



THE UNIVERSITY OF THE THIRD AGE

U3A Teulada - Moraira

Constitution

BY-LAWS

CHAPTER I

NAME, REGISTERED OFFICE, SCOPE, AIMS AND ACTIVITIES

ARTICLE 1. NAME

Under the name of ASOCIACIÓN SOCIAL DE TEULADA - MORAIRA, a non-profit ASSOCIATION is hereby formed in accordance with the provisions of Organic Law 1/2002, of 22 March, on the Right of Association, and in conformity with Article 22 of the Spanish Constitution.

ARTICLE 2. LEGAL PERSONALITY

The Association has its own separate legal personality with full capacity to administer and dispose of its assets and to accomplish the aims for which it is set up.

ARTICLE 3. REGISTERED OFFICE AND SCOPE OF ACTIVITY

The Association shall have its registered office at Aula de Asociaciones, Calle Dr. Calatayud No. 45, 03724 Moraira-Teulada, Alicante.

The activities of the Association will be conducted mainly within the local area of Teulada - Moraira, although however they may extend beyond this area when occasion arises.

ARTICLE 4. AIMS

The aims for which this Association exists are:

- To foster the cultural and intellectual interests of its members by means of collective educational activities.
- To enrich the lives of its members by promoting the sharing of their knowledge and experience.
- To encourage members to develop their intellectual, cultural and social potential through formal and recreational activities.

All the above will be accomplished through the organization of classes or study groups in different subjects to be offered by members of the Association to other members: such subjects could include, by way of illustration and without limitation: Spanish language, history, photography, computer skills, gardening, travel, bridge, yoga, meditation and art,

ART. 5. ACTIVITIES

For the accomplishment of the aims described in the preceding article, the following activities will be conducted:

- (a) Meetings of members in appropriate groups, study groups, lectures, talks, trips, excursions or cultural visits.
- (b) Acquisition of books and materials necessary for the fulfilment of its objects.
- (c) Informing members of its activities and publicising them in order to make the Association more widely known.
- (d) Organizing classes in different subjects, including Spanish language, history, photography, computer skills, gardening, travel, bridge, yoga, meditation and art.

CHAPTER II

MEMBERS

ARTICLE 6. ELIGIBILITY

Membership of the Association is open to any individuals who are freely and voluntarily interested in furthering the aims of the Association, in accordance with the following principles:

- (a) Individuals with capacity to act and who are not subject to any legal restraint on the exercise of such right.
- (b) Unemancipated minors over fourteen years of age will require the documentarily-evidenced consent of the persons responsible for acting on their behalf.
- (c) Individuals who are not in full-time employment

A written application must be submitted to the representative body, which will decide thereon at its next meeting; provided the applicant meets the conditions established in these By-laws, the representative body may not refuse admission unless the applicant has previously been a member and has failed to pay the membership subscription.

Membership is non-transferable.

ARTICLE 7. RIGHTS OF MEMBERS

Members shall have the following rights:

- (a) To participate in the activities of the Association and in its governing and representative bodies, to exercise the right to vote and to attend the General Meetings, in accordance with these By-laws. To be eligible for election to the representative bodies it will be indispensable to be of legal age, to enjoy the full exercise of one's civil rights and not to be subject to any of the grounds of incompatibility established in the legislation currently in force.

(b) To be informed of the composition of the governing and representative bodies of the Association, as well as of its financial situation and the conduct of its activity. Members may access all this information through the representative bodies.

(c) To be granted a hearing before any disciplinary measures are taken against them and to be informed of the facts giving rise to such measures. Any decision to impose a sanction must give the reasons justifying it.

(d) To oppose any resolutions of the bodies of the Association which they believe to be contrary to the law or these By-laws.

ARTICLE 8. DUTIES OF MEMBERS

Members shall have the following

(a.) Access to email and/or the internet.

(b) To share the aims of the Association and to help accomplish the same.

(c) To pay the subscriptions, extra contributions and other amounts due from each member in accordance with these By-laws.

(d) To fulfil any other obligations arising under these By-laws.

(e) To accept and comply with the resolutions validly adopted by the Association's governing and representative bodies.

ARTICLE 9. LOSS OF MEMBERSHIP

Membership of the Association will terminate for the following reasons:

(a) By the member's own decision notified in writing to the representative bodies. A withdrawing member may not recover the membership subscriptions paid to the Association,

(b) Failure to pay the agreed subscriptions for a period of three consecutive months.

