

FIRST TITLE GENERAL PROVISIONS

Article 1-Name and nature

With the denomination of "FUNDACION RED MADRE", is a private organization of foundational nature, non-profit, whose patrimony is affected permanently, by the will of its creators, to the realization of the aims of general interest which are listed in article 6 of these bylaws.

Article 2.-Personality and capacity

The Foundation constituted, once inscribed in the Register of foundations, has legal personality and full capacity to act, making, therefore, all those acts which are necessary for the fulfillment of the purpose for which has been created, subject to provisions in the Spanish legal system.

Article 3.-Regime

1. The Foundation has a permanent nature and its duration is indefinite.
2. The Foundation shall be governed by the Law 50/2002, of 26 December, as well as its standards development and other legal provisions in force; by the will of the founders, by these bylaws and by the rules and regulations that, in interpretation and development of the same, the Board set.

Article 4.-Nationality and domicile

The foundation that is created has Spanish nationality.

The domicile of the Foundation lies in the Marqués de Ahumada 14 street - 2nd floor (28039) Madrid, Spain

The Board may promote the change of address, through timely statutory modification, with immediate communication to the Protectorate, in the form provided for in the legislation in force.

Article 5. -Scope of action.

The Foundation will develop their activities throughout the Spanish territory.

SECOND TITLE PURPOSES OF THE FOUNDATION AND BASIC RULES FOR THE DETERMINATION OF BENEFICIARIES AND THE APPLICATION OF RESOURCES TO THE FULFILMENT OF THE FOUNDATION'S PURPOSES

Article 6.-Statutory Purposes

The Foundation of general interest purposes are:

1. Promote the granting of aid and assistance systems for free to pregnant women, both public and private.
2. Advice to women on how to overcome any conflict that can assume your pregnancy and inform them about the props or supports, both public and private, that can receive to carry pregnancies to term.
3. Promote the creation of institutions and networks of support and assistance to pregnant women.
4. Assist and support every pregnant woman so you can to carry pregnancies to term.

5. Development of sexual affective education programs in order to reduce the number of unwanted pregnancies.
6. The care and fostering of the most disadvantaged children.
7. Assistance in any of their needs to the people most disadvantaged, with special attention to the immigrant population.

Article 7.-Foundation's activities

The Foundation, for the achievement of its goals, but are non-limited and non-restrictive, can perform the following activities:

- a. The creation of a national network of support and assistance to pregnant women.
- b. The creation of a 24-hour phone service for the pregnant woman.
- c. Advice for the creation of support centers for pregnant teen and parents without resources.
- d. Specific training on responsible fatherhood and motherhood.

Article 8. -Freedom of action.

The Board shall have complete freedom to determine the Foundation's activities, aimed at the achievement of those objectives which, in view of her and in the fulfilment of its purposes, to be the most appropriate or convenient in every moment.

Article 9. -Determination of the beneficiaries.

The choice of the beneficiaries shall be made by the Board with criteria of impartiality and non-discrimination between persons who fulfil the following conditions:

- a. Be. part of the sector of the population served by the Foundation.
- b. Sue the benefit or service that the Foundation can offer.
- c. Lack of adequate means to obtain the same benefits as provided by the Foundation.
- d. Fulfil with the specific requirements which, in addition, the Board of Trustees for each convocation could agree.

Article 10.-Destination of revenues and income

1. To carry out the purposes of the Foundation should be use, at least seventy percent of the results of economic holdings and income derived from any other source, collection costs deducted, and must devote the rest to increase the foundation endowment or reserves upon agreement of the Board of Trustees. Donations received in relation to staffing will not be included in the calculation of income.
2. The Foundation may enforce this obligation in the period between the beginnings of the financial year in which obtained results and revenues and the four years following the end of this fiscal year.

THIRD TITLE **BOARD OF TRUSTEES**

Article 11.-Nature

The Board of Trustees is the Governing Body, representation and administration of the Foundation that will perform the functions that correspond, subject to provisions in the law and these statutes.

Article 12.-Composition of the “Board of Trustees”

The Board will be composed of a minimum of 3 and a maximum of 10 members. The first Board of Trustees will be appointed in the articles of incorporation.

Article 13. -Length of Term, appointment and substitution of Trustees.

Trustees shall carry out their functions for an indefinite time.

The appointment of new trustees, both to complete the maximum number of members and to fill the vacancies that occur will be the competence of the Board of Trustees. Outgoing Board members won't vote on the appointment of new Board members.

The deadline for vacancies shall be two months since the vacancy occurs.

Agreements to appoint trustees is required to be approved by half plus one of the members of the Board of Trustees.

Article 14.-Acceptance of the charge of Trustee

The Trustee will exercise their functions after having expressly accepted the position in a public document, in a private document with signature authenticated by a notary or by summons made to this effect in the register of foundations.

