

Articles

WorldSkills Foundation

I. ESTABLISHMENT OF THE FOUNDATION

Art. 1. Name, nature, and scope

- 1.1 The WorldSkills Foundation (Fundación WorldSkills in Spanish) is a not for profit organisation, whose resources are permanently deployed in pursuit of promoting skills across the world through advocacy and education, and for the particular purposes detailed herein.
- 1.2 The Foundation's registered address is established at Ruiz 8, 28004 Madrid, Spain.
- 1.3 Such address may be moved by agreement of the Foundation Board of Trustees, in accordance with provisions which may be applicable, and the creation of delegations or centres for performance of its business may also be agreed.
- 1.4 The Foundation may act both at the national and international level and in particular shall conduct its advocacy and education activities where possible in cooperation with the member organisations of WorldSkills International.
- 1.5 The Foundation will maintain a side agreement with WorldSkills International specifying the protocols of cooperation between the two entities.

Art. 2. Legal personality and duration

- 2.1 The Foundation had legal personality as of Friday, 30 September, 2011 the moment the public deed of establishment was recorded in the Register of Foundations, and it began operations as of that moment.
- 2.2 The Foundation is established for an indefinite period of time. Nevertheless, if at any time it should be considered by the Board of Trustees that the Foundation's specific mission has been fulfilled or is impossible to pursue, the Board of Trustees may agree to its closure in pursuance of the provisions of current legislation and of article 22 herein.

II. THE FOUNDATION'S MISSION AND BENEFICIARIES

Art. 3. Purpose, vision and mission, and objectives

- 3.1 The Foundation shares the same purpose, vision and mission, and common objectives of WorldSkills International. These are:
- 3.1.1 **Purpose:** Promoting Skills Across the World.
 - 3.1.2 **Vision:** A world where people can achieve the workplace skills they need to prosper and find fulfilment.
 - 3.1.3 **Mission:** To promote and facilitate through cooperative action a worldwide awareness of the essential contribution that skills and high standards of competence make to the achievement of economic success and personal fulfilment.
- 3.2 Shared Objectives between WorldSkills International and the Foundation:
- 3.2.1 Facilitate skills competitions and events.
 - 3.2.2 Engage Members, Partners and stakeholders in the vision and mission.
 - 3.2.3 Promote and support skills initiatives worldwide.
 - 3.2.4 Provide a sustainable platform for the skills movement.
- 3.3 **Foundation Objectives:** In order to achieve the shared vision and mission, the Foundation will enact a broad program of activity and projects in line with the following objectives;
- 3.3.1 Produce data, analysis of trends and issues related to the WorldSkills International vision and mission in cooperation with WorldSkills International Members, universities, companies, think tanks and other organisations.
 - 3.3.2 Initiate a “Youth and Technology” program to promote the very best practices in winning over school aged youth to technology futures.
 - 3.3.3 Act as a networking hub and global forum for dialogue about innovation and best practice.
 - 3.3.4 Promote skills for sustainability across key industry sectors.
 - 3.3.5 Influence the provision of vocational education and training to respond to the changing needs of the labour market.
 - 3.3.6 Initiate multinational joint venture projects in select areas.
 - 3.3.7 Provide a global base from which organizations can derive support for vocational training options.
 - 3.3.8 Cooperate with other bodies to identify the most appropriate strategies to support on–the–ground leadership for vocational education and training in developing countries.
 - 3.3.9 Any other objectives determined by the Board of Trustees from time to time.

- 3.4 Furthermore, in order to generate income, the Foundation may undertake trading operations and activities, whose purpose shall be related to its mission and objectives - such activities include the organizing of events, meetings, courses, debates or symposium, making research studies, reports and analysis, creating programmes and partnerships, and selling books, magazines, audiovisual and multimedia products and any other complementary activity required for the Foundation's development.

Art. 4. Beneficiaries

- 4.1 The Foundation's mission is designed, in general terms, to target the following groups of people and organisations:
- Vocational Education and Training students
 - Vocational Education and Training teachers
 - Vocational Education and Training institutions
 - Parents and Career Advisors
 - WorldSkills International Member organisations
 - Government organisations
 - Non-governmental organisations
 - Corporate, industrial and sector organisations
 - Any other beneficiaries determined by the Board of Trustees time to time
- 4.2 The Board of Trustees, when choosing the beneficiaries of the Foundation's activity, shall proceed according to criteria of impartiality and non-discrimination.

