

Non official translation. The only official text is in Spanish

THE COMPETITIVENESS INSTITUTE

CHARTER

Chapter I. Name, objectives and address

Article 1

The association, “COMPETITIVENESS INSTITUTE”, is constituted and covered by article 22 of the Spanish Constitution, will regulate its activities in compliance with Law 7/1997 of 18 June on associations (Decree of Generalitat de Catalonia of 1 July), Law 191/64 of 24 December, and any other law regulating the right to association and also in compliance with its statutes.

Article 2

The aims of the association are:

1. To promote cluster based strategies for economic competitiveness and regional development.
2. To improve the methodologies for enhancing the competitiveness of clusters of industries and services. Special emphasis will be made on customised methodologies for Developing Countries.
3. To raise the professional level of practitioners in Cluster Development, by: promoting world-wide cluster competitiveness development tools, and offering top-level training to all potential professional practitioners of cluster development.

All profit-making is excluded.

Article 3

The legal address of the association is set as Parc Tecnològic del Vallès, Cerdanyola del Vallès, 08290 Barcelona, Spain.

The legal address indicates the field of the main activity of the entity, despite of its international vocation.

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Chapter II. Members of the association, their rights and obligations.

Article 4

The following members may take part in the Association:

ORDINARY MEMBERS: The COMPETITIVENESS INSTITUTE members can be individual cluster practitioners.

SUPPORTING MEMBERS: Non-profit organisations, government agencies, or multilateral organisations dedicated to foster economic development, could participate as economic supporters of the INSTITUTE.

HONORARY MEMBERS: Nominated by the Board of Directors in recognition for their contribution to the Association. All the Board of Advisors members will have the rank of honorary members during the fulfilment of their office, but without the right to vote.

FOUNDING MEMBERS: The five members signatures of the present foundation statutes will be known as founding members and their vote will have greater weight than that of future members. The vote of each Founding Member shall be the equivalent of ten percent of the total association votes.

Article 5

The rights of the members of the association are:

1. To attend the General Assemblies with voice and vote.
2. To elect or be elected for positions of representation or to carry out executive functions.
3. To exercise the representation they are conferred in each case.
4. To intervene in the administration, control, services and activities of the association in compliance with legal and statutory regulations.
5. To expose to the Board of Directors at the Assembly all matters that they believe might contribute to the life of the association and allow the basic company aims to be carried out more effectively.
6. To request and obtain explanations about the management of the Board of Directors or the executives of the association.
7. To be heard in audience before any disciplinary measures are adopted.
8. To receive information on the activities of the association.
9. To make use of the common services set up by or at the disposal of the association.
10. To take part in the work groups.
11. To have a copy of the statutes.
12. To consult the books and foundational statements of the association.

Article 6

The duties of the members of the association are:

1. To accept the aims of the association and strive actively to achieve those aims.
2. To contribute to the maintenance of the association by paying Membership Fees, levies and other financial contributions set by the statutes and accordingly approved.
3. To comply with the remaining obligations resulting from the statutory dispositions.

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4. To accept and comply with agreements validly adopted by the governing organs of the association.

Article 7

Reasons for Loss of membership:

1. By decision of the interested party, who must make his/her decision known to the Board of Directors in writing.
2. Non payment of the set Membership Fee.
3. Non compliance with the statutory obligations.

Chapter III. The General Assembly

Article 8

1. The General Assembly is the supreme organ of the association. The members of the Assembly are members by their own irrevocable right.
2. The members of the association gathered in legally constituted General Assembly, decide by majority vote on matters that are to the competence of the General Assembly.
3. All members are bound by the agreements of the General Assembly, including those not present, those in disagreement and those present who abstained in the voting.

