

FUNDACIÓN FAD JUVENTUD (FAD) BYLAWS

CHAPTER ONE

NATURE, DOMICILE, NATIONALITY AND SCOPE OF ACTION

Article 1.- Name and nature

The "Fundación Fad Juventud" (FAD) is a private, non-profit organization of a foundational nature, of indefinite duration, constituted by a patrimony permanently assigned to the purposes of general interest set forth in these Bylaws.

Article 2.- Regime

The Foundation shall be governed by Spanish Law 50/2002, of December 26, 2002, as well as by its implementing regulations and other legal provisions in force; by the will of the Founder expressed in the foundational deed, by these Bylaws and by the rules and regulations which, in interpretation and development thereof, may be established by the Board of Trustees.

Article 3.- Personality and capacity

The Foundation is registered in the Register of Foundations of the Spanish Ministry of Justice and has its own legal personality and full capacity to act, being able to carry out, consequently, all those acts that are necessary for the fulfillment of the purpose for which it has been created, subject to the provisions of the legal system.

Article 4.- Nationality

The Foundation is of Spanish nationality.

Article 5.- Domicile

The domicile of the Foundation is fixed in Madrid, Avenida de Burgos, numbers 1 and 3. The Board of Trustees may agree to the transfer of said domicile within Spain, by means of the appropriate statutory modification, with immediate communication to the Protectorate, in the manner provided for in the legislation in force.

Article 6.- Scope of action

The Foundation shall carry out its activities throughout the territory of the State, without prejudice to possible actions abroad, in the field of Development Cooperation, alone or in collaboration with other related entities.

CHAPTER TWO

PURPOSES OF THE FOUNDATION AND BASIC RULES FOR THE DETERMINATION OF BENEFICIARIES AND THE APPLICATION OF RESOURCES TO THE FULFILLMENT OF THE PURPOSES OF THE FOUNDATION

Article 7.- Foundational purposes

The general interest purposes of the Foundation are:

1. To promote the personal and social development of adolescents and young people through education in positive attitudes and the prevention of risk behaviors, including drugs.

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R+D+i through the development of multidisciplinary analyses on the social and cultural context of adolescents and young people, and on their expectations, their socialization and the risks that threaten it.

3. Promote training as a fundamental preventive strategy and for the integral development of adolescents and young people.
4. The development of models, methodologies, strategies, programs and activities for the prevention of social risk behaviors and the integral development of adolescents and young people, aimed at these groups and/or mediators (parents, teachers, other professionals).
5. The elaboration and development of methodologies and programs of preventive intervention and of training formulas for the various groups of professionals and mediators involved in the prevention of social risk behaviors, including drug use and other behavioral addictions.
6. The promotion and management of development cooperation programs, with the objective of fostering the development of third countries, in matters of containment and prevention of psychosocial problems and problems related to drug use.
7. The development of social communication strategies aimed at raising awareness in order to make visible social problems that prevent or hinder the social and personal development of adolescents and young people.
8. Making available to society relevant data on social problems that hinder the development of adolescents and young people through the media and social networks.
9. The promotion of youth and adult volunteering.

Article 8.- Foundation activities

The fulfillment of the purposes of the Foundation shall be developed through specific activities which, by way of example and not exhaustive, are indicated below:

1. R+D+i . Carrying out studies and research.
2. Publication of studies, monographs, barometers, etc.
3. Promotion and development of technical working groups.
4. Proposal and development of programs for the development of life skills for children and youth.
5. Proposal and development of secondary prevention and risk reduction programs.
6. Development of strategies and training programs for professionals and mediators (youth, leisure and free time, socio-cultural animation, parents, ...).
7. Information and orientation activities for the general population, families and young people.
8. Development of innovative methodologies for information and training, as well as for social awareness.
9. Training activities for volunteers.
10. Social awareness campaigns and activities.
11. Development cooperation and development education projects.
12. Technical advisory services.

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13. Inter-institutional coordination activities.

The Board of Trustees shall have full freedom to determine the activities of the Foundation, aimed at achieving those specific objectives which, in its opinion and within the fulfillment of its purposes, are the most appropriate or convenient at any given time.

In the exercise of these activities, the Foundation shall attend to the general interest of its beneficiaries, without being linked to any other motivation of a public or private nature.

Article 9.- Determination of the beneficiaries

The selection of the beneficiaries shall be made by the Board of Trustees with criteria of impartiality and non-discrimination among persons who meet the following circumstances:

a) that form part of the population sector served by the Foundation.

b) who demand the benefit or service that the Foundation can offer.

