to society and promote excellence and the mobility of students and teaching staff.

Article 6.- Activities.

In order to achieve these aims, the “National Agency for Quality Assessment and Accreditation Trust” shall carry out evaluation and other activities leading to certification and accreditation so that public Administrations and Universities have the necessary information to adopt decisions considered to be appropriate within the scope of their authority.

The object of these activities shall be, amongst others, the evaluation and accreditation of programmes leading to the award of recognised degrees nationwide and other programmes leading to diplomas and degrees awarded by universities and other higher education institutions. It shall also involve the evaluation of teaching, research and university teaching staff management activities, the assessment of salary bonuses, and other assessments attributed to it with regard to teaching staff according to prevailing legislation.

The Trust shall also carry out the assessment of institutions offering programmes in Spain in accordance with foreign educational systems and evaluation of the activities, programmes, services and management of centres and institutions of higher education, together with any other activities and

programmes attributed to it by current regulations that can be undertaken by public administrations to enhance the quality of teaching and research, without prejudice to the jurisdiction of the external evaluation bodies set up under legislation by the regional Autonomous Communities in these matters.

In order to carry out its activities, the Trust shall enter into agreements with public and private bodies in Spain as well as with international bodies, whenever this is necessary for the achievement of its aims.

Article 7.- Guiding principles.

In order to attain its aims, the Trust shall carry out its activities independently, transparently and objectively, and ensure and promote the participation of the Spanish and international university community.

In order to carry out its aims, the Trust shall act in accordance with the principles of coordination and cooperation with the external evaluation bodies established for similar purposes by the Autonomous Communities, within their respective sphere of jurisdiction.

Furthermore, the Agency shall take into consideration in its actions the internationally acknowledged general principles on the subject, for which it will form part of the existing international networks and establish appropriate mechanisms for cooperation to this end.

Article 8.- Beneficiaries.

As the recipients of the benefits of an improved quality public service, the beneficiaries of the activity carried out by the Trust are all the members of the university community, the university system and society as a whole.

CHAPTER III. THE GOVERNING BODIES

Article 9.- Board of Trustees.

1. The Board of Trustees is the collegial body that governs and represents the Trust.
2. The Board of Trustees consists of at least the following members:
 - The Minister for Education and Science, who has the position of Chairperson of the Board of Trustees.
 - The Secretary of State for Universities and Research from the Ministry of Education and Science.
 - The Under Secretary of the Ministry of Education and Science.
 - The Director General for Universities of Ministry of Education and Science.
 - The Secretary General of the Universities Coordinating Council.
 - The Coordinator General of the National Research Assessment Commission.
 - The Secretary General for Science and Technology Policy, Ministry of Education and Science.
 - For the Ministry of Health and Consumer Affairs, the department Under Secretary.
 - For the Ministry of Public Administrations, the department Under Secretary.
 - For the Ministry of Economics and Finance, the department Under Secretary.

3. Subsequent to the setting up of the Joint Committee of the Universities Coordinating Council, the Board of Trustees shall also include as members two Rectors, two representatives of university education from the Governing Councils of the regional Autonomous Communities and one member of the aforementioned Council from those designated by Congress, the Senate and the Government. These five will be nominated by the Minister for Education and Science, at the proposal of the Joint Committee of the Coordinating Council of Spanish Universities.
4. The Board of Trustees may also include as members up to six reputable persons of prestige from academic, scientific, professional, social, economic and cultural spheres, nominated by the Minister for Education and Science, on the advice of the Joint Committee of the Coordinating Council of Spanish Universities.
5. The Director of the Trust, who shall attend the Board of Trustees meetings with the right to participate but not vote, shall act as the secretary.

Article 10.- Trustees.

1. The position of Trustee shall be exercised in person. Persons who can deputise for those exercising this function on the basis of public office may act on their behalf.
2. Trustees are to accept their posts as laid down in prevailing legislation, and their appointment is to be entered in the corresponding register.
3. The post of Trustee is non-remunerated, and Trustees shall receive no payment at all for the exercise of their duties. They do however have the right to duly substantiated reimbursement of expenses incurred in the fulfilment of their function.

4. The period of office for Trustees who hold the position on the basis of public office shall depend on the position to which they are appointed. The period for all other Trustees shall be three years.

Article 11.- Organisation of the Board of Trustees.

