

Official Journal of the Government of Catalonia

VICE-PRESIDENTIAL DEPARTMENT

RESOLUTION

GOV/207/2008, dated 2 December, modifying the House of Languages consortium and approving the new articles of incorporation.

The Resolution issued by the Government of Catalonia on 22 March 2005, establishing the House of Languages consortium, was published by means of Resolution 1018/2005, dated 7 April.

Barcelona City Council joined the House of Languages consortium and as a result it was deemed necessary to modify its articles of incorporation. Pursuant to the provisions of article 55 of Law 13/1989, dated 14 December, on the organisation, procedure and legal system of the Administration of the Government of Catalonia, at the proposal of the vice-president, the Government resolves:

1. To modify the articles of incorporation of the House of Languages consortium, approved by Resolution of the Government of Catalonia dated 22 March 2005.
2. To approve the new articles of incorporation, the full text of which is attached hereto as an annex.
3. To publish this resolution in the Official Journal of the Government of Catalonia.

In Barcelona, on 2 December 2008
Laia Bonet i Rull
Government Secretary

Articles of incorporation of the House of Languages consortium

Chapter I

General rules

Article 1

Legal nature, standing and system

1.1 The House of Languages is a consortium established pursuant to article 55 of Law 13/1989, dated 14 December, on the organisation, procedure and legal system of the Administration of the Government of Catalonia.

1.2 The House of Languages has its own legal standing, independent from that of its members, and full capacity to act in order to fulfil its purposes. Accordingly, it may

own goods, defend its rights both in and out of court and, in general, carry out all the necessary or pertinent actions in order to fulfil its purpose.

1.3 The House of Languages is governed by these articles of incorporation and by any internal regulations it approves. For all circumstances not envisaged in the aforesaid rules, the regulation governing public law institutions of the Administration of the Government of Catalonia, which must bring their activity in line with the private legal system, will be applicable.

1.4 Contracting at the House of Languages is governed by the regulations applicable to contracting at public law institutions of the Administration of the Government of Catalonia.

1.5 The consortium is established for an open-ended period and its headquarters are located in the city of Barcelona. It may set up cooperation centres for providing its services by means of agreements with other institutions.

Article 2

Purpose and duties

2.1 The purpose of the House of Languages is to promote and encourage the preservation, use and development of the world's languages as a vehicle for communication, civilisation and dialogue, as the cultural heritage of humankind, and as a right of individuals and language communities.

2.2 In order to fulfil this purpose, it engages in:

- a) Promoting knowledge of and respect for language diversity as part of the cultural pluralism of humankind in order to foster an equitable global language order.
- b) Encouraging the recognition of each language's value for the respective language community and for humankind as a whole, as an irreplaceable manifestation of the historical process of adaptation to a specific physical, natural, social and cultural setting.
- c) Contributing to the conception of languages and multilingualism as instruments for personal and collective development, and as a means of dialogue between people and cultures in the world.
- d) Promoting policies which foster the preservation and development of the world's languages and the management of multilingualism, in a framework of respect for language diversity.
- e) Participating in the development and promotion of language engineering products that make it possible to establish multilingual communications in a coordinated manner, pursuant to the guidelines given by the competent bodies of the Government of Catalonia.
- f) Selecting and promoting relevant knowledge, experiences and initiatives relating to languages and multilingualism worldwide, encouraging an interplay between them in order to gain maximum efficiency.

g) Establishing and channelling national and international cooperation relations with institutions, entities, organisations and specialists devoted to activities related to the purpose of the House of Languages.

Article 3

Members

3.1 The House of Languages consortium comprises the Administration of the Government of Catalonia and Barcelona City Council.

3.2 The Administration of the Government of Catalonia participates in the consortium by putting forward the economic contribution established according to the provisions of article 16 hereof and Barcelona City Council participates by assigning land rights for 75 years for a municipal property located within the former industrial site of Can Ricart, where the House of Languages headquarters will be located.

3.3 The number of members of the House of Languages consortium may be increased with the addition of other public institutions or non-profit private institutions with similar public purposes to those of the House of Languages.