The target groups may be: children, adolescents, young people, families, general population, risk groups, professionals, social mediators, third sector entities, groups from third countries.

Article 10.- Destination of income and revenues

1. At least seventy percent of the results of the economic operations developed and of the income obtained for any other concept, deducting the expenses incurred in obtaining them, under the terms provided by the legislation in force, shall be destined to the realization of the foundational purposes, and the rest shall be destined to increase the foundational endowment or the reserves according to the agreement of the Board of Trustees.

2. The Foundation may make this obligation effective in the period between the beginning of the fiscal year in which the results and income are obtained and the four years following the close of said fiscal year.

CHAPTER THREE

GOVERNANCE OF THE FOUNDATION.

SECTION ONE: THE BOARD OF TRUSTEES

Article 11.- Nature

The governing, representative and administrative body of the Foundation is the BOARD OF TRUSTEES, which is responsible for fulfilling the foundational purposes and administering the assets and rights that make up the patrimony of the Foundation, subject to the legal provisions in force and these Bylaws.

Article 12.- Composition

The Board of Trustees shall consist of a minimum of fifteen members and a maximum of one hundred members.

Article 13.- Acceptance and term of office

The Trustees shall begin to exercise their functions after having expressly accepted the position before the Board of Trustees, being accredited by means of a certificate issued by the Secretary with a notarized signature, or in a

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public document or in a private document with a notarized signature, or by means of an appearance made for such purpose at the Registry of Foundations.

In any case, the acceptance shall be formally communicated to the Protectorate and recorded in the Register of Foundations.

The term of office of the Trustee shall be 4 years, and they may be re-elected an indefinite number of times.

Article 14.- Appointment and replacement of Trustees.

The appointment of Trustees shall be the responsibility of the Board of Trustees.

Resolutions to appoint, remove or renew Trustees, to fill vacancies arising from death, incapacity or resignation must be approved by half plus one of the members of the Board of Trustees.

Those who do not have the legal capacity to act, nor those who are disqualified from holding public office, may not form part of the Board of Trustees.

The legal entities that form part of the Board of Trustees must designate a natural person to represent them. This natural person must, in turn, hold the position of president of the legal entity that has been appointed as a member of the Board of Trustees. In addition, a substitute may be appointed with the professional or statutory rank of Chief Executive Officer or similar to the former. In no case may both representatives attend the meeting of the Board of Trustees.

The designation of both representatives shall be communicated by the competent body of the legal person Trustee, or legal representative, to the Foundation by means of a written notice to the Secretary. This writing shall be accompanied by the express acceptance of the designated individual.

The position of Trustee held by a natural person must be exercised personally. However, another Trustee designated by him/her may act in his/her name and on his/her behalf. This action shall always be for specific acts and shall be in accordance with the instructions that, if applicable, the person represented may formulate in writing.

Article 15.- Gratuity, obligations and liability

The Trustees shall hold their office free of charge, and under no circumstances may they receive remuneration for the performance of their duties; notwithstanding this free of charge, the Trustees shall be entitled to be reimbursed for duly justified expenses incurred in the performance of their duties, without prejudice to the provisions of Articles 15.4 and 28 of Spanish Law 50/2002 of December 26th for cases of the provision of services or the existence of an employment relationship.

Among others, the obligations of the Trustees are to ensure that the purposes of the Foundation are fulfilled, to attend the meetings to which they are summoned, to perform their duties with the diligence of a loyal representative, to maintain the assets and values of the Foundation in a good state of conservation and production, and to comply in their actions with the provisions of the current legal provisions and these Bylaws.

The Trustees shall be jointly and severally liable to the Foundation for any damages caused by acts contrary to the Law or the Statutes or for those carried out without the diligence with which they should perform their duties. Those who have voted against the agreement shall be exempt from liability, and those who can prove that, not having intervened in its adoption and execution, they were unaware of its existence or, knowing of its existence, did everything appropriate to avoid the damage or, at least, expressly opposed it.

Article 16.- Cessation and replacement of Trustees

The cessation of the Trustees of the Foundation shall occur in the following cases:

- a) By death or declaration of death.

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- b) By extinction of the legal entity.
- c) By resignation communicated with the due formalities.
- d) By incapacity, disqualification or incompatibility, in accordance with the provisions of the Law.
- e) By cessation of the position they held when they were appointed members of the Board of Trustees.
- f) By judicial resolution.
- g) Due to the expiration of their term of office.

2.- Resignation may be carried out by any of the means and through the procedures established for the acceptance of the position of Trustee.

In the event of a vacancy, the Board of Trustees shall appoint a person to fill the same at the first meeting held.