Article 9

The General Assembly has the following tasks:

- a) To modify the statutes
- b) To elect and separate the members of the governing body and supervise their activity.
- c) To approve the annual budget and the settlement of the annual accounts, and also to adopt the agreements to determine the type and amount of contributions needed to run of the association and approve the work carried out by the governing body.
- d) To approve the dissolution of the association.
- e) To enter or leave other federations or associations
- f) To request a declaration of public interest.
- g) To approve internal regulations.
- h) To decide by following a predetermined procedure, the expulsion or final separation of members from the association.
- i) To study the membership applications as well as the reports on those entering or leaving the association for reasons other than the aforementioned final separation.
- j) To resolve any other question not directly attributed to any other organ of the association.

This list of tasks is of informative nature and shall not restrict the activities of the General Assembly.

Article 10

1. The General Assembly shall meet at least once a year in ordinary session.
2. The Governing Body may call an extraordinary General Assembly whenever so deemed necessary and it must do so when at least 10% of the voting member request it.

In such cases, the assembly shall take place within 30 days of the referred request.

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Article 11

1. The Assembly is called by the Governing Body, and the call to meeting shall contain, at least, the agenda, place, date and time of the meeting.
2. The invitation to the meeting of General Assembly shall be made in writing including all available electronics means of communication like emails. The communication should be sent to the address (including email address) indicated in the updated database of the association. It is responsibility of each member to inform the association secretariat about any change in its contact details and address.
3. The meetings of the General Assembly shall be presided over by the Chairman of the association. In his/her absence, the chair shall be taken successively by the Vice-Chairman or the senior member of the Board. The Secretary shall be that person with the same position in the Board of Directors.
4. The Secretary shall prepare the minutes of the meeting, which must be signed by the Secretary and the Chairman, including an extract of the deliberations, the full contents of agreements entered, the numerical result of voting and the list of attending members.
Each General Assembly shall begin with the reading of the minutes of the previous meeting for them to be approved or modified. The minutes and any other relevant documentation must be available to all associates at the Association offices five days prior to the Assembly in all cases.

Article 12

1. The General Assembly shall be deemed to be validly constituted no matter how many associates should attend or be represented.
2. A minimum ten percent of the associates having the vote may ask the governing body to include one or more items in the programme, and if the assembly has already been called, provided they do so in the first third of the period from the reception of the call to meeting and the date of the assembly. Requests may also be made directly to the assembly, which shall decide if they are to be upheld. However, agreements may only be adopted on points not included in the programme passed in the call to meeting if three quarters of those present show their acceptance.

Article 13

1. Ordinary members and Supporting members of the association shall each have one vote in the General Assembly, with the exception of Founding Members where each vote shall be the equivalent to 10% of the total votes. Associated members can participate in the General Assembly but they have not the vote.
2. Decisions shall be taken by the simple majority vote of those present or represented.
3. In order to adopt agreements on the separation of members, the modification of the statutes, the dissolution of the association, the constitution of a federation with similar associations or integration into an already existing federation, two thirds of those present must show their agreement in the vote. Otherwise, the election of the Board of Directors shall be made by a relative majority of those members present or represented if there are several candidatures.
4. All formally presented candidatures may receive the list of associates and their addresses, as certified by the Secretary with the approval of the Chairman.

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Chapter IV. The Board of Directors

Article 14

1. The Board of Directors shall govern, administer and represent the association and shall consist of the Chairman, two Vice-chairman, the Secretary, the Treasurer and the Members of the Committee. These positions must be held by different people, and no more than one third of the Board members can be nationals from the same country.
2. The election of the members of the Board of Directors, who must be associates, shall be carried out by vote at the General Assembly. Those elected shall take up their position after accepting the responsibility.
3. All appointments and cessations must be certified by the outgoing Secretary with the approval of the outgoing Chairman, and must be reported to the registry of the Associations Registry.

Article 15

1. The Board of Directors will be organised on a rotating system in which the Chairman and the other members of the Board will remain in charge for 6 years. The Chairman will remain in charge for 2 years and, and future and former Chairman of the Board will be automatically appointed as Vice-Chairman for a two year period each.
2. Cessation from these posts before the end of their reglamentary period of mandate may occur as a result of:
 - a) Voluntary resignation presented in writing and explaining the reasons for the same.
 - b) Illness incapacitating the person for the post
 - c) The person leaving the association
 - d) Sanction for an infringement committed in exercising the position, imposed in accordance with article 13.3 of these statutes
3. Any vacancies caused in the Board of Directors must be filled in the first General Assembly. In the meantime, a member of the association may provisionally fill the vacant post.