3.4 New members may join the consortium provided the Board of Directors issues a favourable resolution to this end, which should be ratified by the institutions comprising the consortium.

Chapter II

Governing bodies of the House of Languages

Section 1

General provisions

Article 4

Governing bodies

The governing bodies of the House of Languages are as follows:

- a) The Board of Directors.
- b) The Delegate Committee.
- c) The presidency.
- d) The director.

Article 5

Establishment of other bodies

The Board of Directors may resolve to set up any management, counselling, study or other bodies needed or pertinent for fulfilling the purposes of the House of Languages.

Section II

Established bodies

Article 6

Composition of the Board of Directors

6.1 The Board of Directors comprises:

- a) The president: the president of the consortium.
- b) The vice-president: appointed by Barcelona City Council.
- c) Members: eight members appointed by the Government of Catalonia, six of whom will represent the latter and will be appointed at the proposal of the president of the consortium owing to their position; and two members appointed by Barcelona City Council.
- d) The director.
- e) The secretary, with speaking rights but no voting rights: appointed by the Board of Directors at the proposal of the director of the consortium.

6.2 If the Board of Directors approves the incorporation of new entities to the consortium, the number of members corresponding to it shall be established in the same resolution.

6.3 Other people with counselling or technical duties may attend the meetings of the Board of Directors with speaking rights but no voting rights, provided they have been called by the president of the Board.

Article 7

Duties of the Board of Directors

7.1 The Board of Directors has full authority when it comes to governing and supervising the consortium, without any further limits other than those imposed by applicable legal regulations.

7.2 In particular, the duties of said body are to:

- a) Establish the general policies and guidelines deemed pertinent in order for them to be complied with by the consortium and its bodies.
- b) Exercise superior control over the consortium's actions.
- c) Examine and approve the consortium's budget, the basis for the execution thereof and the settlement of the previous budget on a yearly basis, at the request of the Delegate Committee.
- d) Approve the annual action plan and the report.
- e) Approve the proposal for incorporating new members into the consortium.
- f) Approve, if applicable, the general internal regulations implemented by these articles of incorporation.
- g) Assign or, in any case, encumber the cultural heritage assets or property owned by the consortium or to reach an agreement as to said property at the request of the Delegate Committee, pursuant to instructions given by the institutions comprising the consortium.
- h) Appoint and dismiss the director of the consortium at the request of the president thereof.
- i) Approve the workforce at the proposal of the Delegate Committee.

j) Ensure that, in general, the consortium's purposes are fulfilled and to put forward to the institutions comprising it the measures deemed appropriate for the development of its activity.

k) Approve the motion for modifying the articles of incorporation and the winding up of the consortium.

l) Effect other powers attributed to it in the articles of incorporation.

m) Approve the programme contract.

n) Exercise all powers not expressly assigned to other bodies in these articles of incorporation.

Article 8

Composition of the Delegate Committee

8.1 The Delegate Committee comprises:

a) The president: the president of the consortium or the member of the Board of Directors upon whom the former delegates his powers.

b) Members: 3 members appointed by the Administration of the Government of Catalonia and 1 member appointed by Barcelona City Council.

c) The secretary, with speaking rights but no voting rights: the secretary of the Board of Directors.

d) The director.

Article 9

Duties of the Delegate Committee

The duties of the Delegate Committee are to:

a) Monitor the execution of the resolutions passed by the Board of Directors.

b) Submit the annual budget project to the Board of Directors and monitor the execution thereof.

c) Authorise any debt transactions pursuant to the provisions set out in article 11.

d) Submit the workforce proposal to the Board of Directors.

e) Approve the modifications put forward when it comes to workforce management at the proposal of the director, during the execution of the budget and as part of the budgetary provisions approved by the Board of Directors.

f) Approve the prices and fees for the various services and uses of the consortium, pursuant to applicable legislation.

g) Approve the purchase of goods at the proposal of the director, and accept donations, inheritances, bequests, deposits and any other provision of goods to the consortium.

h) Give prior approval to the signing of agreements and contracts involving a non-recurrent multi-year expense.

