

**EYES OF THE WORLD PRIVATE FOUNDATION STATUTES****Chapter I. Name, activity, and entity**

**Article 1.** The name of the Foundation is EYES OF THE WORLD Private Foundation. The Foundation is subject to Law 4/2008 on 24 April from the Third Book of the Civil Code of Catalonia concerning legal persons, as well as all established regulations that especially complement or replace these statutes.

**Article 2.** The Foundation mainly operates from Catalonia, though it can also operate from any part of Spain or any other country where there are solidarity programmes. The Foundation's specific aim is to establish international coordination contacts that have the same aims.

**Article 3.** The Foundation has its own legal personnel. Having been legally constituted, it has the legal capacity to work without any limitations other than those imposed by the law or from these statutes.

**Chapter II. Aims**

**Article 4.** The Foundation aims to address healthcare needs, particularly those related to ophthalmology, both in countries with low or medium development indices and among vulnerable populations or those at risk of social exclusion in Spain.

To achieve these aims, the Foundation carries out the following activities:

1. Raising awareness about shortages and health needs in countries that have a medium or low development index, especially regarding ophthalmology; and drafting proposals for the constant modernisation of its application methods.
2. Channelling human resources and materials with the aim of attending to health needs, especially those related to ophthalmology in countries that have a medium or low development index.
3. Drafting, editing, publishing, and distributing studies, proposals, and analysis regarding the reality of healthcare and its interaction mechanisms for different parts of the network.
4. Organising courses, seminars, sessions, or any other type of activities to train personnel, and to discuss and share anything produced, analysed, or compiled by the Foundation.
5. Working in terms of development cooperation and humanitarian and emergency aid in countries that have a medium or low development index.
6. Channel human and material resources with the aim of making eye care accessible to vulnerable people in Spain.
7. Any other actions that the Foundation believes to be relevant in terms of developing knowledge and exchanging both experiences and information regarding the tasks outlined.

**Chapter III. Beneficiary population(s)**

**Article 5.** All persons from countries with a medium or low development index who are in need, as well as vulnerable persons or those at risk of social exclusion in Spain who are affected by an illness, especially an eye disease, may apply to the Foundation and benefit from its services and benefits. For these purposes, this includes persons who must be trained and those who collaborate in carrying out the main purpose of the Foundation.

The Foundation, which has no profit-seeking intentions, shall ensure via its Board of Trustees that beneficiaries meet the requirements established.

**Chapter IV. Address**

**Article 6.** The Foundation's address is in Barcelona, C/ Tamarit, 144-146, entl 2a.

**Chapter V. Resources and resource usage**

**Article 7.** The Foundation's initial funding is constituted by the assets and rights outlined in the founding act. Any further assets acquired by the Foundation to increase the foundational capital may be added. These can be from anywhere in the world and must be free of charge.

**Article 8.** The Foundation's capital gains and other income that is not part of the Foundation's funding should be used to achieve the Foundation's aims. This must be in accordance with the current legislation.

**Article 9.** If the Foundation receives goods from an unidentified location, the Board of Trustees shall decide if they should become part of the foundational capital, or if they should be directly applied to the execution of the Foundation's aims.

**Article 10.** The Board of Trustees has the power to make any changes that it considers necessary for the founding capital to help the Foundation achieve its aims, in accordance with the economic situation at that moment as well as current legislation.

**Chapter VI. Board of Trustees**

**Article 11.** The Board of Trustees shall be responsible for the representation, governance, and administration of the Foundation. The Board of Trustees has all power in terms of administration and management, disposition and encumbrance of funds, and representation of the Foundation. The only limitations to the Board of Trustees' powers are those imposed by current legislation.

**Article 12.** The Board of Trustees shall be responsible for:

- a) Representing the Foundation both in and out of court, in all acts and contracts, as well as before administration and third parties with no exceptions. The Board of Trustees shall also make rules and regulations that complement these statutes whenever it deems necessary.
- b) Drafting and approving annual revenue budgets, outlays, liquidation, inventory, and annual reports: balance sheets, financial statements, statements of changes in equity, cash flow statements, and annual reports.
- c) Operating alongside banks, including the Bank of Spain, as well as other financial entities through any operations permitted by the law. This includes the opening, monitoring, and closing of bank accounts. Furthermore, the Board of Trustees shall also be responsible for brokering loans and credits, discounting bills of exchange and receipts, depositing money, stock, and other goods, and making financial and bank transactions.
- d) Preserving goods and rights that make up the Foundation's assets to maintain productivity in accordance with the financial criteria and economic situation. The Board of Trustees shall also be responsible for acquiring, alienating, and encumbering movable and immovable goods.
- e) Appointing general representatives to represent the Foundation in all its activities, with the necessary and available powers to do so, apart from those that are non-delegable by law. The board shall also be responsible for granting powers of attorney with the power of substitution, and if applicable, revoking them in the timeframe and manner that it deems appropriate.

