

PREAMBLE

Sociology of Law, as a science that studies legal phenomena, is taking on increasing importance in doctrine, and the majority of the most prestigious Universities are teaching this discipline, not as a branch of Legal philosophy, but rather as an independent subject within the Law Degree Study Plan. Given this situation, the Basque Government and the Association Internationale de Sociologie/Research Committee on Sociology of Law, after extensive contact through the Laboratory of Legal Sociology of Donostia-San Sebastián's mediation, have deemed it of relevant interest to create a permanent International Research Institute for the Sociology of Law, headquartered in the Old Oñati University building, in light of the contribution that this Institution could make to the construction and emergence of Law in permanent balance and concordance with the conducts and lifestyle of today's society.

To conduct such an initiative, the 23 December 1988, Mr José Antonio Ardanza, Lehendakari of the Basque Government, and Professor Jean Van Houtte, Rector Magnificus of the University of Antwerp, the former acting on behalf of the Basque Government and the latter on behalf of the Association Internationale de Sociologie/Research on Sociology of Law, signed the Protocol for the creation of the International Institute for the Sociology of Law at the Ajuria Enea Palace, headquarters to Presidency of the Government, whose constituent purpose was to articulate future cooperation to this end between the signing parties.

Thus, pursuant to the 5th clause of the aforementioned Protocol, it is now appropriate to comply with the agreed-upon stipulations and to conduct the legal procedures set forth in the legal ordinance to constitute the Foundation as a method to manage the Institute, initially drafting the Statutes to govern the Foundation, according to the text set forth below.

STATUTES FOR THE FOUNDATION "INTERNATIONAL INSTITUTE FOR THE SOCIOLOGY OF LAW OF OÑATI".

CHAPTER 1.- ON THE INSTITUTION

Article 1.- Constitution and designation

The Foundation "International Institute for the Sociology of Law of Oñati" is an institution acting as a private educational foundation, not-for-profit, that conducts international scientific and technical research on the Sociology of Law, mainly conducting its duties in the Basque Country.

Article 2.- Legal system, legal entity and legal capacity

The Foundation "International Institute for the Sociology of Law of Oñati" has its own legal entity and full legal capacity and capacity to take action, with no limitations other than those established by Law.

Consequently, it may purchase, conserve, possess, dispose, alienate all categories of assets, properties and rights by any means and encumber them, conduct all categories of actions and enter into contracts, settling and going to court, filing all sorts of claims and defences before the Courts, Tribunals and public and private entities, bound by provisions in the legal ordinance.

Article 3.- Foundational purposes

In compliance with the foundational purposes and all that concerns them, including approval of provisions in interpretation or implementing the will of the founders, relies on its Governing Board, without limiting its acts in any way, without prejudice to provisions in these Statutes and applicable legal provisions.

If not expressly set forth in the Statutes, provisions in the Basque Country Law on Foundations and its implementing regulations shall be applicable.

Article 4.- Domicile

The domicile of the Foundation is established at the Old University of Oñati Building (Gipuzkoa), whose transfer of use, free of cost, to the Administration of the Autonomous Community, was approved by the Provincial Council of Gipuzkoa, dated 20 December 1988 and 28 February 1989, respectively.

CHAPTER II.- PURPOSE OF THE FOUNDATION

Article 5.- Essential purposes

The essential purpose of the Foundation is to make progress, through discuss, analysis and comparison of research being constantly developed in the different fields of Sociology of Law, maintaining relations with the University of the Basque Country and with other Institutions in the Autonomous Community, so as to promote their integration and relation with the Basque people's psycho-social substrate, with their culture and social relations system.

This Foundation must act as a beacon in International Sociology of Law, and above all else, comprise the "spirit" of scientific research disengaged from all academic competition, where emulation, positive criticism, experience and the transfer of wisdom and knowledge are the overarching theme.

Article 6.- Carrying out the purposes

To comply with the purposes, the Foundation, to the extent that its economic resources allow, and in accordance with the specific programmes approved by its Governing Board in each case, shall conduct the following actions:

1/ PERMANENT SERVICES OFFERED BY THE FOUNDATION

The Foundation shall operate year-round to ensure the continuity of the spirit of research, which lies at its essence, by permanently classifying the news received in the library, publishing reports and other works that include projects conducted by the Foundation, and by executing the International Research Institute for the Sociology of Law of Oñati magazine.

It may host also seminars, colloquiums and congresses, and organise a post-graduate programme.

1.1 Library and Bibliographical Documentation Centre

A library specialised in Sociology of Law areas shall be established on the Foundation's premises. Moreover, a general call shall be put forth to all members of the Association Internationale de Sociologie/Research Committee on Sociology of Law (hereinafter, A.I.S./R.C.S.L.), to send the Foundation an original or a copy of all their works.