Article 10

Operation of established bodies

10.1 The Board of Directors meets in an ordinary session once a year and in an extraordinary session whenever it is called for by the presidency, the vice-presidency replacing the former, at its own initiative or when one of the members of the consortium requires it. In the latter case, the Board of Directors must be called to hold a meeting no later than fifteen calendar days after the respective petition.

10.2 The Delegate Committee meets in an ordinary session with the frequency established by itself and in an extraordinary session whenever it is called for by the presidency, at its own initiative or when one of the institutions comprising the consortium requires it.

10.3 The calls must be notified with at least fifteen days' notice, with the exception of urgent cases according to the judgment of the presidency.

10.4 The Board of Directors and the Delegate Committee shall be validly established provided at least one third of its members are in attendance. Moreover, at least one member appointed by each of the institutions comprising the consortium must be in attendance.

If a member is unable to attend the meeting of the Board of Directors, he/she may delegate his/her vote to another member of the Board and this circumstance shall be notified to the secretary with due notice. Each member in attendance may not accumulate more than one delegation of vote. At least one representative from each institution comprising the consortium must be in attendance.

If a member is unable to attend the meeting of the Delegate Committee, he/she may delegate his/her vote to another member of the Committee or the institution he/she represents and this circumstance shall be notified to the secretary with due notice.

Each member in attendance may not accumulate more than one delegation of vote. At least one representative from each institution comprising the consortium must be in attendance.

10.5 Resolutions are passed by a majority of the members in attendance and, if applicable, pursuant to the provisions of article 11.

The presidency or, failing this, the vice-presidency, has a casting vote. Certifications of the resolutions passed are issued by the secretary and they attest to such resolutions.

10.6 The meetings of the Board of Directors and the Delegate Committee may be attended by advisors or technicians, if called by the presidency, in order to inform about specific issues.

Article 11

Special resolutions

11.1 In order to adopt the resolutions set out below a favourable vote from the majority of representatives in attendance from each of the institutions comprising the consortium will be necessary:

- a) Approval of the budget of the consortium by the Board of Directors.

b) Approval of any of the resolutions set forth in sections g) and k) of article 7.2 by the Board of Directors.

c) Approval of any debt transaction by the Delegate Committee.

Section III

One-person bodies

Article 12

The presidency

12.1 The presidency of the House of Languages consortium corresponds to the minister in charge of language policy.

12.2 The duties of the presidency are to:

- a) Take on top representation of the consortium.
- b) Chair the sessions of the Board of Directors, call the meetings and establish the agenda for them, and direct the sessions.
- c) Suggest the candidates for directing the consortium to the Board of Directors.
- d) Effect other powers attributed to it in the articles of incorporation of the consortium.

Article 13

The director

13.1 The director is appointed by the Board of Directors at the proposal of the presidency thereof.

13.2 The duties of the director are to:

- a) Prepare the meetings of the Board of Directors and execute the resolutions passed therein.
- b) Draw up the proposed agenda for the Delegate Committee and the Board of Directors.
- c) Represent the consortium during institutional events delegated by the president and others in which the consortium takes part.
- d) Sign institutional-related agreements on behalf of the consortium.
- e) Authorise the expenses and approve, award and sign contracts in line with the budget execution rules, and to exercise standard representation of the consortium in judicial and extrajudicial affairs.
- f) Put forward the resolutions to be adopted by the Board of Directors and the Delegate Committee for matters that are incumbent upon it.
- g) Propose the presence of advisors or technicians to the president of the Board of Directors and the Delegate Committee in the meetings held by these two bodies.
- h) Approve the execution of judicial or administrative actions.
- i) Ensure that the resolutions of the governing bodies of the consortium are executed.

- j) Carry out the technical and general management of the consortium.
- k) Exercise all other powers delegated by the presidency and the Board of Directors or the Delegate Committee.

Chapter III

Counselling body

Article 14

The Board of Trustees

14.1 The Board of Trustees is the body for providing consultancy and counselling within the House of Languages consortium.