Article 17.- Positions on the Board of Trustees

From among the members of the Board of Trustees, a President shall be appointed by the Board, and one or more Vice Presidents may be appointed.

The duration of these positions shall be 4 years and they may be re-elected indefinitely.

A Secretary shall also be appointed and a Vice-Secretary may be appointed, who may or may not be members of the Board of Trustees; if they are not Trustees, they shall have the right to speak but not to vote in the meetings of the Board of Trustees.

Article 18.- The President

The President shall represent the Foundation before all kinds of persons, authorities and public or private entities, shall convene the meetings of the Board of Trustees, preside over them, direct their debates and, if necessary, execute the agreements, being able to carry out all kinds of acts and sign those documents necessary for this purpose.

Article 19.- The Vice President

It shall be the duty of the Vice President, or the Vice Presidents, as the case may be, to perform the functions of the President in cases of absence, illness, or vacancy of the post, and may also act on behalf of the Foundation, in those cases determined by agreement of the Board of Trustees.

He/she may also act in substitution of the President, in those actions in which the latter delegates his/her representation, in all cases in which it is legally possible.

Article 20.- The Secretary and the Vice-Secretary

The functions of the Secretary and the Vice-Secretary are the custody of all documentation pertaining to the Foundation, to take the minutes corresponding to the meetings of the Board of Trustees, to issue the necessary certifications and reports, and all those that are expressly delegated to him/her. In cases of illness, absence or vacancy of the post of Secretary, the Vice-Secretary shall act as Secretary, and in the case of both posts, the youngest member of the Board of Trustees shall act as Secretary.

Article 21.- Operation of the Board of Trustees

The Board of Trustees shall meet at least twice a year, and as many times as necessary for the smooth running of the Foundation. It is incumbent upon the President to call the meetings of the same, either on his own initiative or when requested by one third of the Trustees.

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The convocations shall be carried out by the Secretary, in compliance with the instructions of the President at least 10 days prior to the date on which the meeting is to be held, using a means that allows a record of its receipt.

The notice shall determine the date, time and place of the meeting, as well as the matters to be dealt with, and the meetings of the Board of Trustees may be held telematically or in writing and without a meeting.

The Board of Trustees shall be validly constituted when at least half plus one of its members in office are present, either in person or by proxy.

However, it shall not be necessary to call a meeting when all the Trustees are present and unanimously agree to hold a meeting of the Board of Trustees.

The resolutions of the Board of Trustees shall be immediately enforceable and shall be adopted by a majority of votes, present or represented, and in the event of a tie, the President shall decide. However, the favorable vote of the absolute majority of the members of the Board of Trustees present or represented shall be required to approve resolutions referring to: reform or modification of the Statutes, appointment of new Trustees and positions on the Board of Trustees, termination of Trustees and positions for legal or statutory reasons, alienation and encumbrance of the assets comprising its patrimony, merger and extinction of the Foundation.

The corresponding minutes of the meetings of the Board of Trustees shall be drawn up by the Secretary, which must be approved either at the same or the following meeting, or within 15 days by the President and two Trustees-Intervenors appointed for this purpose at each meeting by the Board of Trustees.

The approved minutes, duly signed by the Secretary with the approval of the President, shall be incorporated into the corresponding book of minutes.

Article 22.- Competence

The Board of Trustees is the supreme body of the Foundation.

Its competence extends to everything that concerns the government, representation and administration of the Foundation, as well as the interpretation and modification of these Statutes.

In its actions, the Board of Trustees shall comply with the provisions of current legislation and these Bylaws, always respecting the will of the founder as expressed in the founding deed.

It is the responsibility of the Board of Trustees to fulfill the foundational purposes and to administer the assets and rights that make up the patrimony of the Foundation, endeavoring to fully maintain the performance and usefulness of the same.

The Board of Trustees shall provide sufficient information on the purposes and activities of the Foundation, so that they may be known by its eventual beneficiaries and other interested parties.

Independently of the functions granted to it by the present Statutes, and without prejudice to requesting the necessary authorizations from the Protectorate, the powers of the Board of Trustees shall include, but are not limited to, the following:

1. To develop and interpret the will of the Founders, expressed in these Statutes; and to modify them, if deemed necessary for the interests of the Foundation and for the best attainment of its purposes, reporting to the Protectorate for its approval by the latter.
2. To appoint and remove the President and Honorary Trustees. Honorary Trustees shall be those whom the Board of Trustees designates as such. The appointment shall be purely honorary and those appointed shall have no powers with regard to the management of the Foundation. The Board of Trustees may summon the Honorary Trustees to inform them of the activities of the Foundation and to hear their opinion.
3. To exercise senior management, inspection, supervision and guidance of the work of the Foundation.