Art. 5. Application of resources to the fulfilment of the mission

- 5.1 At least 70% of the annual income of the Foundation, either earned or obtained in any other manner shall be expended in accordance with the current legislation.
- 5.2 The timeline for compliance with the obligation referred to in Article 5.1 shall be that falling between the start of the financial year in which the income has been accrued and the four years subsequent to the end of said year.

Art. 6. Reporting

- 6.1 The Board of Trustees shall provide regular reports on the Foundation's mission and activities for the information of its stakeholders and potential beneficiaries.

III. GOVERNANCE OF THE FOUNDATION

Art. 7. Board of Trustees

- 7.1 The Board of Trustees shall be the body governing and representing the Foundation.
- 7.2 It befalls the Board of Trustees to fulfil the Foundation's mission and apply due diligence to the administration of the assets and rights that constitute the Foundation's resources, ensuring the performance and availability thereof.
- 7.3 The Board of Trustees is open to those private persons who are entitled to do so and have not been barred from public office.
- 7.4 The Board of Trustees is also open to legal entities, who shall appoint a private person or persons to represent them.
- 7.5 Trustees shall not be paid for holding office, without prejudice to their right to be reimbursed for those duly proven expenses incurred in pursuit of their duties.
- 7.6 The Board of Trustees shall normally consist of a minimum number of six (6) and a maximum number of fifteen (15) persons assisted by a Secretary. It shall be the duty of the Board of Trustees to decide on the designation and discharge of the members of the Board of Trustees, in accordance with current legislation.

Art. 8. Composition of the Board of Trustees

- 8.1 The composition of the Board of Trustees will be:
 - 8.1.1 Four (4) Trustees representing WorldSkills International and the balance representing the Global Partners, with one Trustee nominated by each Global Partner.
 - 8.1.2 The Trustees representing WorldSkills International shall normally be the WSI President, VP Special Affairs, VP Strategic Affairs and Treasurer (risk manager). The Board of WSI may nominate alternative Trustees if these persons are unable to take office.
 - 8.1.3 The CEO of WorldSkills International will actively advise and support the Board of Trustees and attend all meetings (but is not a Trustee).

Art. 9. Rules for the appointment and replacement of the Board of Trustees

- 9.1 The appointment of new Trustees shall be made by the Board of Trustees subject to the following subsections.
- 9.2 All Trustees appointments will be recorded in the corresponding Register of Foundations. Trustees are to accept their office in the manner provided for in current legislation and their acquiescence thereto shall be formally notified to the Protectorate and recorded in the Register of Foundations.
- 9.3 The term of office for Global Partners Trustees appointed under Article 8.1.1 is four years. The term of office for WorldSkills International Trustees appointed is four years.
- 9.4 Each Global Partner may replace its representative on the Board of Trustees from time to time by notice in writing to the Secretary signed by the relevant Global Partner.

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- 9.5 WorldSkills International representatives on the Board of Trustees will be replaced at the time that they take office for WSI. Notice in writing will be provided to the Secretary co-signed by the current President and CEO of WorldSkills International.
- 9.6 The Board of Trustees may increase the maximum number of Trustees on the Board of Trustees and determine which Global Partners will be represented by the new Trustees.
- 9.7 In the event of the resignation, death or incapacity of any Trustee, the person or legal entity who appointed the Trustee may appoint any person to temporarily fill the vacancy on the Board of Trustees for a period determined by the Board of Trustees, which is not to exceed the remainder of the term of the replaced Trustee.

Art. 10. Chair and Deputy Chair

- 10.1 The Trustees shall elect one amongst them to the position of Chair for a term of two years, who shall convene meetings of the Board of Trustees, chair them and, as approved by the Trustees, implement the agreements thereof, being empowered to undertake all nature of acts and sign those documents as required accordingly.
- 10.1.1 The Chair is the visual head and primary spokesperson of the Foundation.
- 10.1.2 The President of WorldSkills International shall be the visual head and primary spokesperson of WorldSkills International and the WorldSkills brand.
- 10.1.3 Trustees shall also elect one among them to the position of Deputy Chair for a term of two years, who will work with the Chair and if necessary act in his or her position if the Chair or Board of Trustees so requests.

Art. 11. Secretary

- 11.1 The Board of Trustees shall appoint a Secretary, a position that must be awarded to a non-Trustee, who in that case shall have the right to be heard but not to vote at meetings of the Board of Trustees.
- 11.2 The Board of Trustees may remove or replace the Secretary at any time.
- 11.3 It befalls the Secretary to certify the agreements of the Board, safeguard all the documents pertaining to the Foundation, keep the corresponding minutes of all Board meetings, issue whatsoever certificates and reports as required and all those expressly commissioned. In the event of illness, absence or vacancy, the duties of Secretary shall be performed by the youngest Trustee by age.