Beginning the first year, bibliographical data aiming to guarantee the documentary foundation of the Documentation Service to be created by the Foundation will be screened and added to the memory.

1.2 Publications

When the particular interest of a research session or colloquium thus requires, a special work on this event shall be drawn up.

An online bulletin shall be regularly posted, sharing the Foundation's most relevant announcements and news.

1.3 Visits

In the inter-session spaces, the Foundation shall host researchers who, having participated in colloquiums, seminars, etc., wish to anticipate or prolong their stay, their exchanges, their reflection, etc., using the services it offers.

Moreover, Professors and Researchers on sabbatical may spend a few weeks at Oñati, so as to take advantage of the services offered by the Foundation, mainly the library and the documentation centre, as well as the shelter and calm, convenient to make progress or complete writings on works underway.

2/ RESEARCH:

2.1 Seminars

Retraining seminars shall be organised on specific issues that interest the International Scientific Community. Teachers shall be selected out of specialists on the matter. Participants shall be registered according to the customary procedure.

2.2 Colloquiums on Specialised Sections

The Foundation shall be available to work groups that operate as AIS/RCSL Workshops, to welcome them under the best conditions so that they can conduct their work in an ideal atmosphere.

Moreover, the Foundation's will is to receive any work group operating in the Sociology of Law speciality area, to allow researchers to work in the most propitious setting possible to conduct their work, whether formal groups wishing to take advantage of Oñati's facilities and environment, or spontaneous work groups, who can encounter important contact with the Sociology of Law there.

2.3. Congresses:

The Foundation may welcome Annual AIS/RCSL Conferences or Congresses, or other Conferences on Sociology of Law or similar disciplines.

2.4 Research Networks:

The Foundation will collaborate with other centers, institutes or individuals in research, as well as promote and develop participation in networks, consortiums and research projects.

3/ INTERNATIONAL MASTER IN SOCIOLOGY OF LAW¹

The Foundation may organise an annual post-graduate programme, leading to obtaining an International Master's in Sociology of Law. This programme shall consist of two parts, a teaching period, lasting one semester, with intensive face-to-face seminars taught at the Foundation's headquarters, and a research period, which shall conclude with writing a thesis.

The programme shall operate under the responsibility of the Scientific Director. Courses in the teaching programme shall be given by specialists in Sociology of Law, with recognised prestige in the international scientific community.

Applicable candidates are those holding law or sociology degrees, or degrees in another discipline related to the topics addressed in the programme who apply for admissions according to the procedures and by the deadline established.

Obtaining the minimum teaching credits requires and successfully defending the thesis shall entitle students to an International Master's Degree in Sociology of Law.

The Foundation's Scientific Director shall draw up a detailed programme regulation, to be approved by the Governing Board.

CHAPTER III. -BODIES

Article 7.-Foundation Administration

Foundation governance and administration falls to:

- a/ The Governing Board, the only Governance body.
- b/ The Scientific Director.
- c/ The Administrative Director.

Article 8.- The Governing Board

1. The Governing Board consists of at least 7 and at most 15 members, maintaining at all times parity of composition amongst the number of representatives that the founding Institutions appoint to this end. Within the established minimum and maximum, appointments shall be made based on these statutes:
 - a) Members representing the Basque Government shall be appointed by the Government Council, proposed by the Department responsible for Justice.

- b) Members representing AIS/RCSL shall be appointed by said Entity's Executive Committee.
- c) The Scientific Director shall be selected by the members mentioned in the sections above, at the proposal of the AIS/RCSL.

The Governing Board shall appoint a Presidency from amongst the members appointed by the Basque Government.

The Institute's Administrative Director shall act as Secretary, with voice but without vote.

Members shall hold their position for the defined period for which the entity has appointed them, which in the Basque Government's case may be undefined, but for the RCSL shall be 4 years, barring those who are appointed due to their public positions, who shall conduct their duties as long as they occupy them.

Moreover, founders may fill vacancies that occur due to death, resignation, removal or any other cause stipulated in regulations in force, by appointing other members to finish the term.

In the event of absence due to death of the President, the President shall be replaced by the individual acting as Vice-President, or if unavailable, by a member of the Governing Board who is oldest in age, and the Secretary by the member of the Governing Board who is the youngest in age.

2. Within the Governing Board, a Delegate Commission shall be established, comprising four members who shall be appointed by the Governing Board, two of them at the proposal of the Department responsible for Justice with the Basque Government from amongst the patrons, the Institute's Scientific Director, and a member proposed by the AIS/RCSL from amongst the members of the Governing Board.

All members of the Governing Board who wish to attend the Delegate Commission meetings may do so, with voice but without vote, and it is not necessary to expressly call them to the meeting. Additionally, experts on different issues that the Delegate Commission deems suitable may attend, as well, also with voice but without vote. In both cases, they shall not be considered members of the Delegate Commission.