ARTICLE 10. PENALTIES

Members may be penalised by expulsion from the Association if they commit acts making them unworthy of continuing to be members. Such acts will be deemed to be committed:

(a) Where the member deliberately prevents or obstructs the accomplishment of the aims of the Association.

(b) Where he or she in any way wilfully obstructs the functioning of the governing and representative bodies of the Association.

Before the expulsion is resolved upon, however, the governing body shall conduct disciplinary proceedings in which the member concerned is granted a hearing.

CHAPTER III

THE GOVERNING BODY

ARTICLE 11. THE GENERAL MEETING

The General Meeting is the supreme governing body of the Association, is made up of all the members in their own inalienable right and on a footing of absolute equality, and adopts its resolutions on a majority or internal democracy basis.

All the members are bound by the resolutions of the General Meeting, including absentees, dissenters and those who, although present, abstain from voting.

ARTICLE 12. HOLDING OF MEETINGS

An ordinary General Meeting shall be held at least once a year, during the fourth quarter and shall be called The Annual General Meeting.

An extraordinary General Meeting shall be held whenever the representative body finds it necessary or, at the request of a number of members representing at least one-tenth of the total membership.

ARTICLE 13. NOTICE OF GENERAL MEETINGS

Notice of General Meetings, both ordinary and extraordinary, shall be given electronically and by notice. The announcements containing the notice shall be displayed in the customary places at least twenty-one days in advance. Whenever possible, the notice shall be sent to all the members individually. The notice shall specify the date, time and place of the meeting, as well as the agenda.

The General Meetings shall be conducted by the President and the Secretary.

The Secretary shall draw up the Minutes of each meeting, which shall contain an extract of the proceedings, the text of the resolutions adopted and the numerical outcome of the voting. At the beginning of each meeting the Minutes of the previous meeting shall be read out for approval or otherwise.

Open Meetings to be notified electronically and notices displayed in the customary places. Also advice of the General meetings will be published on the Association's web site.

ARTICLE 14. RESPONSIBILITIES OF THE GENERAL MEETING AND VALIDITY OF ITS RESOLUTIONS

The Meeting shall be validly constituted, on first call, if attended by a minimum of one-third of the members present in person or by proxy and on second call, regardless of the number of members attending, it shall be held half an hour after the first call and in the same place.

At General Meetings each member of the Association shall be entitled to one vote.

The General Meeting shall be responsible for:

- (a) Approving, if thought fit, the action taken by the representative body.
- (b) Examining and approving or rejecting the annual income and expense accounts for the year as well as the Annual Report of activities.
- (c) Laying down the general action guidelines enabling the Association to accomplish its aims.
- (d) Taking all steps designed to ensure the democratic functioning of the Association.
- (e) Determining the ordinary or extraordinary subscriptions.
- (f) Appointing and dismissing the members of the representative body.
- (g) Expelling members, upon the proposal of the representative body.
- (h) Setting up and joining federations.
- (i) Applying for a declaration of public utility.
- (j) Winding up the Association.
- (k) Adopting and amending these By-laws.
- (l) The allocation and disposal of assets.
- (m) All services are voluntary and given without remuneration.

Resolutions shall be adopted by a simple majority of the members present in person or by proxy. i.e. where the votes in favour exceed those against. However, a qualified majority (i.e. where the votes in favour exceed one-half) of the persons present or represented shall be required for resolutions relating to the dissolution of the Association, the amendments of the Bye-laws, the allocation or disposal of assets, provided the General Meeting in question has been expressly convened for the purpose.

CHAPTER IV

THE REPRESENTATIVE BODY

ARTICLE 15. COMPOSITION OF THE REPRESENTATIVE BODY

The Association shall be governed, administered and represented by a representative body known as the Governing Board or Committee, made up of the President, the Vice-President, the Secretary, the Treasurer and, a minimum of three ordinary members.

Election to office on the representative body shall be by a free ballot of the members of the General Meeting unless the majority of the members wish to hold a secret ballot. Candidacies shall be open, that is to say, any member satisfying the following indispensable requirements may stand for election, namely, being of legal age, having the full use of his or her civil rights and not being subject to any of the grounds of incompatibility contemplated in the legislation currently in force. The positions of President, Vice-President, Secretary, Treasurer and ordinary members shall be filled by the candidates who have obtained the greatest number of votes, in that order.