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4. Proceed to the change of name of the Foundation or the transfer of its domicile outside the place where it is established. To agree on the opening and closing of centers, offices and delegations.
5. To modify the investments of the Foundation's capital.
6. Accept acquisitions of goods or rights for the Foundation whenever it freely considers that the nature and amount of the goods or rights acquired is adequate and sufficient for the fulfillment of its objectives; to carry out all kinds of acts and contracts of acquisition, possession, administration, alienation and encumbrance on movable and immovable property, including those relating to the constitution, modification and total or partial cancellation of mortgages, redemption and release of real rights and other acts of strict dominion.
7. To collect and receive dividends, interests, fruits and rents and any other products and benefits of the assets that make up the Patrimony of the Foundation.
8. To make all the necessary payments, including those of passive dividends and those of the expenses necessary to administer and protect the funds that the Foundation has at all times.
9. To carry out the works and construct the buildings it deems convenient for the Foundation's own purposes, deciding on supplies of all kinds, whatever their quality or importance, being able with absolute freedom to use any procedure for this purpose, whether by direct acquisition, auction or competition, without the need for any authorization whatsoever.
10. To exercise directly or through the representatives appointed by it, the political and economic rights corresponding to the Foundation as holder of shares and other securities belonging to it, and in this sense to attend, deliberate and vote, as it sees fit, at the General Meetings, Assemblies, Unions, Associations and other bodies of the respective Issuing Companies or Entities; exercising all the legal powers attributed to the said holder, stipulating and subscribing acts, contracts, proposals and documents it deems appropriate.
11. In general, to exercise all the functions pertaining to the conservation, administration, custody and defense of the assets that make up the Patrimony of the Foundation.
12. To direct and organize the internal and external functioning of the Foundation, drafting and establishing the Regulations that it deems of interest for its proper functioning; to freely appoint and dismiss all managerial, facultative, technical and administrative, auxiliary, subordinate and any other type of personnel and to determine their salaries, fees and bonuses.
13. To appoint general or special attorneys-in-fact, to grant the necessary powers of attorney to carry them out, as well as the revocation thereof.
14. To approve the action plan and the annual accounts.
15. To adopt resolutions on the merger, extinction and liquidation of the Foundation in the cases provided for bylaws.
16. To delegate its powers to one or more Trustees, without being able to delegate the approval of the action plan, the annual accounts, the modification of the Bylaws, the merger and liquidation of the Foundation and any other matters that may be subject to the delegation of powers.
17. Potentially, it shall have the other powers and functions that correspond to the Board of Trustees, considered as the supreme body of the Foundation.

Article 23.- Honorary Presidency

The Board of Trustees may designate a distinguished personality for his or her exceptional merits to occupy the Honorary Presidency of the Foundation, who shall preside, when he or she so desires, at the meetings of the Board of Trustees. He/she shall also be the highest representative of the Foundation in all acts in the name of the same. In no case shall the Honorary Presidency be subject to the provisions of Art. 15 of these Statutes, in order to obligations and responsibility.

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SECTION TWO: STANDING COMMITTEE OF THE BOARD OF TRUSTEES

Article 24.- Composition and competence

The Permanent Commission of the Board of Trustees shall be made up of a minimum of 3 Trustees and a maximum of 18, appointed, renewed and separated by the Board of Trustees from among its members.

The President and/or the Vice-Presidents and the Secretary shall be the members of the Board of Trustees.

The Permanent Commission shall be renewed every 4 years, and its members may be re-elected indefinitely.

The provisions relating to the Board of Trustees regarding convocations, quorum of attendance and majorities for reaching agreements shall be applicable to the Permanent Commission of the Board of Trustees.

The Permanent Commission of the Board of Trustees shall have the powers delegated to it by the Board of Trustees, with the exception of those that cannot be delegated by law.

SECTION THREE: THE GENERAL DIRECTOR

Article 25.- Nature and powers

The General Director of the Foundation shall be appointed by the Board of Trustees, at the proposal of the Permanent Commission of the Board of Trustees.

He/she shall have the powers expressly delegated to him/her by the Board of Trustees and shall attend the meetings of the Board of Trustees and of the Permanent Commission of the Board of Trustees with voice, but without vote.

CHAPTER FOUR

PATRIMONY AND ECONOMIC REGIME.

Article 26.- Patrimony of the Foundation

The patrimony of the Foundation may be made up of all kinds of assets, rights and obligations susceptible of economic valuation.

