

## **ARTICLES OF ASSOCIATION**

### **Preamble**

In 1997, the city of Barcelona proposed the creation of a network of cities with the purpose of achieving a stable relationship among local administrations, companies and training centres in order to develop professional training in close cooperation with their productive sectors. Those cities were Antwerp, Berlin, Bologna, Denia, Edinburgh, Gandia, Gothenburg, Cologne, Leeds, Liverpool, Lyon, Madrid, Manchester, Munich, Pargas, Rome, Rovaniemi, Sète and Turin.

The goal of this project was to create a new collaboration infrastructure between various European cities and/or their metropolitan areas in order to:

- Promote cooperation among each city's training centres and companies, in accordance with the priorities of each of the vocational settings.
- Carry out joint projects within the framework of community programmes and initiatives for the promotion of employment and professional training.
- Jointly analyse curriculums to define common competencies.
- Promote and support internship exchanges in companies of the member cities for students in vocational education and training.
- Create projects for the struggle against unemployment and the school-to-work transition.
- Promote the mobility of Vocational Training teachers and principals.

This collaboration dynamic between cities, training centres and companies has led to an improvement in professional training and greater employment prospects for participants of these programmes.

In order to achieve a European-level action, it was necessary to take a series of preliminary actions which allowed project participants to reach a common approach.

These actions —prior to the drafting and approval of the Articles of Association— were centred on:

- Defining, organising and establishing development phases for the XARXA constitution (September-October 1997)
- Holding of working meetings in Barcelona with technicians responsible for the areas of Education and/or Economic Promotion of various local administrations for the establishment of agreements and common objectives (26-28 November 1997).
- The signing in Barcelona of the declaration of intent for the constitution of the Association among the cities (19 May 1998).

Thus, the priorities of the XARXA FP creation project were the mobility of VET students and teachers and the cooperation between professional training centres and companies, with the support of the local administrations, with the ultimate goal of improving the quality of Vocational Education Training.

After more than twelve years of existence, a review is necessary in order to adapt the Articles of Association to the realities of the 21<sup>st</sup> century and to recognise the importance of lifelong learning, in line with the European Union objectives in this field.

## **SECTION I. GENERAL PROVISIONS**

### **Article 1**

The XARXA FP association is hereby constituted as an independent entity in accordance with current legislation in Catalonia and Spain.

### **Article 2**

XARXA FP joins a group of cities from different European countries with the aim of developing strategies to promote the quality of professional training, the validation of skills acquired through company training, the transition to the working world through cooperation, the joint execution of projects and the promotion of exchanges.

### **Article 3**

XARXA FP is a non-profit association with its own legal status, governed by its own statutes and regulations and by Catalan and Spanish legislation currently in force with regard to any matters that are not expressly set forth below.

### **Article 4**

XARXA FP's registered address is Pl. Espanya, 5 Pl.1a 08014 Barcelona (Spain). Its registered address may be transferred by simple decision of the City Council of Barcelona. Any modification of the registered address must be announced to all members of the Association at least one month in advance. The change shall be filed with the Association Book of Records by means of a certificate attesting to the decision concerned.

### **Article 5**

The Association is established for an indefinite period. It may be terminated at any moment by decision of the General Assembly under the conditions set forth in Article 17 for the amendment of the Articles of Association.

## **Article 6**

The objectives of the Association are:

- a. To facilitate training exchanges—between participating cities—of students/learners and Vocational Education Training teachers and other experts, all within the Life-Long-Learning (LLL) European Strategies.
- b. To foster collaboration between training centres and companies in the professional settings related to the strategies of each city.
- c. To participate jointly in European programmes and initiatives for the promotion of employment and Vocational Education Training.
- d. To draw up projects for the school-to-work transition and for the struggle against unemployment through Vocational Education Training, taking into account equal opportunities.
- e. To develop a methodology of organisation, monitoring and evaluation of in-company training periods and joint experimentation of the proposals.
- f. To enable knowledge exchange in the field of Vocational Education Training.
- g. To foster language learning and the acquisition of linguistic skills specific to each professional setting.
- h. To promote good practices between the member cities.
- i. To foster a sense of European identity and belonging.
- j. To collaborate in the design of European policy in Vocational Education Training.
- k. To promote the ICTs.