The Board of Trustees shall have a Chairperson and a Secretary, who will carry out the following functions:

- It is incumbent on the Chairperson to represent the Trust before any person or public or private authority or entity; call the meetings of the Board of Trustees, chair the meetings and lead their discussions and, where applicable, execute all agreements, for which purpose he/she may carry out all necessary actions and sign all necessary documents to this end. The Chairperson shall also exercise all other powers that prevailing regulations attribute to the chairperson of a trust. In the case of illness or absence, the Secretary of State for the Universities and Research shall carry out the functions of Chairperson.
- The Secretary is entrusted with the safekeeping of all the documentation belonging to the Trust, writing up the corresponding minutes at the Board of Trustees meetings, issuing all necessary certificate and reports, together with all others expressly entrusted to the Secretary. In the case of illness or absence and where the post remains vacant, the functions of Secretary are to be carried out by the youngest member of the Board of Trustees.

Article 12.- Powers of the Board of Trustees.

Without prejudice to compulsory authorisation by the government authorities, the Board of Trustees is empowered with:

- a) Governing and representing the Trust, and approving management plans and periodic programmes for their development.
- b) Interpreting and carrying out the Statutes and, where applicable, agree to their modification, provided that this is appropriate to the Trust's interests and in order for its aims to be best achieved.
- c) Setting up the bodies considered necessary in order for the aims of the Trust to be achieved.
- d) Approving the Trust's priorities for action in order for its aims to be best achieved.
- e) Establishing and informing on general plans for the Trust's activities, prior to their approval.
- f) Setting out the broad outline for the distribution and setting aside of available funds for the Trust's aims.
- g) Appointing general and/or special legal representatives.
- h) Approving the current and extraordinary budgets, appropriate reports and statements, in addition to the economic balance sheet and annual accounts to be submitted to the corresponding government body.
- i) Approving the rules of procedure.
- j) Changing the Trust's address and agreeing to the setting up and closure of its Delegations, in accordance with current regulations.
- k) Approving decisions regarding the dissolution or merger of the Trust.

- l) Delegating its authority in one or more Trustees, with said delegation being excluded where agreement of the accounts and budget or decisions require the authorisation of the government authorities.
- m) Appointing the Trust Director, and confirming, at the Director's proposal, the nominations of General Coordinator, Manager, and Director of Institutional Relations.
- n) Appointing the members of the Advisory board and performing the functions attributed to it under article 18 of these Statutes with regard to this matter.

Article 13.- Obligations of the Board of Trustees.

1. The actions of the Board of Trustees must conform to the stipulations of prevailing legislation and the wishes of the Ministry of Education and Science, as stated in these Statutes.
2. It is incumbent on the Board of Trustees to fulfil the aims of the trust and administer the Trust's assets and rights and fully maintain their yield and usefulness.
3. The Board of Trustees shall provide sufficient information on the Trust's aims and activities to all eventual beneficiaries and other interested parties.

Article 14.- Obligations and responsibilities of Trustees.

1. The obligations of the Trustees are, amongst others, to fulfil the aims of the Trust, attend meetings that they are called to attend, hold the post of Trustee with the diligence of a loyal representative, maintain in a good state of conservation and production the Trust's assets and securities and, through their actions, fulfil the stipulations of the prevailing legal regulations and these Statutes.

2. The Trustees shall be responsible to the Trust for damages caused by any infringement of the law of these Statutes or act of negligence.
3. Express opposition to or non-participation in the causal agreement of the same shall lead to exemption from responsibility.

Article 15.- Removal from office, suspension and the replacement of Trustees.

1. The removal from office and suspension of Trustees shall take place in the cases provided for in article 18 of Law 50/2002 of 26 December on Trusts.
2. In the case where a Trustee stands down from the post, this shall be effective on notification to the government authorities, and is to be carried in the stipulated way as for acceptance of the post of Trustee.
3. When the post of Trustee is held as a consequence of the holding of public office, replacement will take place automatically on being replaced in the position.

Article 16.- Meetings of the Board of Trustees and the adopting of resolutions.

1. The Board of Trustees shall meet at least twice a year and as often is necessary for the smooth running of the Trust. It is incumbent on the Board Chairperson to call the board meetings, either on his/her own initiative or when this is requested by at least one third of its members.

Each individual member is to receive notification of the convening of a board meeting, at least five days prior to it being held, by a means whereby there is a record of the receipt of the notification. Notification must include the place, day and time of the meeting, in addition to the order of the day.

Prior notification will not be necessary when all of the Trustees are present and unanimously agree to hold a meeting.

2. The Board of Trustees shall be validly constituted when at least half plus one of its members are present.
3. Resolutions shall be adopted by a majority vote, except when the Statutes or prevailing legislation lay down qualified majorities.
4. Deliberations are to be lead by the board Chairperson.
5. The corresponding minutes of the board meetings are to be taken by the Secretary, and they must be endorsed and approved by all of the members present. They shall be transcribed to the corresponding book and signed by the Secretary with the approval of the Chairperson.