Both shall appear in the name of the Foundation and shall be recorded in its Inventory, which shall be incorporated into the Register of Foundations and other Registers as appropriate.

Article 27.- Endowment of the Foundation

The endowment of the Foundation shall be composed of by all the assets and rights that constitute the initial endowment of the Foundation.

By those other goods and rights that are subsequently contributed to the same with the explicit character of foundational endowment. Contributions that are not explicitly attributed as such, as well as the amounts that may be received from the users of the services provided by the Foundation, shall not have the character of foundational endowment.

Article 28.- Financing

The Foundation, for the development of its activities, shall be financed with the resources coming from the yield of its patrimony and, if applicable, with those others coming from the aids, subsidies or donations received from persons or entities, both public and private.

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Likewise, the Foundation may obtain income from its activities, provided that this does not imply an unjustified limitation of the scope of its possible beneficiaries.

Article 29.- Administration

The Board of Trustees is empowered to make the necessary variations in the composition of the patrimony of the Foundation, in accordance with the economic situation at any given time and without prejudice to requesting due authorization or proceeding to the appropriate communication to the Protectorate.

Article 30.- Financial Regime

The financial year shall coincide with the calendar year.

The Foundation, in addition to the Minutes Book, shall necessarily keep a Daily Book and a Book of Inventories and Annual Accounts and such others as may be convenient for the good order and development of its activities, as well as for the adequate control of its accounting.

In the economic and financial management, the Foundation shall be governed in accordance with the general principles and criteria determined in the current regulations.

Article 31.- Action Plan, Annual Accounts and Audit.

The Board of Trustees shall draw up and submit to the Protectorate within the last three months of each fiscal year, an action plan, which shall reflect the objectives and activities to be carried out during the following fiscal year.

The President will formulate the annual accounts, which must be approved by the Board of Trustees within six months from the closing of the fiscal year and will be submitted to the Protectorate within ten working days of their approval for their examination and subsequent deposit in the Register of Foundations.

The annual accounts, comprising the balance sheet, the profit and loss account and the annual report, form a unit, must be clearly written and show a true and fair view of the assets, the financial situation and the results of the foundation.

The notes to the financial statements shall complete, expand and comment on the information contained in the balance sheet and the income statement and shall include an inventory of the assets and liabilities.

In addition, the annual report shall include the foundation's activities, changes in its governing, management and representative bodies, as well as the degree of compliance with the action plan, indicating the resources used, their origin and the number of beneficiaries in each of the different actions carried out, the agreements, if any, that have been entered into with other entities for these purposes and the degree of compliance with the destination of income and revenues.

The foregoing documents shall be submitted to external audit, and the report thereof shall be sent to the Protectorate together with the annual accounts, when required by law.

CHAPTER FIVE

MODIFICATION, MERGER AND EXTINCTION

Article 32.- Modification of the bylaws

1.- By agreement of the Board of Trustees, the present Statutes may be modified, provided that it is in the best interests of the Foundation. Such modification shall be undertaken when circumstances have changed in such a way that the Foundation cannot act satisfactorily in accordance with its Statutes in force.

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2.- For the adoption of agreements to modify the by-laws, the favorable vote of the absolute majority of the members of the Board of Trustees present or represented shall be required.

3.- The modification or redrafting of the By-laws agreed upon by the Board of Trustees shall be communicated to the Protectorate before the public deed is granted and subsequently registered in the Register of Foundations.

Article 33.- Merger with another foundation

The Foundation may merge with one or more other foundations, subject to the agreement of the respective Boards of Trustees.

The merger agreement shall be approved with the favorable vote of the absolute majority of the members of the Board of Trustees present or represented, and shall be communicated to the Protectorate before granting the public deed, and shall subsequently be recorded in the Register of Foundations.

Article 34.- Extinction of the Foundation

The Foundation shall be extinguished for the causes and in accordance with the procedures established by the legislation in force.

Article 35.- Liquidation and adjudication of assets

1.- The extinction of the Foundation shall determine the opening of the liquidation procedure to be carried out by the Board of Trustees under the control of the Protectorate.

2.- The assets and rights resulting from the liquidation shall be destined to foundations or to private non-profit entities pursuing purposes of general interest, which have their assets affected, even in the event of their dissolution, to the attainment of those purposes and, furthermore, which are considered as entities benefiting from patronage for the purposes set forth in articles 16 to 25, both inclusive, of Law 49/2002, of December 23rd.

3. The Board of Trustees shall designate the entities receiving these assets, in accordance with the provisions of the legislation in force.

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