Also, the charge may accept before the Board, proving through certification issued by the Secretary, with a signature authenticated by a notary

In any case, the acceptance will be communicated formally to the Protectorate and shall be entered in the Register of foundations.

Article 15.-Termination of Trustees

1. The cessation of the trustees of the Foundation will occur in the following cases: death or declaration of death, as well as termination of the legal person; Disclaimer connected to due formalities; by disability, disqualification or incompatibility, in accordance with the law; termination in office by reason of which were appointed members of the Board of Trustees; by court decision.
2. Also the cessation of a trustee may occur by agreement of at least 75% of the rest of the members of the Board.
3. Renunciation may be conducted by any means and by the procedures for the acceptance of the charge of Trustee.

Article 16.-Organization of the Board

Will be appointed, among the members of the Board, a President, one or more, Vice-Chairmen.

Also, the Board shall appoint a Secretary who may be, or not, trustee. In case of not being trustee will have voice but not vote at meetings of the Board of Trustees.

Article 17.-President

Corresponds to the President to represent the Foundation in all kind of people, authorities and entities, public or private; will convene meetings of the Board of Trustees, he will preside over them, he will conduct its debates, being resolved with your vote ties in voting, and, in his case, execute agreements, being able to do so perform all sorts of acts and sign those documents required for this purpose.

Article 18.-Vice President

The Vice President shall perform the functions of the President in case of absence, illness or vacant post, and may also act on behalf of the Foundation, in those cases that are thus determined by agreement of the Board of Trustees.

Article 19.- Secretary General

Functions of the Secretary the custody of all documents belonging to the Foundation, raise records corresponding to the meetings of the Board of Trustees, to issue certifications and reports which are necessary, and all those expressly delegated. In cases of illness, absence or be vacant post, will be Secretary to the youngest member of the Board.

Article 20.-Powers of the Board of Trustees

Their competence extends to resolve incidents of everything concerning the governance, representation and administration of the Foundation, as well as the interpretation and amendment of these statutes.

Regardless of the functions that give these statutes, and without prejudice to request mandatory authorizations to the Protectorate, but are not limited, will be powers of the Board of Trustees:

- a. Exercise management, inspection, monitoring and orientation of the work of the Foundation.
- b. Interpret and develop, where appropriate, with timely complementary regulations the founding statutes and adopt agreements on modification of the same whenever it is convenient to the interests of the Foundation and the better attainment of its purposes.
- c. Resolve the opening and closing of its centers, offices and delegations.
- d. Designate General or special Attorneys, grant the necessary powers to carry them out, as well as the revocation of the same.
- e. Approve the action plan and the annual accounts.
- f. Adopt agreements on fusion, extinction and liquidation of the Foundation in the cases provided for by Law.
- g. Delegate its powers in one or more trustees, unless can be subject to delegation approval of action plan, annual accounts, the amendment of the statutes, merger and liquidation of the Foundation and acts requiring the authorization of the Protectorate.

Article 21.-Meetings of the Board and call

The Board shall meet, at least, twice a year, and as often as deemed is necessary for the smooth running of the Foundation. It corresponds to the President convene meetings of the same, or at its own initiative, well when one-third of its members request it.

Notice shall be sent by the secretary and will be sent to each of the members, at least five days in advance to the date of its execution, using a medium that allows provide a record of reception. The call shall indicate the place, day and hour of the meeting, as well as the order of the day.

Not be necessary to call upon when all trustees are present and agreed unanimously the celebration meeting.

Article 22.-Form of deliberate and take agreements

The Board of Trustees shall be validly constituted when fulfilled, at least half plus one of its members.

The agreements of the Board of Trustees will be immediately executive and shall be adopted by majority of votes of attendees. However, will require the vote of an absolute majority of the members of the Board of Trustees to approve agreements that they refer to: tampering or modification of the statutes, determining the number of Trustees of the Foundation, designation of new trustees and positions in the Board of Trustees, cessation of charges with legal or statutory cause, alienation, and assessment of the goods involved in their patrimony and termination of the Foundation.

In the event of a tie in voting on an agreement, the sense of the vote of the President shall decide on the acceptance or rejection of the same.

Meetings of the Board of Trustees is raised by the Secretary the corresponding certificate, which shall be signed by all members present and approved in the same or next meeting. Once approved, you transcribe to corresponding records book and shall be signed by the Registrar with the approval of the President.

Article 23. -Duties of the Board of Trustees.

In its action the Board shall conform to the stipulations in the legislation and the will of the founder expressed in these Bylaws.

The Board of Trustees will fulfil the foundational purposes and manages the assets and rights that make up the patrimony Foundation, fully maintaining the performance and usefulness thereof.

The Board will give enough information of the aims and activities of the Foundation, so they are known by their potential beneficiaries and other stakeholders.