14.2 The Board of Trustees comprises:

- a) The president: the president of the consortium.
- b) The vice-president: the vice-president of the Board of Directors.
- c) Members:

The director of the consortium.

An individual representing the UNESCO Centre of Catalonia, appointed by the body in charge of this institution.

An individual representing the Universal Forum of Cultures Foundation, appointed by the body in charge of this institution.

At least 10 members appointed for a period of 3 years by the Board of Directors from the individuals representing the institutions, public and private entities, the business and financial world, and civil society carrying the same purpose as those of this consortium, and from the foremost individuals in the academic, scientific, artistic and cultural fields who have been prominent on account of their activities and contributions to the various fields in which the consortium is involved.

d) The secretary, with speaking rights but no voting rights: a person providing services to the consortium who is appointed by the director.

14.3 The duties of the Board of Trustees are to:

- a) Be given a hearing in relation to the annual activity plan of the consortium and the relations and sponsorship policy.
- b) Propose pertinent actions to allow the consortium to reach its goals.

Chapter IV

Rules governing the economic system and management

Article 15

The budget

15.1 Every year the consortium approves a general income and expense budget, with the accounting scheme established by the financial regulation applicable to public law entities subject to the private legal scheme.

15.2 The rules governing the execution of each year's budget must specify the powers of the various bodies in the consortium in relation to the authorisation of expenses and contracting.

Article 16

Income

16.1 The consortium receives the following financial contributions:

- a) Contributions from the Administration of the Government of Catalonia.
- b) Contributions from sponsors.
- c) Contributions, subsidies and donations from other private or public individuals or legal entities.
- d) The return on the use of its assets.
- e) Income from the provision of its services and activities.
- f) Any other applicable contribution pursuant to the law.

16.2 The Administration of the Government of Catalonia will take on the necessary contribution in order to address regular expenses of the consortium, inasmuch as they are not covered by its own income.

Article 17

Financial control

Financial control of the consortium is carried out pursuant to the permanent financial control system by the General Intervention Division of the Government of Catalonia set out in article 16.2 of Law 15/2000, dated 29 December, on tax and administrative measures.

Article 18

Programme contract

The consortium must establish a programme contract in order to set out the relations scheme between parties, reciprocal commitments in terms of management and funding of the consortium, and the investment plan.

Article 19

Staff

19.1 The consortium must have staff needed as suitable in order to fulfil its duties, according to the workforce established by the Delegate Committee.

19.2 The consortium's workforce is governed by labour law and must be chosen pursuant to the principles of publication, merit and capability, with the exception of the management and trustworthy staff.

19.3 The consortium may have officials from the Catalan public administrations in the workforce and in the position deemed pertinent.

Chapter V

Modification of the articles of incorporation, right of withdrawal and winding up of the consortium

Article 20

Modification process of the articles of incorporation

Modification of these articles of incorporation requires an agreement by the institutions comprising the consortium as well as approval from the Government of Catalonia.

Article 21

Right of withdrawal

Any member of the consortium may agree to withdraw from it, provided it notifies this circumstance to the president of the Board of Directors with at least six months' notice counting from the end of each year, notwithstanding compliance with specific obligations related to the current year.

Article 22

Winding up of the House of Languages consortium

The proposal for winding up the consortium must be issued by the Board of Directors by means of a reasoned report. The proposal requires ratification by the institutions comprising the consortium.

It shall be incumbent on the Administration of the Government of Catalonia to wind up the consortium. The resolution for winding up the consortium must establish the pertinent provisions when it comes to assets, staff and pending obligations of the consortium.

A settlement committee will be appointed by virtue of the winding up resolution, if applicable.

ADDITIONAL PROVISION

Property and real estate as well as other goods and rights given by the institutions comprising the consortium, and any other cultural asset, must be duly documented and inventoried. Property and real estate, rights and any other cultural asset given by private individuals or legal entities must be duly inventoried and documented, stating whether they have been donated, deposited or otherwise.

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