Article 17.- The Director.

1. The Director is responsible for developing the functions involving the management, directing, running and administration of the Trust.
2. The Director is appointed to the post by the Board of Trustees for a period of four years.
3. His/her functions shall be:
 - a) To represent the Trust, whenever the board Chairperson does not attend, in all relations, acts and contracts, and before any natural person or legal entity, public or private, in which case the Director shall exercise all rights, actions and exceptions and follow all procedural steps, processes and recourses in all procedures, actions, claims and judicial proceedings that are contended or interest the Trust, and grant all necessary powers for the purpose.

- b) Propose to the Board of Trustees all business considered to be appropriate for administration of the Trust.
 - c) Prepare and develop the Trust's human resource policy.
 - d) Submit to the Board of Trustees for approval the Trust's action plans, the ordinary and extraordinary budgets, the annual activities report, in addition to the economic balance sheet and the annual income statement.
 - e) Administer the Trust's budget.
 - f) Prepare and propose the Trust's plans of action and activities.
 - g) Organise and coordinate meetings held for the smooth running of the Trust.
 - h) Coordinate and implement activities considered to be necessary.
 - i) All functions and powers assigned by the Board of Trustees to the Director for the smooth running of the Trust.
4. The Directorship is a paid post and, in view of its political nature, involves managerial responsibilities and will demand a full time and exclusive commitment to the affairs of the Trust.
5. The General Coordinator, the Innovation Coordinator, the Teacher Evaluation Coordinator and the Coordinator of Programme and Institution Evaluation are established as managerial posts and, in view of their political nature, will also require a full-time and exclusive commitment to the Foundation's affairs. All of them will be appointed by the Director and ratified by the Board of Trustees, for a four-year period and renewable for successive periods of the same duration.

Article 18. The Advisory Board to the National Agency for Quality Assessment and Accreditation

An advisory body (Advisory Board) shall be established that shall be independent of the Agency in its functions and decision-making.

It is incumbent on this Board to:

- a) Inform on the procedures and actions carried out by the Agency.
- b) Inform on the Agency's compliance of rules and codes of good practice followed in the international structures and networks that the Agency forms part of.
- c) Advise the Agency's Director on all required matters.

The Advisory board shall have rules of procedure that are to be approved by the Board of Trustees.

This Advisory Board shall be made up of between a minimum of ten and a maximum of twenty members, all of which shall be appointed by the Board of Trustees at the Director's proposal, for a maximum four-year period. One of these, at the Director's proposal, shall be designated by the Board of Trustees as the Council Chairperson. At least one third of the members must be of foreign nationality¹.

Fifty percent of the members of the Advisory Board shall be renewed every four years.

The Advisory Board shall be accountable to the Director of the Agency and have a permanent executive Secretary appointed by the Director and confirmed by the Board of Trustees, and attached to the Trust's board members in accordance with article 17.5 of these statutes.

¹ Translator's note: i.e. not Spanish

Article 19.- Committees.

Any number of committees may be established within the Trust in order for it to fulfil its functions. The Board of Trustees is to be informed of the setting up of any committee.

CHAPTER IV. FINANCE AND RESOURCES

Article 20.- Assets.

1. The assets of the Trust may include any assets and rights capable of having economic value, including the following:
 - Real estate.
 - Negotiable securities.
 - Moveable property, title deeds, any other documentation that accredits control, ownership, use, possession of any kind of asset, or any other right that the Trust is the holder of.
2. The Trust must appear as the owner or holder of all possessions and rights that make up its assets, which shall figure in the inventory and the Register of Trusts, and also be entered, where applicable, in the corresponding Registers according to their nature.

Article 21.- Endowment.

The endowment of the Trust shall comprise:

- a) The Trust's start-up endowment.
- b) Assets and rights acquired or to be acquired by the Trust and endorsed by the Board of Trustees, which may permanently affect the aims of the Trust.
- c) Any carryover from the Trust's annual net revenues on completion of all applications and deductions referred to in article 27 of Law 50/2002.

Article 22.- Financial resources.

For the fulfilment of its aims, the Trust may have the following economic resources:

- a) Revenue from the Trust's assets.
- b) Grants awarded by the State and other public institution entities in the regional Autonomous Communities.
- c) Funding obtained from international bodies for matters within the scope of the Trust's objectives.
- d) Funding obtained from private entities for matters within the scope of the Trust's objectives.
- e) Legally accepted donations, legacies, and inheritances from private individuals.
- f) Revenue from productive activities in accordance with articles 24 and 26 of Law 50/2002.