Article 16

1. The Board of Directors has the following faculties:
 - a) To represent, direct and administer the association in the widest sense permitted by the Law; to comply with the decisions of the General Assembly, in accordance with the regulations, instructions and directives set by the same body.
 - b) To come to any necessary agreements in respect of appearances before public bodies and to exercise all legal action and launch all corresponding legal appeals.
 - c) To propose to the General Assembly the membership fees to be paid.
 - d) To propose the defence of the subscriptions that members of the association have to pay, to the General Assembly.
 - e) To call General Assemblies and make sure that agreements concluded are complied with.
 - f) To present the Balance Sheet and the Financial Statements (fiscal year) to the General Assembly so that they might be approved, and to draw up the budget for the following year.
 - g) To contract the employees that the association might need.
 - h) To inspect the accounts and make sure that the services work normally.
 - i) To set up work groups to attain the aims of the association more efficiently and effectively, and to authorise the activities that these groups might undertake.

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- j) To appoint the members of the Board of Directors that are to take charge of the work groups, as proposed by the groups themselves.
- k) To carry out all necessary action with public bodies, entities and other persons to obtain:
 - subsidies or other help
 - the use of premises or buildings that might become a place for public accommodation and communication and also a recovery centre for citizens.
- l) To open current and savings accounts in any credit or savings entity and to dispose of the monies available in these accounts. The disposition of funds is described in article 29.
- m) To provisionally resolve any case not covered by the statutes and present the case at the following meeting of the General Assembly.
- n) Any other attribute not specifically assigned to any other governing body or which has been expressly delegated.

Article 17

- 1. The Board of Directors, previously called to meeting by the Chairman or his replacement, shall meet in an ordinary meeting as regularly as its members may so decide which, in no case, shall be less regularly than every four months. These meetings can be held via teleconference or videoconference.
- 2. The Board shall meet in an extraordinary meeting when so called by the Chairman or should two thirds of the members making up the Board so request.

Article 18

- 1. The Board of Directors shall be validly constituted if it has previously been called to meeting and has a quorum of half of the members plus one.
- 2. The members of the Board of Directors must attend all the meetings that are called, although they may be excused for just reasons. The attendance of the Chairman or the Secretary or their replacements shall always be necessary.
- 3. The Board of Directors takes decisions by simple majority of those attending.

Article 19

- 1. The Board of Directors may delegate any of its faculties on one or more of the commissions or work groups if it receives the favourable vote of two thirds of its members.
- 2. With the same quorum it may also appoint one or several executives to exercise the function they are charged with, and may be provided with the faculties so deemed necessary in each case.

Article 20

All agreements of the Board of Directors shall be noted in the Minutes Book and signed by the Secretary and the Chairman. At the beginning of each meeting of the Board of Directors, the minutes of the previous session must be read for approval or modification.

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Chapter V. The Chairman and Vice Chairman

Article 21

1. The Chairman shall carry out the following functions:
 - a) To direct and represent the association legally by delegation of the General Assembly and the Board of Directors.
 - b) To preside over and moderate debates both of the General Assembly and of the Board of Directors.
 - c) To issue a deciding vote in cases of ties.
 - d) To set the meetings of the General Assembly and the Board of Directors.
 - e) To approve the minutes and certificates drawn up by the Secretary of the association.
 - f) Any other attributes of the position and any others as shall be delegated by the General Assembly or the Board of Directors.
2. The Chairman is replaced in cases of absence or illness, by the Vice-Chairman or the senior member of the Board, in this order.