## ***SECTION II – XARXA FP MEMBERS, RIGHTS AND RESPONSIBILITIES***

## **Article 7**

- The members of XARXA FP are the cities. The cities shall be represented by their city councils.

- Cities belonging to XARXA FP at the time of its formation will have the status of founding members and shall be referred to as such in the charter of the association.
- Any European city admitted by decision of the Executive Committee and approved by the General Assembly may join the Association.
- Decisions made by the General Assembly shall not be appealed.
- Each city shall appoint its representatives.
- The candidate city, through its Municipal Council, must submit a written application for admission to the Executive Committee.
- A maximum of 2 people will be appointed to represent each participating city. One will represent the city and the other will act as Mobility Manager.

### **Article 8**

The rights of XARXA FP members are:

- a. To participate in the direction, management and activities of XARXA FP.
- b. To attend General Assembly meetings with voice and vote.
- c. To elect or to be elected as members of the Executive Committee.
- d. To run for any office in the governing bodies of XARXA FP.
- e. To request information on the activities of the Association, the management of the Executive Committee and on the accounts and administration of XARXA FP, in accordance with the provisions set forth in the Internal Regulations.
- f. To access XARXA FP's website and workspace.
- g. To obtain information on the activities of XARXA FP.
- h. To submit their candidature for the organisation of the annual General Assembly or Mobility Managers' meetings.
- i. To be heard prior to the execution of disciplinary sanctions and to be informed of the facts giving rise to such measures. The resolution which, as the case may be, determines future adoption of these measures must be grounded.

### **Article 9**

The responsibilities of XARXA FP members are:

- a. To send and/or receive students and/or FP teachers, and other experts.
- b. To attend XARXA FP events and to comply with the resolutions adopted by the General Assembly and the Executive Committee.
- c. To pay the annual fee. The amount to be paid shall be established by the General Assembly and the consequences of failing to do so are set forth in the Internal Regulations.
- d. To develop their actions in line with the legal and/or statutory regulations of XARXA FP and to meet their obligations under the same principle.
- e. To partake in the preparation of reports and other documents as needed by the Association.
- f. To inform the Secretariat in writing of the initiatives, activities, programs, etc. of the city, using the means and format determined by the Executive Committee, at least once a year.
- g. To comply with the procedures and processes defined in ISO 9001.

### **Article 10**

Any city is free to resign, under the conditions, terms and effects to be determined in the Internal Regulations, which shall also establish the suspension of members in case of infringement of the present Articles of Association.

### **Article 11**

Member cities which resign or are excluded from the Association have no rights to its social fund, and may under no circumstances claim any reimbursement.

### **Article 12**

The City Councils do not undertake any liability as a result of the Association's obligations.

### **SECTION III - ORGANISATION AND OPERATIONS**

#### **Article 13**

The administrative bodies of the association are:

- The General Assembly.
- The Executive Committee.
- The Permanent Secretariat General.

#### **THE GENERAL ASSEMBLY**

#### **Article 14**

- The General Assembly is the supreme body of XARXA FP.
- The General Assembly will consist of a maximum of two people from each city, as established in Article 7.
- One representative may be substituted by another at the General Assembly.
- Each city is entitled to one vote at the General Assembly.

If a city cannot attend the meeting, it may delegate its vote to another member city of the Association, according to internal regulations.

#### **Article 15**

The General Assembly will have the following powers:

- a. To approve the association's annual work plan.
- b. To amend the Articles of Association.
- c. To appoint and dismiss the persons in the Executive Committee, as established in Article 18.
- d. To approve, reject or exclude cities.

- e. To approve the accounts, budgets and the annual fees.
- f. To voluntarily terminate the Association.
- g. To agree to the drafting of studies, projects and opinions within the Association's scope of competences.
- h. To approve any proposals made by the Permanent Secretariat and any other powers delegated to it by the Executive Committee.
- i. To approve the Internal Regulations.

#### **Article 16**

The Ordinary General Assembly shall be called by way of an annual conference organised by the Association via the Permanent Secretariat.

The Executive Committee may call an unscheduled General Assembly conference at any time.

An unscheduled conference may also be called when requested by one third of the General Assembly if this is required in the interests of the association.