Article 23.- Use of revenue and earnings.

1. At least 70% of the operating earnings and of the revenues for any other item obtained by the Trust, after deducting the expenses for those revenues and earnings, shall be allocated to the purposes of the Trust. The remainder, after deducting the administration expenses, shall be set aside to increase the Trust's endowment. The stipulations of this article shall not be applicable to capital contributions to equity, either when the Trust is set up or at any subsequent time.
2. The period for complying with that obligation is between the start of the year in which the respective earnings and revenues were obtained and the four years subsequent to the end of that year.
3. Administration expenses include those directly incurred through the administering of the Trust's assets and rights, and those to which the Trustees have the right to repayment.

Article 24.- Financial management.

1. The fiscal year coincides with the calendar year.
2. The Trust shall keep the obligatory books as laid down by prevailing regulations, together with any others that are appropriate for the smooth running and carrying out of its activities and for accounting purposes.
3. With regard to its economic and financial management, the Trust shall be run in accordance with the general principles and criteria laid down in the prevailing regulations.

4. The administration of and decisions regarding the Trust's assets are incumbent on the Board of Trustees, which can make any transformations, allocations and alterations to said assets that it considers to be necessary or appropriate. The Board of Trustees is authorised to make any necessary variations in the composition of the Trust's assets, in accordance with the economic situation at any given time and subject to the request for due authorisation and appropriate communication to the government authorities.

Article 25.- Accounting, audit and budgets.

1. The Trust shall comply with audits and accountability in accordance with the Budget Act and other applicable regulations.
2. The Board of Trustees shall adopt the resolutions that, in relation to the budgets, the action plan and accountability, are necessary to comply with the prevailing legislation and shall submit them to the government authorities under the terms established therein.

Article 26.- Contracting.

Contracts entered into by this Trust shall be subject to civil law.

In the process of the selection of contractors, the principles of publicness, objectiveness and free competition shall prevail.

Article 27.- Staff.

All staff providing services in the Trust shall be contracted as regular employees. Selection shall be by the public announcement of staff vacancies, based on the principles of publicness, equality, merit and ability.

CHAPTER V. MODIFICATION, MERGER AND DISSOLUTION

Article 28.- Modification.

1. By agreement of the Board of Trustees, these Statutes may be modified in the context of the terms of the Organic Law on Universities, provided that this is appropriate to the Trust's interests. In any case, it shall proceed to modify the Regulations when the prevailing circumstances at the time when the Trust was set up have changed to such a degree that it can no longer act in a satisfactory way in accordance with the existing Statutes.
2. A minimum quorum of the vote in favour of two thirds of the board members shall be necessary to adopt any resolution concerning modification of the statutes.
3. Any modification or redrafting of the Statutes agreed to by the Board of Trustees shall be communicated to the government authorities, formalised in a public document, and entered in the Register of Trusts.

Article 29.- Merger.

1. The Board of Trustees may propose the merger of the Trust with another trust, provided that this is appropriate and in the interest of the Trust, and that there is joint agreement on both sides.
2. A merger agreement must be approved by the vote in favour of two thirds of the board members. Notice to this effect is to be sent to the government authorities and entered in the Register of Trusts.
3. A merger shall be formalised in a public document and registered with the Register of Trusts.

Article 30.- Dissolution.

1. The Board of Trustees, by a majority of two thirds, may agree to the dissolution of the Trust according to the reasons and in accordance with the procedures laid down by prevailing legislation. The agreement will require the subsequent ratification of the government authorities.
2. Dissolution of the Trust, with the exception of the case of merger with another Trust, will bring about the commencement of the liquidation proceedings that shall be carried out by the Board of Trustees under the control of the government authorities.
3. Any assets and rights remaining after liquidation shall be allocated to the Agencia Nacional de Evaluación de la Calidad y Acreditación, once it has been created pursuant to article 3 of Law 28/2006, of 18 July, or, in its absence, to any of the following entities: public entities that are not trusts that pursue aims of general interest, or private non-profit-making foundations or entities that pursue aims of general interest that are analogous to those of the Trust and have their assets assigned, including in the case of their dissolution, to the achievement of said aims, and which are considered to be the beneficiaries of the patronage, for the purposes envisaged in articles 16 to 25 of Law 49/2002, of 23 December, on the tax regime of non-profit-making entities and on the tax incentives for patronage. The Board of Trustees has express authorisation to carry out this application.
4. Dissolution of the Trust and any changes in the ownership of assets that arise as a result shall be registered with the corresponding Registers.