Art. 12. Powers of the Board of Trustees

- 12.1 Without prejudice to the preceptive authorisations of the Protectorate, the Board of Trustee's powers shall be:
- a. Govern and represent the Foundation and approve the management plans and regular action programmes thereof.
 - b. Interpret, develop and amend the Articles, provided that such an action is consistent with the Foundation's interests and to the due fulfilment of its mission.
 - c. Specify the general lines for the application and distribution of the funds available in accordance with the Foundation's mission.
 - d. Grant general or specific powers of attorney.
 - e. Choose the beneficiaries of the Foundation's services.
 - f. Approve the action plan and annual accounts that are to be reported to the Protectorate.

- g. Decide upon the opening and closing of Delegations.
- h. Reach agreements on the winding up or merger of the Foundation when it can no longer fulfil its mission.
- i. Delegate its powers to one or more Trustees, although no delegation may be made of the approval of the accounts and action plan, the amendment of the Articles, the winding up or merger of the Foundation, or of those acts that require authorisation from the Protectorate.
- j. Such other powers as the Board of Trustees may legally be entitled to exercise.

Art. 13. Obligations of the Board of Trustees

- 13.1 The Board of Trustees shall pursue its business in compliance with current legislation and the mandate of the Founders as expressed herein.

Art. 14. Responsibility of the Trustees

- 14.1 Trustees are to exercise the due diligence required for the faithful performance of their duties.
- 14.2 Trustees shall be jointly and severally liable to the Foundation for the losses and damages caused by those acts they commit that are unlawful or in breach of these Articles, or which are undertaken without the due diligence required of their office.
- 14.3 Trustees are to attend duly convened meetings, and their actions are to comply with current legislation and the provisions herein.

Art. 15. Dismissal and suspension of Trustees

- 15.1 The dismissal and suspension of the Foundation's Trustees shall be effected under those circumstances provided for in article 18 of Spain's Law 50/2002, of 26 December, on Foundations.
- 15.2 Resignation from the office of Trustee may be tendered by any of the means and according to the procedures stipulated by law.
- 15.3 The replacement, dismissal and suspension of Trustees shall be recorded in the corresponding Register of Foundations.

Art. 16. Manner of discussing and reaching agreements

- 16.1 The Board of Trustees shall meet at least three times a year and as often as required for the proper running of the Foundation. It befalls the Chair to convene the meetings, either upon his or her own initiative or whenever so requested by at least one-third of the Trustees.
- 16.2 Each Trustee shall be notified of the meeting at least fifteen days before the date of the meeting, using a means that provides proof of acknowledgement. The notice shall specify the time, date and place of meeting, as well as the agenda.
- 16.3 No prior notice shall be required when all the Trustees are present and they unanimously agree to hold the meeting.

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- 16.4 The Board of Trustees shall be considered validly assembled when at least half of the Global Partner Trustees and at least half of the WorldSkills International Trustees are in attendance. If the requisite number of Trustees is not validly assembled within 30 minutes of the time specified for a meeting of the Board of Trustees, the meeting will be adjourned for two hours. The Board of Trustees shall be considered validly assembled at the adjourned meeting when at least five Trustees including at least two (2) Trustees from both WSI and Global Partners)are in attendance.
- 16.5 Agreements shall normally be reached by consensus. When consensus is not reached a majority of votes cast by Global Partner Trustees combined with a majority of votes cast by WorldSkills International Trustees (proportional majorities) shall determine the resolution, except when the Articles or current legislation require qualified majorities, that is, tied votes and votes where a majority of Global Partner Trustees or a majority of WSI trustees vote against are defeated.
- 16.6 The Secretary is to keep the corresponding minutes of Board of Trustee meetings, which are to be subject to the approval of all the Trustees in attendance. The minutes shall be transcribed to the corresponding book and signed by the Secretary with the approval of the Chair.
- 16.7 The office of Trustee held by a private person is to be exercised by that same person. Nevertheless, a Trustee may act as a proxy for another Trustee. The proxy instrument must be in writing and must specify the meeting to which it applies. When specified in advance and in writing a Global Partner Trustee may be represented at a formal meeting by a proxy designate. All actions of the proxy designate fully attribute to the formal Trustee.
- 16.8 When necessary, Trustees may attend a meeting using all available electronic means such that all persons participating in the meeting can hear each other e.g. Phone, teleconference, Skype) and decisions made in this manner, provided they are in accordance with these Articles, shall have the same force and effect as if they had been made at a face-to-face meeting.
- 16.9 A resolution of the board in writing signed by a majority of the Trustees and in accordance with 16.4 shall be as effective as a resolution passed at a meeting of the Board of Trustees duly convened and held. A resolution emailed to all the Board of Trustees and replied to in the affirmative by a majority of the Trustees via email where the electronic source is verifiable also in accordance with 16.4 has the same force and effect as a signed resolution.
- 16.10 Guests may attend the Board of Trustees on the invitation of the Chair with the support of the Board of Trustees. Guests are subject to the authority of the Chair and commit to respect Board confidentiality.