The position of Delegate Commission President shall be held by the Governing Board President.

The Administrative Director shall act as Delegate Commission Secretary.

The Delegate Commission shall:

- a) Submit to the Governing Board for approval, if applicable, the proposals to be adopted to conduct its duties as set forth in article 9 of these Statutes.
- b) Administer all economic and financial resources, whatever their origin may be.

- c) Apply and monitor agreements approved by the Governing Board, and the responsibilities the Governing Board entrusts to it.
- d) Make urgent decisions that cannot wait for the Governing Board meeting. Said decisions must be justified, and the Governing Board shall be informed of them at the next meeting.
- e) Formalise and approve all instruments and contracts, whether civil, commercial, employment, administrative or of any other sort, required by the Foundation to best meet its purpose.
- f) Enter into all agreements, barring those expressly reserved to the Governing Board. Said agreements shall be presented to the Governing Board for its information at the next meeting.

The Delegate Commission shall meet at least twice per year. The President must call the meetings, or the Secretary on his/her behalf. This must be done at least seven days beforehand, in writing, with the agenda. In the event of emergency, the meeting may be called by any method with proof of receipt, with no need to call seven days beforehand. Moreover, the Delegate Commission may be established to address any issue, with no need for a prior call to meeting, when all of the members are present and they unanimously agree.

All members must be present at each Delegate Commission meeting, either physically or via video call.

Agreements shall be made by simple majority of Delegate Commission members, unless expressly agreed otherwise, the President holding the casting vote. Members of the Delegate Commission may vote by video call, their presence being counted for the purposes of the points above. Agreements shall be transcribed in the pertinent minutes, drawn up by the Secretary with the approval of the President.

- 3. Governing Board meetings may be held by video call or any other similar system as long as communication continuity is guaranteed, along with identification of attendees, the ability to participate in deliberations and ability to vote. The meeting is deemed as held at the location where the presiding individual is located.
- 4. Exceptionally, the Governing Board may adopt agreements without holding a meeting, as long as the right to information and vote is guaranteed. There must be proof of reception of the vote and its authenticity must be guaranteed. In this case, it is considered that the meeting is held at the place and on the date where the last valid vote was cast.

Article 9.- Governing Board Responsibilities

The Governing Board, government body, shall undertake upper management, governance, administration and representation of the Foundation. Its responsibilities include, but are not limited to:

- a) Approving internal rules as set forth in the Statutes, and modifying said Statutes when necessary to do so to better comply with the foundation's purpose.
- b) Approving the annual budget, annual operational accounts and other documents showing the balance of the Foundation's activities.
- c) Approving the annual research programme presented by the Scientific Director, the activities calendar and the Report, reporting on all this.
- d) Annually establishing the amount for expenses and other possible allowances for Governing Board members.
- e) Approving the Foundation's staff with establishment of assets.

The role of patron is not paid, notwithstanding reimbursement of expenses incurred in conducting duties, as long as said expenses are duly justified.

Article 10. Internal Operation

The Governing Board shall meet however many times the President calls a meeting, or when a third of the members request doing so.

In any event, it shall meet annually, so as to comply with provisions in sections b, c and d of the article above.

Article 11.-Establishing and Adopting Agreements

The Governing Board shall be validly established when the absolute majority of its members are present and the agreements shall be adopted by vote majority, the President breaking ties; notwithstanding, to modify Statutes, a two-thirds majority shall be required.

The Governing Board shall be validly established at the first call to meeting when at least half plus one of the members with the right to vote are present. At the second call, at

least three members of the Governing Board with the right to vote must be present. For both calls to meeting the President and the Secretary must be present, or individuals that they expressly delegate.

Agreements shall be adopted by vote majority, the President breaking ties; notwithstanding, to modify the Statutes, a two-thirds majority is required.

Article 12.- Ownership of Assets and Rights.

1.- The foundation must be listed as owner of all assets and rights comprising its capital, which must be included in the annual inventory, carried out pursuant to applicable accounting regulations for not-for-profit entities.

2.- Bodies responsible for governance and management must register the assets and rights comprising their capital in pertinent public registries in the foundation's name.

Article 13.- Scientific Director³

There shall be a Scientific Director who shall be appointed by the Governing Board, at the AIS/RCSL's proposal. The Scientific Director shall be, due to his/her position, a member of the Foundation's Governing Board as long as his/her appointment is in force⁴.

During the month of October the year prior, unless otherwise specified by the Governing Board, the incoming Director shall be appointed, and the activities programme, drawn up by the Director, shall also be approved. Moreover, the candidacy for the Director appointed to succeed the Director shall be approved, if applicable, and the Governing Board may consider said Director as such.

