

BYLAWS

CHAPTER I - NAME, ADDRESS, AREA, OBJECTS AND ACTIVITIES

Article 1 - Name

The Association named "Social de la tercera edad de Teulada-Moraira" has been founded as a non-profit entity pursuant to Organic Law 1/2002, of March 22nd, which regulates the Act of Association and Law 14/2008, of 18th November, for Associations in the Valencian Community, and under the provisions of Article 22 of the Constitution.

Article 2 - Legal Entity

The Association is a legal entity and has full ability to administer and dispose of its assets and to fulfil its set purposes.

Article 3 - Address and Area of Activity

The registered address of the Association is in Moraira-Teulada, Calle Dr Calatayud 45, post code 03724.

Postal address:
Apartado de Correos 365
03724 Moraira
Alicante

The Association primarily carries out its activities within the geographical scope of the country.

Article 4 - Objects

The Objects of the Association are:

- To promote, by means of a joint learning programme, the cultural and intellectual interests of its members
- To enrich the lives of its members by fostering and sharing knowledge and experience amongst themselves
- To encourage members to develop their intellectual, cultural and social potential through formal and leisure activities.

These Objects will be fulfilled by the provision of classes or study groups discussing different subjects imparted by members of the Association to other members. Matters discussed could be but are not limited to: Spanish language, history, photography, computer technology, gardening, travel, bridge, yoga, meditation and art.

Article 5 - Activities

In order to fulfil the objects mentioned in the previous article, the following activities will be carried out:

- Meetings of the members in specific groups, study groups, conferences, debates, trips, excursions or cultural visits.
- Obtaining books or materials necessary to achieve the objects
- Informing members of activities and advertising these activities in order to create awareness of the Association
- Holding classes on various subjects, such as Spanish language, history, photography, computer technology, gardening, travel, bridge, yoga, meditation and art.

CHAPTER II – MEMBERS

Article 6 - Eligibility

Any individual or legal entity who has an interest in the development of the Objects of the Association may, freely and voluntarily, become a member, subject to the following principles:

- a) Individuals with the capacity to act and who are not subject to any legal conditions to exercise this right.
- b) Legal minors under 14 years of age must have written consent from those who act on their behalf.
- c) Legal entities, providing they have explicit agreement from their authorising body.
- d) People who do not work on a full-time basis.

A written Membership application form should be submitted to the representative body, and this will be considered at the next meeting. If the applicant meets the requirements outlined in the statutes, the representative body cannot refuse admission.

Member status is non-transferable.

Article 7 - Rights of Members

Members have the following rights:

- a) To participate in the Association's activities and in the governing and representative bodies; to exercise their right to vote and to attend the General Assembly in accord with the Statutes. In order to be a member of the representative bodies, it is essential for the individual to be of legal age, with full use of their civil rights, and to not be subject to any of the reasons for incompatibility as established in current legislation.
- b) To be informed of the makeup of the governing and representative bodies of the Association; the balance of accounts; and the development of the activities. All this information may be accessed through the representative bodies.

- c) To be heard prior to the adoption of any disciplinary measures against them and to be informed of the actions that led up to this point and which, if necessary, justify the decision to impose a penalty.
- d) To reject decisions made by bodies of the Association which are against the Law or the bylaws.
- e) To be aware of the bylaws, regulations and rules laid down by the bodies of the Association. Furthermore, they have the right to receive a copy of the current bylaws and of the Internal Regulations of the Association, if applicable.
- f) To see the Association's account books.

Article 8 - Member Duties

Members have the following duties:

- a) To share in the goals of the Association and to cooperate in order to achieve these.
- b) To pay any fees, charges or other contributions that apply to each member pursuant to the Bylaws.
- c) Abide by and fulfil any resolutions validly adopted by the Association's governing and representative bodies.
- d) Comply with the statutory provisions and with the governing bodies of the Association.

Article 9 - Reasons for Resignation

Reasons for resigning from the Association:

- a) The individual's own volition, communicated in writing to the representative bodies. The initial equity interest and other financial contributions made can be returned (apart from membership fees), providing the capital reduction will not injuriously affect any third-parties.
- b) Not honouring the set fees by the first meeting in March.

Article 10 – Disciplinary Regulations

Members may be excluded from the Association for disciplinary reasons when they act in a way that renders them unworthy of membership. This would include actions such as:

- a) When a member deliberately prevents or impedes the fulfilment of the Association's Objects.
- b) When a member intentionally impedes the functions of the governing and representative bodies of the Association.