Chapter VI. Treasurer and Secretary

Article 22

The Treasurer is responsible for the custody and control of the resources of the association and also for drawing up the budget, the balance and the settlement of accounts. The Treasurer has a cash book. He/she signs all receipts of quotes and other treasury documents. He/she pays all invoices approved by the Board of Directors, which must first be approved by the Chairman, and pays all amounts left over into credit or savings entities.

Article 23

The Secretary has the custody of all the documents of the association and must draw up and sign the minutes of the General Assembly and the Board of Directors. He/she is responsible for writing and authorising any certificates that have to be issued and also for the updating of the register of associates.

Chapter VII. Commissions or work groups

Article 24

The creation and constitution of any commission or work group has to be suggested by the members of the association who wish to form them, and they must inform the Board of Directors and explain the activities they propose to carry out.

The Board of Directors is responsible for analysing the various commissions or work groups, of which those responsible must present each month a detailed report of their activities.

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Chapter VIII. Board of Advisors

Article 25

- 1.- The Board of Advisors is composed by relevant personalities from the world of politics, business and international institutions, that have played an important role in the application of cluster initiatives.
- 2.- The role of the Board of Advisors is to assist the Board of Directors defining the guidelines of the activities of THE COMPETITIVENESS INSTITUTE and to promote it at a world level.
- 3.- The nomination and dismissal of the Board of Advisors member will be competence of the Board of Directors.
- 4.- The members of the Board of Advisors will be called to a meeting once a year by the Board of Directors.

Chapter IX. Finance

Article 26

This association has no Founding Capital.

Article 27

The financial resources of the association derive from:

- a) The membership fees set by the General Assembly to be generated from members
- b) Official or private subsidies
- c) Donations, inheritances or legacies
- d) Income from the estate of the association or from any other payments that might be obtained.

Article 28

All members of the association are obliged to support it financially by membership fees or levies, in the manner and proportion as shall be determined by the General Assembly, as proposed by the Board of Directors.

The General Assembly may determine entrance fees, and monthly, quarterly or half yearly fees, as decided by the Board of Directors, as well as, extraordinary fees.

Article 29

The fiscal year shall be the natural year and shall end on 31 December.

Article 30

All accounts opened in Credit or Savings establishments must carry the signatures of the Chairman, the Treasurer and the Secretary.

Two signatures are needed for withdrawal, one of which must be that of the Chairman or the Treasurer.

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Chapter X. Discipline

Article 31

The Governing body may sanction infringements caused by members that do not fulfil their commitments.

Such infringements may be classed as slight, serious and very serious and the corresponding sanctions shall range from a simple reprimand to expulsion from the association, as established by the internal rulings.

Sanctions shall proceed automatically or as a result of an accusation or report. The Board of Directors shall appoint an instructor, who shall carry the sanctioning file and propose a solution, after a previous meeting with the supposed offender. The final resolution, which must have just cause, is adopted by this governing body.

Any sanctioned associate who does not agree with the adopted resolutions may ask a resolution of the General Assembly, which will confirm the aforementioned resolutions or adopt any other suitable ones.

Chapter XI. Dissolution

Article 32

The association may be dissolved with the agreement of an extraordinary General Assembly called for this specific purpose.

Article 33

1. Once the dissolution has been agreed, the General Assembly shall take all suitable measures as regards the destiny of the goods and rights of the association, in order to extinguish and settle and operation pending.
2. The assembly has the power to elect a settling commission whenever necessary.
3. The members of the association are exempt from personal liability. Their responsibility shall be limited to fulfilling the obligations they have voluntarily accepted.
4. The net result of the settlement shall be sent directly to the public or private entity that –within the territorial scope of action of the Association- has worked most in favour of the objectives of the association.
5. The functions of settlement and execution of the agreements that refer to the aforementioned asides of this article are the competence of the Board of Directors should the General Assembly not confer this task on a specially appointed settling commission.

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Signatures of all the founding Associates:

Emiliano Duch

Michael J. Enright

Eric Hansen

Frederic Richard

Ifor Ffowcs-Williams