Respective commencement and termination of the role, unless otherwise specified by the Governing Board, shall take place in September.

The Scientific Director's duties shall be:

- a) To coordinate different research activities and work groups, if established.
- b) To design and propose the annual activities programme, being responsible for complying with it.
- c) To take his/her own initiative, when circumstances thus require, and always reporting on his/her actions to the Governing Board President.
- d) To represent the Foundation in all that is entrusted by the Governing Board.
- e) To draw up the Annual Report, to be submitted for the Governing Board's approval.
- f) Sharing conclusions and research by work groups.

Article 14.-The Administrative Director or Manager

There shall also be an Administrative Director at the Foundation, who shall be appointed by the Governing Board at the proposal of the Justice Department ⁵ or whomever is responsible in this regard at the time shall be in charge, with no limits and notwithstanding upper management and the supervision and control of the Governing Board, of the following duties:

- a) Organising necessary works to improve, conserve, maintain and repair assets held by the Foundation.

- b) Acquiring, for free and/or by a supply contract or similar, consumables, tools, possessions and other items for the Foundation's operation.

- c) Entering into all legal business regarding purchase, disposal and swapping of movable property.

- d) Conducting public relations, under the Governing Board's guidelines, fomenting the Foundation's relations with the University of the Basque Country and with other Institutions in the Autonomous Community, attempting to bond and integrate it into the reality of the Basque Country.

- e) Holding custody over archives and funds belonging to the Foundation, keeping an updated and detailed inventory on all assets and resources therein.

- f) The administrative organisation and maintenance of the Foundation, taking all measures he/she deems necessary to this end, according to the Basque Government Department of Justice or whoever is responsible at the time for this matter.

- g) Holding the position as chief of Human Resources at the service of the Foundation, and hiring said staff.

- h) Acting as the Governing Board Secretary, taking down pertinent minutes with the President's approval.

- i) Drawing up the Annual Budget and Operational accounts for the Governing Board's approval, leading the Foundation's accounting, acknowledging and keeping accounts of income and expenses, and participating in all economic-financial transactions and ordering payments.

He or she must provide a report to the Governing Board on all duties conducted on an annual basis, and to the Justice Department or the department responsible at the time for this matter, as determined by said department.

The position of Administrative Director shall be remunerated, and the amount shall be established by the Governing Board at the proposal of the Justice Department.

CHAPTER IV. - BENEFICIARIES

Article 15.- Beneficiaries

The Foundation, within its purposes of general interest, must act with objectivity and impartiality in selecting its beneficiaries, without any discrimination taking place. In this regard, any physical or legal person may be a beneficiary, without any discrimination of any kind.

Under no circumstances shall persons individually determined be beneficiaries, nor may foundational services be targeted at founders, their spouses or relatives, up to and including the fourth the degree, of the founder.

When the Foundation requires that its beneficiaries pay an amount for the services it provides, or when its determination of beneficiaries arises from the need to limit the number of beneficiaries, the beneficiaries shall be selected and determined irrevocably by the Foundation's Governing Board, bearing the merits, needs, economic capacity and possibilities of enrichment of different candidates in mind, or based on other objective characteristics. Under no circumstances may anyone claim, individually or collectively, of the foundation or its bodies, enjoyment of said benefits before granted, nor impose their allocation on determined persons.

CHAPTER V.- CAPITAL AND ECONOMIC SYSTEM

Article 16.- Foundation Capital.

The Foundation's capital comprises:

- a) The initial contribution made by the Basque Government of five hundred thousand pesetas (500.000 pesetas), at the current value of three thousand euros (€3000).
- b) Donations and grants it may receive.
- c) Any other assets or rights whose acquisition is permitted by the legal ordinance.
- d) Income from yields, products or services it may provide.

Article 17.-Allocation of income and expenses.

In complying with the Foundation's purpose, the foundation's products and capital income and patrimony are allocated to it, as well as grants it may receive from public or private entities and private individuals. This shall be governed by provisions in article 10-

1 e) of Spanish Law 9/2016, dated 2 June, on Foundations in the Basque Government and its implementing regulations.

Article 18.- Economic-accounting obligations.

In all which refers to administration and accounting, the Foundation shall follow Spanish Law 9/2016, dated 2 June, on Foundations in the Basque Country Art 25.1 and Art 31 of the accounting law, applied to not-for-profit entities.

CHAPTER VI.- EXPIRY OF THE FOUNDATION

Article 19.- Foundation Expiry.

The Foundation's duration is indefinite. Notwithstanding, if for any circumstance it becomes impossible to comply with the foundation's purpose, the Governing Board, with the quorum established in article 11 of these Statutes, and with a vote in favour from two-thirds of its members, may declare the dissolution of the Foundation and place all of its assets at the disposal of the Autonomous Community of the Basque Country.