IV. ECONOMIC STRUCTURE OF THE FOUNDATION

Art. 17. Resources

- 17.1 The Foundation's resources consist of all the assets, rights and obligations susceptible to financial valuation, involving the initial provision and any other subsequently acquired by the Foundation after its establishment, regardless of whether or not they affect the initial provision.
- 17.2 The Foundation is to be the holder of all the assets and rights comprising its resources, which are to be listed in its annual inventory.
- 17.3 The Board of Trustees shall be responsible for ensuring that the Secretary records all the assets and rights comprising its resources in the corresponding public registers in the Foundation's name.

Art. 18. Funding

- 18.1 For the pursuit of its activities, the Foundation shall finance itself with the funds earned by its resources and, as appropriate, with others provided by the grants, subsidies or donations it receives from individual people or public and private entities.
- 18.2 Furthermore, the Foundation may obtain income from its activities, provided that this does not imply an unjustified restriction on the scope of its potential beneficiaries.
- 18.3 The Board of Trustees is empowered to make those modifications as required to the Foundation's resources, as rendered advisable by the economic situation at any given moment and without prejudice to the need to seek the necessary permission from, or submit due notification to, the Protectorate.
- 18.4 The financial or business year of the Foundation shall coincide with the calendar year.
- 18.5 The Foundation shall keep ordered accounts in keeping with its activity that allow chronological monitoring of the operations undertaken. Accordingly, it shall necessarily keep a Daybook, an Inventory and a ledger for the Annual Accounts, as well as any other books or ledgers as required by current legislation.
- 18.6 The Foundation's economic-financial management shall be governed by the general principles and criteria provided for in current legislation.

Art. 19. Annual accounts and action plan.

- 19.1 The annual accounts shall be approved by the Board of Trustees within a maximum period of six months as of the year-end, and this duty may not be delegated to other bodies within the Foundation. They shall be submitted to the Protectorate within ten working days after their approval.
- 19.2 Within the last three months of each business year, the Board of Trustees shall submit to the Protectorate an action plan that will detail the goals and activities to be pursued during the following year. The Board of Trustees may not delegate this duty to any other body within the Foundation.

V. AMENDMENT, MERGER AND WINDING UP

Art. 20. Amendment

- 20.1 The Board of Trustees may amend these Articles provided that such a measure is in the Foundation's best interests.
- 20.2 The reaching of agreement on the amendment of the Articles shall require a voting quorum of at least two-thirds of the members of the Board of Trustees
- 20.3 The amendment or new draft of the Articles shall be reported to the Protectorate and shall be drawn up by public deed and recorded in the corresponding Register of Foundations.

Art. 21. Merger

- 21.1 The Foundation's Board of Trustees may merge the Foundation with another foundation or other Body provided that it is in the best interests of the Foundation.

21.2 The merger agreement shall be ratified by a voting quorum of at least two-thirds of the members of the Board of Trustees.

Art. 22. Winding-up

22.1 The Foundation shall be wound up for the reasons and according to the procedures provided for in current legislation.

22.2 The winding up of the Foundation shall initiate a period of liquidation that is to be performed by the Board of Trustees under the supervision of the Protectorate.

22.3 In case of liquidation, goods and rights will be assigned to organizations working under Law 49/2002 for non profit institutions (articles 16 to 25). It will be obligatory to assign the goods and rights to WorldSkills International when it is working under Law 49/2002. The Board of Trustees is expressly authorised to proceed with this assignment.

Art. 23. Governing Law

23.1 This document is governed by and constructed under the laws of Spain.

Revisions

V1.0	Madrid, 08.04.11	Tjerk Dusseldorp (WSI President), Angel Gabilondo Pujol (ES Minister of Education)
V1.1	Madrid, 16.05.11	Tjerk Dusseldorp (WSI President), Miguel Soler (Director General Vocational Education and Training Spain)
V1.2	Jeju, 13.05.12	Tjerk Dusseldorp (WSF Chair), Simon Bartley (WSI President/Founding Trustee representative)
V2.0	Leipzig, 03.07.13	Tjerk Dusseldorp (WSF Chair), Simon Bartley (WSI President)