**Article 13.** The Board of Trustees will be made up of a maximum of 21 members. Members will be given an initial 3-year period in the role and can be re-elected for the same period. It will be made up of people that share the same values as the Foundation and that represent different parts of society.

The Foundation's Board of Trustees will have an initial period in the role of 5 years and can be re-elected for the same period.

Subscribers of the Foundation will appoint the members of the Board of Trustees via a vote. They too will have the right to be appointed.

If a member of the Board of Trustees wishes to continue in their role once their term comes to an end, they will be subject to ratification. This will also be the case if a member of the Board of Trustees resigns, providing that their substitution is considered appropriate.

**Article 14.** The Board of Trustees must appoint a president, vice-president, and secretary among its members. These, along with the other members appointed by the Board of Trustees, will be able to form an executive committee. Said committee will exercise all the functions that correspond to the Board of Trustees, apart from those that are categorised as in-delegable by article 332-1 established in Law 4/2008, of 24 April, which are the following:

- a) The amendment of statutes.
- b) Merging, splitting, or dissolving the Foundation.
- c) Producing or approving budgets and documents that make up the statutory accounts.
- d) Disposing of assets that, either individually or collectively, are worth more than a twentieth of the Foundation's asset value if it is not the sale of securities with a price. However, they will be able to become power of attorneys to grant the corresponding act under the conditions approved by the Board of Trustees.
- e) Appointing or designating other legal persons.
- f) Merging, splitting, or transferring any assets and liabilities.
- g) Dissolving the company or other legal persons.
- h) Those that require authorisation or approval from the Protectorate.

**Article 15.** By permanent delegation of the Board of Trustees, the presidency or vice-presidency is responsible for representing the Foundation. The Secretariat is responsible for summarising Board meetings, which will also require approval from the Board of Trustees. They are also responsible for issuing certificates regarding meetings and any agreements that are made, subject to approval from the Presidency, and any book, document, or record from the Foundation. The president shall be substituted by a vice-president if they are absent or unable to attend.

**Article 16.** The Board of Trustees shall hold a regular meeting at least once a year. This will always take place during the first half of a calendar year, with the aim of approving the previous fiscal year's statutory accounts.

Furthermore, the Board of Trustees shall hold special meetings with prior notice and at the request of the Presidency however many times necessary for the Foundation to run correctly. The Board of Trustees shall also meet if required to by a quarter of the Foundation's members. In these cases, the meeting shall take place within 30 days of the initial request.

Normal meetings need to be scheduled at least 15 days in advance, whilst extraordinary meetings require a minimum of 48 hours' notice. This can be communicated by any means as long as they are communicated successfully. Those required to attend the meeting will be provided with the agenda, documentation regarding the agenda, date, time, and location of the meeting.

Board meetings shall be legitimately constituted with the attendance of at least a third of its members, provided that at least 2 members are present.

Agreements made by the Board of Trustees shall be decided by a majority vote by the members of the Board of Trustees attending, present, and represented at the meeting, except for those that refer to the cases outlined in article 30 of these Statutes. Each member of the Board of Trustees shall be able to vote. In the event of a tied vote, the Presidency's vote shall decide.

Members of the Board of Trustees shall be able to delegate their vote in writing to other members for individual events. If a trustee holds the position given their post in an institution, another person may act on their behalf who is able to substitute them, in accordance with the rules of the given institution.

**Article 17.**

1. The Board of Trustees shall be able to hold meetings via videoconferences or any other means of communication, as long as those present can be identified, communication can be sustained, and one can intervene in discussions and vote casting.
2. Votes towards any agreements made by the Board of Trustees can be accepted via post, telematic networks, or by any other means, as long as the right to information and to vote can be guaranteed. There must also be a receipt of the vote and a guarantee of its authenticity.
3. A maximum of 15 days shall be provided for voting; this will begin from the proposal date decided by members of the Board of Trustees.
4. Once the voting period has ended, and provided that the necessary number of votes have been cast, any agreements will be implemented on the day when the final vote was cast within the 15-day period.

**Article 18.** The Board of Trustees shall be able to nominate honorary Patrons that do not have the same duties and obligations as ordinary members of the Board of Trustees. These can be people or entities that, owing to their civic engagement or alignment with the Foundation's aims, honour and facilitate social presence. These will make up the Advisory Board that will meet at least once a year with the Board of Trustees to provide its opinion and advice regarding any topics that affect the Foundation's progress.

**Article 19.** The Board of Trustees shall be able to nominate a director or manager.

**Article 20.** The Board of Trustees shall be able to appoint and contract individuals to cover the roles needed for the running of the Foundation and the tasks they entail. This includes managerial, technical, administrative, or auxiliary personnel.

**Article 21.** Members of the Board of Trustees must notify of any direct or indirect conflict of interest with the Foundation before the governing body agrees that there may be a personal conflict of interest as well as with the Foundation. They should provide all relevant information and abstain from deliberating and voting.