The conference shall be called by the Permanent Secretariat and the invitations shall be sent by the city organising the conference at least two months before it is held. Written or electronic (e-mail) notice shall be given to all members by the Permanent Secretariat.

The notice shall specify the date, place and time of the conference. Any proposal made by at least one tenth of the General Assembly shall be included in the agenda.

The venue of the annual conference shall be proposed by the city wishing to organise it.

#### **Article 17**

The General Assembly shall be validly constituted upon notice if at least one half of its members are present.

The decisions of the General Assembly shall be taken by simple majority of the votes present or represented, with the exception of any reference to Articles of Association modifications, which shall require the approval of two thirds of the General Assembly.

A two-thirds majority of votes is also required for the exclusion of a member.

Any amendment to the Articles of Association must be published within one month.

## **THE EXECUTIVE COMMITTEE**

### **Article 18**

The Executive Committee shall manage the Association.

The Executive Committee shall be made up of 7 representatives of the member cities.

The General Secretary of XARXA will always attend with voice but without vote the meetings of the Executive Committee.

The host city of the general secretariat will be a permanent member of the Executive Committee.

The persons forming the Executive Committee shall be elected by the General Assembly for a period of four years and shall exercise their mandate without remuneration. Under no

circumstances shall all of the members be substituted at the same time, and the procedure shall be specified in the Internal Regulations.

Re-election of members of the Executive Committee shall take place every 4 years.

In the event of vacancies occurring in the course of a mandate, the General Assembly may appoint a new provisional member of the Executive Committee, and in this case, the mandate of the substituted member shall be terminated.

If the number of persons in the Executive Committee is reduced due to voluntary resignation, expiry of mandate or revocation of a member, the remaining members shall assume his/her functions until a replacement takes place.

### **Article 19**

The Executive Committee shall elect from among its members a President and a Treasurer, and the General Secretary of XARXA shall perform the tasks of Secretary of the Executive Committee.

The President shall call and chair the committee meetings. In the event of his/her absence, the meeting shall be chaired by the Committee member designated by the Presidency.

The Executive Committee shall meet at the call of the Presidency or of two-thirds of the members of the Committee.

The Executive Committee may not meet without the presence of the simple majority of the persons who constitute it.

Committee decisions shall be taken by simple majority.

At the end of each meeting, the corresponding minutes shall be drafted and signed by the President and the Secretary. The Secretary shall take charge of the recording of these minutes in a register reserved for all of the minutes of the Committee and shall send a copy to all members of the General Assembly.

### **Article 20**

The function of the Executive Committee shall be to supervise compliance of the Association's objectives and to draft and approve the working plan and annual report, as well as the regulations for its internal operations.

The Executive Committee is empowered to manage the association, except in cases in which these Articles of Association confer power on the General Assembly.

The Executive Committee appoints and dismisses all agents, employees and staff members of the association, and determines their occupations and treatments.

The Executive Committee may, at its own discretion, delegate its powers—fully or partly—to one or more of its members, and when appropriate, in whole or in part, to one or more of its employees.

In court procedures the Association is legitimately represented under the signature of the President and two representatives, members of the Executive Committee.

The Executive Committee shall draw up rules to document procedures which establish any internal regulations it considers necessary and which are foreseen by these Articles of Association.

### **Article 21**

The member persons of the Executive Committee do not undertake any personal obligation as a consequence of their function, nor are they responsible for any matters beyond the execution of their mandates.

### **Article 22**

Before the Executive Committee can decide on any operation or take any decision which, as a result, may produce a direct or indirect personal interest of a member person of the Committee, said person must express this verbally over the course of the meeting of the Executive Committee. Said person may not partake in the vote on this operation or decision.

## **THE PRESIDENT**

### **Article 23**

The President of XARXA FP shall, at the same time, chair the Executive Committee.

The term of office will be four years with the possibility of re-election.

The roles of the President are as follows:

- a. Direction and representation of XARXA FP.
- b. Presidency and chairing of debates, both of the General Assembly and the Executive Committee.
- c. Execution of the resolutions of the General Assembly and of the Executive Committee.
- d. Approval of minutes.

- e. Exercising of the responsibilities pertaining to this office, which have been delegated to him or her by the General Assembly or the Executive Committee.
- f. Signing of official documentation.