Article 24.-Obligations and liability of Trustees

Among others, are obligations of trustees to ensure compliance with the aims of the Foundation, attend meetings that are convened, play the charge with the diligence of a loyal representative, maintain in good state of conservation and production goods and values of the Foundation, and in its performances meet determined in the legal provisions in force and these statutes.

Trustees will respond jointly and severally against the Foundation of the damages caused by acts contrary to the law or the statutes or those conducted without the diligence with which should play the position. They shall be exempt from liability those who voted against the agreement, and those who prove that, not having participated in its adoption and implementation, they were unaware of its existence or, knowing it, they made it convenient to avoid damage or, at least, expressly objected to that.

Article 25.-Free character of the position of Trustee

Trustees will exert its charge free of charge in any case they can perceive remuneration for the performance of its function.

Trustees shall be entitled to reimbursement of the duly substantiated expenses incurred by the performance of its function.

However, trustee may receive compensation for the performance of different functions to which they own as an trustee

FOURTH TITLE **ECONOMIC REGIME**

Article 26.-Assets of Foundation

The assets of the Foundation can be integrated by all kinds of assets, rights and obligations capable of economic assessment.

And others should appear on behalf of the Foundation and recorded in their inventory, the Register of foundations and other records that correspond.

Article 27 .-Patrimonial Foundation Endowment.

The patrimonial Foundation Endowment will be integrated for all property and rights constituting the initial endowment of the Foundation, and those others that henceforth contribute to it with that character.

Article 28.-Financing

The Foundation for the development of its activities, will be financed with resources coming performance of its patrimony and, where appropriate, with those others from subsidies, grants or donations received from individuals or entities, both public and private.

Likewise, the Foundation could obtain income by its activities, provided that this does not result in an unjustified limitation of the scope of its potential beneficiaries.

Article 29.-Administration

The Board is empowered to make necessary changes in the composition of the assets of the Foundation, in accordance with which advise the economic situation of each moment and without prejudice to the due authorization or proceed with timely communication to the Protectorate.

Article 30.-Financial regime

Fiscal year coincide with the calendar year.

The Foundation, in addition to the book of records, will be necessarily keep a logbook and an inventory book and annual accounts and those who are suitable for the good order and development of its activities, as well as for the adequate control of their accounting.

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

Article 31.-Action plan, annual accounts and audit

The Board shall develop and submit to the Protectorate in the last three months of each year, a plan of action, reflecting the objectives and activities expected to develop over the next year.

The President, or the person designated by the Board of Trustees, will formulate the annual accounts, which must be approved by the Board within the period of six months from the end of the year and will be presented to the Protectorate in the ten days following approval for its consideration and subsequent deposit in the Register of foundations.

The annual accounts comprising the balance sheet, the income statement and memory, form a unit, must be worded clearly and show the true image of assets, the financial situation and results of the Foundation.

The Activities Report will complete, expand and discuss the information contained in the Balance sheet and the Income statement and an Inventory of the assets will be incorporated.

In addition, will be included in the Activities Report of the Foundation, changes in its Governing Body, management and representation, as well as the degree of fulfillment of the plan of action, indicating the resources used, its origin and the number of beneficiaries in each of the different carried out actions, agreements, where appropriate, have been carried out with other entities for these purposes and the degree of fulfillment of the destiny of incomes and revenues.

If the Foundation meets the legal requirements, the above documents will be submitted for external audit, forwarding the protectorate the report with the financial statements.

FIFTH TITLE
MODIFICATION, MERGER AND EXTINCTION

Art-32.-Modification of statutes

- a. By agreement of the Board of Trustees, may be modified these statutes, provided that it is suitable to the interests of the Foundation. Such modification must be undertaken when the circumstances have changed so that the Foundation cannot successfully act in the pursuant to its statutes in force.
- b. The adoption of statutory modification agreements will require a quorum of voting favorably, at least four-fifths of the members of the Board of Trustees.
- c. The modification or new wording of the statutes agreed by the Board of Trustees shall be communicated to the Protectorate before granting the public deed and shall be subsequently entered in the Register of foundations

Article 33.-Merging with another Foundation

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

The merger agreement shall be adopted with the favorable vote of at least half plus one of the members of the Board and communicated to the Protectorate before granting the public deed and shall be subsequently entered in the register of foundations

Article 34. -Extinction of the Foundation.

The Foundation shall terminate due the causes, and in accordance with the procedures laid down by the current regulations.

Article 35.-Liquidation and Final awarded of credit

- a. The termination of the Foundation will determine the opening of the winding-up proceedings which will be held by the Board under the control of the protectorate.
- b. Assets and rights resulting from the settlement will go to foundations or private non-profit entities that pursue general interest purposes, which have affected their property, even to the event of its dissolution, to the achievement of those, considered as beneficiary entities of the patronage for the purposes provided for in articles 16 to 25, both inclusive, of the Law 49/2002, of 23 December. Corresponds to the Board of Trustees appoint receivers of this asset in accordance with current regulations.