For this reason, the following rules have been established:

- Members of the Board of Trustees and anyone indicated in article 319.9.3 in the Third Book of the Civil Code of Catalonia should abstain from participating in any business and financial activities that may jeopardise the Foundation's impartiality.
- Members of the Board of Trustees and anyone indicated in article 319.9.3 in the Third Book of the Civil Code of Catalonia should not be involved in terms of social capital constituted by the Foundation or social capital that the Foundation contributes to.
- Any trade contracts, hiring of tangible or intangible goods, money lending, or services paid for by members of the Board of Trustees, and anyone indicated in article 319.9.3 in the Third Book of the Civil Code of Catalonia will require approval from the Protectorate.

The effects of determining the existence of a conflict of interest will be equated to personal interest, the interest of the following persons:

-In cases involving natural persons, spouses, people that one has emotional ties to, lineal relatives without limitation, collateral relatives to the fourth level of consanguinity or next of kin, legal personnel involved in administration, and anyone that is directly or through an intermediary linked to a decision-making unit, in accordance with commercial regulation.

-In cases involving legal personnel, administrators, representatives, main shareholders, and entities involved in decision-making units, in accordance with commercial regulation.

## **Chapter VII. Subscribers and collaborators**

**Article 22.** The Board of Trustees shall allow anyone to subscribe to the Foundation if they relate to the Foundation's aims, should they apply.

**Article 23.** Subscribers will have the right to:

- a) Participate in any activities organised by the Foundation.
- b) Request and obtain information about the Foundation's activities.

**Article 24.** Subscribers will be required to:

- a) Collaborate with the Foundation in order for it to achieve its aims.
- b) Collaborate in terms of complying with any measures that have been taken.
- c) Provide financial support to the Foundation by paying the regular fees that the Board of Trustees establish.

**Article 25:** Subscribers will be removed from the Foundation for the following reasons:

- a) At their request.
- b) Non-payment of the established fees for longer than three months.
- c) Death of the legal person related to the subscriber.
- d) Behaviour that contradicts the Foundation's aims.

The Board of Trustees shall be responsible for implementing admission and removal agreements for subscribers. Should a subscriber be removed from the Foundation owing to the reasons outlined in point d), a hearing should take place.

**Article 26.** The Board of Trustees shall be able to accept collaborators into the Foundation, both natural and legal, for singular contributions or voluntary work with the Foundation. In these cases, they would not be classed as subscribers.

**Article 27.** The Board of Trustees shall be able to authorise subscribers and collaborators to be titled as 'Subscriber/Subscribing Entity' or 'Collaborator/Collaborating Entity' of the EYES OF THE WORLD Private Foundation or similar. This should include the duration, conditions, and limits of their title.

#### **Chapter VIII. Economic system.**

**Article 28.** The Board of Trustees will have full control in terms of managing its own resources.

**Article 29.** The economic operation of the Board of Trustees will be regulated based on the budget. The regular budget will be the result of the Foundation's commitments throughout the year along with the services provided by the Foundation. This will also include the resources and means that the Foundation has available to cover said services.

The Board of Trustees shall approve the next fiscal year's regular budget, whilst it will also produce the previous year's financial statement.

**Article 30.** The Board of Trustees will be responsible for the economic-administrative management of the Foundation as well as assigning cases to the relevant competent technical and administrative services that deal with the decisions and agreements made by the Board of Trustees.

**Article 31.** Every year, the Board of Trustees will prepare and produce the following: an inventory, a financial statement, a statement of changes in equity, a cash flow statement, and a balance sheet. These will refer to the fiscal year which ends on 31 December and will accurately depict the Foundation's financial status on the given date. The Board of trustees will also produce a report detailing all the activities carried out, as well as a report regarding the economic management of the Foundation. This will be sufficient in terms of publishing and complying with the Foundation's aims and legal regulations.

The Board of Trustees will also prepare and publish a report regarding income and expenditure budgets, referring to both the previous and following fiscal year.

All said documents will be provided in the Register of Foundations no more than six months after the end of the fiscal year.

#### **Chapter IX. Modification and termination**

**Article 32.** Modifying these statutes, closing the Foundation down, or merging it with another will require the vote of at least two-thirds of Board of Trustees members, as well as approval from the Protectorate.

**Article 33.** Modifying these statutes, closing the Foundation down, or merging it with another will require justification from the Board of Trustees, who will determine whether it is necessary or beneficial, whilst also taking the aims of the Foundation into account.

Closing the Foundation down would prompt a global transfer of assets and liabilities, which the Board of Trustees, any liquidators, and potentially the Protectorate would be responsible for. Once approved by the Protectorate, there would be a global transfer of assets and liabilities to any other entity which the Board of Trustees decides. The transferal shall be to either a public non-foundational entity or a private non-profit entity that shares the same interests as the Foundation. The entity must also be a beneficiary of the special tax regime established by law 49/2002 on 23 December regarding tax regimes for non-profit entities and tax incentives for patronage.

If a global transfer is not possible, assets and liabilities shall be liquidated. If this happens, the points detailed in the above paragraph will be applied.

*Statutes approved by the board of trustees at a meeting held on 18 June 2025.*