In any event, in order for the Governing Body to impose the penalty of exclusion from the Association, a disciplinary process must take place. This must be led by a body other than the Governing Body in order to resolve the matter and to ensure the rights of the members involved are

upheld; their right to be notified about the General Assembly, to be informed of the accusations and to appeal against these allegations.

CHAPTER III. THE GOVERNING BODY

Article 11 - The General Assembly

The General Assembly is the supreme governing body of the Association, membership of it on a basis of absolute equality is an inalienable right of all members, and it will adopt resolutions with a simple majority vote.

All members are subject to the resolutions adopted by the General Assembly, including any absent members, those dissenting or abstaining.

Article 12 - Assembly Meetings

The General Assembly will meet in ordinary session at least once a year during the fourth quarter. New members cannot participate in the General Assembly.

The General Assembly will meet in extraordinary session whenever necessary, at the request of a certain number of members who must represent 10% of the total number of members. Individuals cannot apply to be members at an Extraordinary General Assembly

Article 13 - Convening Assemblies

The General Assembly Meetings, whether ordinary or extraordinary, must be convened in writing. The convocation announcement should be made by email, on the website of the Association, in the local British press and placed in the usual locations with 15 days prior notice. If possible, all members should be summoned individually. The convocation announcement will detail the day, time and place of the meeting as well as the agenda.

The President and Secretary of the General Assembly will be chosen at the beginning of the meeting.

The Secretary will take minutes of the meeting, summarise the proceedings and the wording of any resolutions, and record the numerical result of the voting. At the beginning of each General Assembly Meeting the minutes of the previous meeting will be read for approval.

The minutes will be available to all members for consultation.

Article 14 – Authority and Validity of the Resolutions

The Assembly will be validly constituted at the first call with a minimum attendance of one third of the members in person or by proxy; and at the second call which must be held 30 minutes after the first call and in the same location, regardless of the number of attendees.

Each member of the Association will have a vote at General Assembly Meetings.

The General Assembly has authority to:

- a) Monitor the activities of the representative body and to approve their management.
- b) Examine and accept or reject the annual income and expense accounts, and the Annual Activity Report.
- c) Establish the general activities which will enable the Association to fulfil its Objects.
- d) Set out the measures required to ensure the democratic functioning of the Association.
- e) Set the ordinary or extraordinary fees.
- f) Elect the members of the representative body.
- g) Sanction or expel members at the request of the representative body
- h) Adopt resolutions in relation to:
 - The ratification of the registration of members as agreed by the representative body and formally accept the resignation of members.
 - Arrangements to join, become involved with, or resign from associations, federations or confederations, as well as the creation of and participation in coordinating bodies or other specific organisations.
 - The application for the Declaration of Public Use or Interest from the Valencian Community.
 - Agreeing to the dissolution of the Association.
 - Amendments to the Bylaws.
 - Disposal and sale of assets
 - Remuneration, if applicable, to members of the representative body.
 - Approving the Internal Regulations of the Association.
 - Any other topic not assigned to another body in the Association.

The resolutions are adopted by a simple majority vote from those present or their proxies, when the votes in favour of exceed those against. Notwithstanding, when the Assembly has been specifically convened in order to adopt resolutions related to the dissolution of the association, amendments to bylaws, disposal or sale of assets and the remuneration of the members of the representative body, a qualified majority will be required in the event the affirmative votes are over 50%.

CHAPTER IV. THE REPRESENTATIVE BODY

Article 15 - Composition of the Representative Body

The Association is ruled by, administered and represented by a representative body referred to as the Executive Committee made up of the President, Vice-President, Secretary, Treasurer and three members.

The election of the members of the representative body is done by open and secret balloting of the members of the General Assembly. The candidacies will be open, in that any member may stand, subject to the following essential requirements: being of legal age, in full use of their civil rights and not subject to any of the reasons for incompatibility established in the current legislation. Those elected for the roles of President, Secretary, Treasurer and board members are those who have had the most number of votes in that order.

The roles of President, Secretary and Treasurer should be filled by different individuals.

The execution of these roles will be voluntary. Ordinary costs and expenses incurred through the execution of their roles may be reimbursed, providing this is authorised by the President or the Treasurer. The costs incurred by the President must be authorised by the Treasurer and vice versa.

Article 16 - Duration of the Representative Body's term of office

The members of the Representative Body will carry out their role for a period of ONE year, and can be re-elected on an indefinite basis.

Any termination of office before the end of the term may be caused by:

- a) Voluntary resignation in writing explaining the reasons why.
- b) Illness which renders the member unable to fulfil their role.
- c) Resignation as a member of the Association.
- d) Penalty imposed due to an offence committed whilst executing their role.