In the event of a tie in a vote by the General Assembly or the Executive Committee, the President will have the casting vote.

#### **THE PERMANENT SECRETARIAT AND THE SECRETARY GENERAL**

##### **Article 24**

The Association shall endow itself with a Permanent Secretariat located in Barcelona, which shall provide support, encouragement and coordination to its governing bodies, exercising the functions foreseen in Article 27 of the present Articles of Association, and which shall have the human resources and material means assigned to it.

##### **Article 25**

The Mayor of the host city of the Permanent Secretariat shall designate the position of Secretary General, who shall be ratified by the General Assembly.

All the functions assigned to the General Secretary of XARXA FP could be executed by the person appointed by the Barcelona Town Council until the ratification of the General Assembly as a Provisional General Secretary including those described in Article 30 thereof .

The person holding the office of Secretary General will be the ordinary representative of the Association.

The Secretariat will have an administrative office to be directed by the Secretary General.

## **Article 26**

In general, the tasks of the Permanent Secretariat of XARXA are all of those whose objective is to motivate it and at the same time to put into practice the executive decisions laid down by the Executive Committee and the General Assembly.

## **Article 27**

The Permanent Secretariat functions are:

- a. To manage XARXA FP daily duties and to ensure compliance with the action program agreed upon by the Executive Committee.
- b. To ensure the safekeeping of XARXA FP documents and files.
- c. To record, draft and sign the General Assembly and Executive Committee meetings.
- d. To coordinate Executive Committee meetings.
- e. To coordinate and manage grants and contributions from the Association.
- f. To oversee the consolidation and expansion of the participation of the Municipal Councils and of any other institutions and companies which may cooperate according to the terms established in these Articles of Association.
- g. To advise and provide technical support to all members of XARXA in matters related to the fulfilment of the objectives and powers of the Association as established in these Articles of Association.
- h. To draft opinions, resolution proposals and reports on the tasks to be performed by the Association.
- i. To draft the annual report.
- j. To facilitate XARXA's relationship with other European associations related aspects of professional training, employment and job placement.
- k. To be responsible for the website and work space maintenance.

Completion of these tasks shall be incorporated into an annual work plan which shall be proposed by the Permanent Secretariat and which shall be approved by the General Assembly and the Executive Committee.

#### **Article 28**

The Permanent Secretariat shall provide the General Secretary with staff who will collaborate in the daily tasks entrusted to the Secretariat, and in the coordination and organisation of the General Assembly, Executive Committee and various projects and events, but shall not have the right to vote at these.

### **THE TREASURER**

#### **Article 29**

The Treasurer shall manage and control XARXA FP's resources and validate the budget, balance sheet, and in general, the financial statements to be presented to the Executive Committee, which shall in turn submit them for approval by the General Assembly.

### ***SECTION IV - FISCAL YEAR - ACCOUNTS***

#### **Article 30**

XARXA FP's economic resources are generated by:

- Contributions of its members.
- Public and private grants.
- Donations, legacies and bequests.
- The income from its own assets or other income it may generate.

The Executive Committee will propose to the General Assembly the regular annual dues payable by members of the Association. It may also, when necessary, propose the establishment of extraordinary dues.

The President, Treasurer and Secretary General shall have the power to indistinctly open checking or savings accounts in financial institutions.

The Association's fiscal year starts on the first day of January and ends on 31 December.

The statement and budget may be consulted by members of the Association from two days before the General Assembly conference.

#### ***SECTION V - DISSOLUTION - LIQUIDATION***

##### **Article 31**

In the event of voluntary liquidation, the General Assembly or, in the absence thereof, the Court of First Instance, shall appoint one or more official liquidators, who shall also determine liquidation settlement.

##### **Article 32**

In the event of dissolution, the net assets of the Association shall be made effective to any other associations with similar objectives to be designated by the General Assembly.

#### ***SECTION VI - FINAL PROVISIONS***

**Article 33**

The General Assembly shall approve all Internal Regulations.

**Article 34**

For any matters not covered in the present Articles of Association, reference shall be made to Catalan Act 7/1997 of 18 June, approved by the Parliament of Catalonia and denominated the Associations Act.

**The Secretary-General of Xarxa FP**

**The President of Xarxa FP**