Any vacancies in the representative body will be filled at the next General Assembly to be held. Notwithstanding, the representative body may fill the vacancy with a member of the Association on a provisional basis until the next General Assembly, providing this is for a period of no more than three months.

Article 17 - Responsibilities of the Representative Body

The representative body will have the following responsibilities:

- a) To occupy and execute the role of representative of the Association and to carry out the administration and management duties to the fullest extent under the Law, and to carry out

the resolutions adopted by the General Assembly pursuant to the laws, instructions and general directions established by the General Assembly.

- b) Adopt any resolutions required to represent the Association before public bodies in order to execute any kind of legal activity and to submit relevant appeals.
- c) Handle the admission of new members and keep an up-to-date record of all members.
- d) Propose the dues to be paid by members of the Association at the General Assembly
- e) Convene the General Assemblies and to ensure that any resolution adopted are executed.
- f) Notify the Register of Associations, within one month, of any modification to the Bylaws as agreed by the General Assembly.
- g) Submit the balance sheet and statement of account for each financial period to the General Assembly so that they can be audited, and prepare the budgets for the following financial period. The balance must be approved by an independent auditor during the year the accounts are audited or by the end of March of the following year at the latest.
- h) Keep accounts pursuant to the relevant laws which will give a faithful impression of the entity's assets, profits and financial situation.
- i) Carry out an inventory of all the Association's assets.
- j) Prepare the annual report of all activities and submit it to the General Assembly for approval.
- k) Provisionally resolve any issues not covered by the current Bylaws and raise these matters at the next General Assembly.
- l) Any other matter that is not specifically assigned to the General Assembly in these Bylaws.
- m) Co-opt members of the representative body for a maximum of 3 months
- n) Co-opt members of the sub-committees that are set up for different functions and for the period covered by that function.

Article 18 - Meetings of the representative body

The President or a proxy will convene the representative body to meet for an ordinary session. The regularity of these sessions will be decided by its members but with a maximum frequency of every 2 months. An extraordinary meeting will only occur if requested by a third of the members of the body.

The Representative Body will be validly constituted with prior notification and a quorum of half plus one of its members.

The members of the representative body are obliged to attend all meetings that are convened. They are excused from attendance for justifiable cause. In any event, the President and Secretary or their proxies must attend.

The Representative Body will make decisions based on the simple majority vote of those in attendance. In the event of a tie, the vote of the President will be the decisive vote.

The decisions of the Representative Body will be recorded in the minutes. At the beginning of each meeting the minutes of the previous session will be read for approval or correction.

Article 19 - Behaviour of the Representative Body

All members of the governing body should carry out their activities in such a way as not to harm the Association's reputation or good name.

If the rest of the members of the directive board feel that a member of the management committee has acted or failed to act in such a way as to damage the Association, the Executive Committee should act accordingly.

In the first instance, all details of the matter should be investigated by the President, Vice-President, Treasurer and Secretary. If it is deemed that the issue has been caused by a member of the Executive Committee, the remaining members along with an expert in the matter will discuss the incident.

The individual in question will be interviewed personally by the President, Vice-President, Treasurer and Secretary, unless it is one of these who are being investigated.

Minutes of the interview will be taken and, if a decision is made to penalise the individual or to take any further action, the rest of the committee will be notified. If the person does not accept that their actions were against the interests of the Association and in breach of the Bylaws, he can choose not to accept the committee's decision. In that event, the committee must convene an urgent and extraordinary session of the governing body wherein the person may explain their actions and respond to questions.

If the governing body then decide that the person has not acted in a manner befitting their role or post, a motion of confidence will be proposed, as to whether the individual will remain part of the association or not. This will be settled by a simple majority vote, with the deciding vote belonging to the President.

If there is a vote of no confidence the individual should give up their role or position.

If the individual wins the confidence motion, he will stand before the members at an ordinary or extraordinary General Assembly where the governing body will give their version of events and the individual will have the right to reply with their own explanation.

The matter will be resubmitted for voting by a simple majority and, depending on the result, the individual will remain or be removed from their role.

Unless legal action is required, the individual's removal from the committee does not mean exclusion as a member of the association.

Article 20 - The President

The President of the Association will also be the President of the representative body.

The President will carry out the following functions:

- a) The management and legal representation of the Association, via delegation to the General Assembly and the representative body.
- b) The presidency and management of debates of the governing and representative bodies.
- c) Signing the convocations for meetings of the General Assembly and representative bodies.
- d) Approving the minutes and documents prepared by the Secretary of the Association.
- e) The remaining responsibilities of the role and those delegated to the General Assembly or the representative body.

In the event of illness or absence, the President can be substituted by the Vice-president or a member of the representative body who will take on the same functions.

Article 20 - The Treasurer

The Treasurer is in charge of all the Association's resources as well as the preparation of the budgets, the balance sheet and the account statement, in order to submit them to the representative body pursuant to article 17 of these Bylaws. The Treasurer will sign receipts, quotes and other financial documents. The Treasurer will pay invoices approved by the representative body, which have been previously approved by the President. Funds will be used in the manner laid out in Article 25.

Article 21 - The Secretary

The Secretary is in charge of the Association's documentation. The Secretary will prepare and sign the minutes of the meetings of the governing and representative bodies, draw up and authorise the certificates to be issued, as well as updating the member list.

CHAPTER V - THE FINANCIAL SYSTEM

Article 22 - Initial capital and financial resources

The initial capital of this Association is valued at zero Euros.

The annual budget will be approved each year at the Ordinary General Assembly.

The Association's financial resources are derived from:

- a) The fees for members as set by the General Assembly.
- b) From official or individual grants.
- c) From donations, inheritances or legacies.
- d) From interest from the capital or other income.

Article 23 - Profits from activities

Profits deriving from financial activities, including the rendering of services, are exclusively for use in the fulfilment of the Objects of the Association, and are never to be distributed amongst the members, their spouses or partners, or parents, nor should they be granted to individuals or legal entities operating for profit.

Article 24 - Fees

All members of the Association are obliged to support it financially through fees or charges in the manner and proportion established by the General Assembly and proposed by the representative body.

The General Assembly can establish membership fees, regular monthly charges and extraordinary dues.

The financial year finishes on 31st December.

Article 25 - Use of funds

The President, Treasurer, Secretary and treasurer of the travel groups should be signatories on the current or savings accounts.

Two signatures will be needed to access funds, one of which must be the Treasurer or the President.

CHAPTER VI – DISSOLUTION OF THE ASSOCIATION

Article 26 - Reasons for Dissolution and the handling of the remains.

The Association will be dissolved:

- a) If this is agreed at a special General Assembly convened specifically for this purpose and with a vote in favour from over half those present or their proxies.
- b) For the reasons established in article 39 of the Civil Code.
- c) As a result of a legal judgment.

Article 27 - Liquidation

The dissolution of the Association is the start of the period of liquidation. Until the end of this period the Association will remain a legal entity.

The members of the representative body will become liquidators at the moment of dissolution, unless the General Assembly were to assign others, or if a judge were to make specific nominations in the event of a legal judgment.

The liquidators must:

- a) Safeguard the capital of the association and carry on the accounts.
- b) Complete any pending transactions and carry out any new ones that are required for the liquidation.
- c) Call in any debts owed to the association.
- d) Liquidate the assets and pay any creditors.
- e) Use any assets left over for the purposes established in the Bylaws, apart from any conditional contributions.
- f) Apply for removal from the listings in the relevant Register.

If the Association becomes bankrupt, the representative body, or the liquidators, must begin bankruptcy proceedings before the authorised judge immediately.

Any amount remaining after liquidation will be set aside for the “Help de Denia y Marina Alta” Association, with Fiscal Identification Number G03814753.

Members are not personally responsible for the association’s debts.

The members or directors of the governing and representative bodies, and any others who worked on behalf of the association will be responsible to the Association, to members and to third-parties for any damage caused or debts incurred through criminal, reckless or negligent actions.

CHAPTER VII – LEGAL RESOLUTION OF CONFLICTS

Article 28 - Legal resolution of conflicts

Any legal issues that may arise in relation to actions taken or resolutions adopted by the association will be resolved through arbitration, under a proceeding pursuant to the provision in Law 60/2003 of December 23rd on Arbitration, and subject to the essential principles of hearing both sides, adversarial procedure and equality between the parties.

Appendix

Legal Terminology within the Constitution

General Assembly

Monthly Meeting

Internal Regulations of the Association **General Rules of Conduct**
(called the I.R.A.)

Representative or Governing Body

The Committee

Executive Body or Committee

The Four Main Posts plus

Three others

Convocations

Notices of Meetings

First Session and Second Session (Art 14) First Call and Second Call

Note 1: In Article 13 the words “The President and Secretary of the General Assembly will be chosen at the beginning of the meeting.” This is a legal statement required by Spanish Law. We are covered by electing these posts once a year at the AGM. They do not have to be elected monthly.

Note 2: There are two Articles numbered 20 in the original Constitution document and as this is the copy which is in the process of being registered we are not in a position to change it.

Note 3: The date of this translation October 2013.