The offices of President, Vice-President, Secretary and Treasurer must be held by different persons.

None of the offices on the representative body is remunerated. They will be entitled to be re-imbursed reasonable expenses incurred in the pursuit of their duties. Such re-imburement shall be authorised by the President or, in the case of expenses incurred by the President, shall be authorised by the Treasurer.

ARTICLE 16. TENURE OF OFFICE ON THE REPRESENTATIVE BODY

The members of the representative body shall hold office for a term of ONE years and may be re-elected indefinitely. Vacation of their office before the expiration of the regulation term may be due to:

- (a) Voluntary resignation submitted in writing and stating the reasons.
- (b) Illness entailing incapacity to discharge the office.
- (c) Loss of membership of the Association.
- (d) A penalty imposed for a fault committed in the discharge of the office.

Any vacancies occurring in the representative body shall be filled at the next General Meeting held. The representative body may, however, provisionally appoint a member of the Association to fill the vacant office until the next General Meeting.

ARTICLE 17. POWERS OF THE REPRESENTATIVE BODY

The representative body shall have the following powers:

- (a) To hold and exercise the representation of the Association, to conduct the management and administration to the fullest extent recognized by law and to carry out the decisions adopted by the General Meeting in accordance with the rules, instructions and general guidelines laid down by the General Meeting.
- (b) To adopt the necessary resolutions to appear before any public agencies to exercise all manner of legal actions and to lodge the pertinent appeals.
- (c) To resolve as to the admission of new members, and to keep an updated list of all the members.

- (d) To propose to the General Meeting the subscriptions to be paid by the members of the Association.
- (e) To convene the General Meetings and ensure that the resolutions adopted thereby are carried out. In particular, as regards resolutions relating to the amendment of these By-laws, the text of the amendment shall be notified to the Register of Associations within one month from the date on which the Meeting convened for the purpose was held.
- (f) To submit to the General Meeting for approval the balance sheet and statement of accounts for each year and to draw up the budgets for the following year.
- (g) To keep the accounts in accordance with proper standards faithfully reflecting the capital, income and expenses and financial situation of the Association.
- (h) To keep an inventory of the assets of the Association.
- (i) To draw up the annual report of activities and submit the same to the General Meeting for approval.
- (j) To adopt a provisional decision on any matter not contemplated in these By-laws and to report thereon to the next following General Meeting.
- (k) Any other power not specifically vested by these By-laws in the General Meeting.
- (l) To appoint and remove honorary members and collaborating members of the Association.

ARTICLE 18. MEETINGS OF THE REPRESENTATIVE BODY

The representative body, previously convened by the President or acting President, shall hold an ordinary meeting as often as its members decide but in no case less frequently than every two months. An extraordinary meeting shall be held whenever requested by one-third of its members.

The representative body shall be validly constituted if due notice has been given and a quorum of one-half plus one of its members is present.

The members of the representative body are required to attend all the meetings convened but may excuse their attendance on justified grounds. In any event, the attendance of the President, Treasurer and Secretary, or their substitutes, shall be necessary.

The decisions of the representative body shall be adopted on the vote of a simple majority of those attending. In the event of a deadlock, the President shall have a casting vote.

The resolutions of the representative body shall be written up in the minutes book. At the commencement of each meeting the minutes of the previous meeting shall be read out for approval or correction.

ARTICLE 19. THE PRESIDENT

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

The President shall have the following responsibilities:

- (a) The management and legal representation of the Association, by delegation of the General Meeting and of the representative body.
- (b) Chairing and leading the discussions of the governing and representative bodies.
- (c) Signing the notices convening the General Meeting and the meetings of the representative body.
- (d) Countersigning the minutes and resolutions drawn up by the Secretary of the Association.
- (e) All such other duties as pertain to the office as well as those delegated to the President by the General Meeting.

The President shall be replaced, in the event of absence or illness, by the Vice-President or the senior member of the Governing Board.

ARTICLE 20. THE TREASURER

The Treasurer shall be responsible for the custody and control of the funds of the Association, as well as for drawing up the budget, the balance sheet and the statement of accounts for submittal to the representative body, as provided in Article 17 of these By-laws. He shall keep a Cash Ledger. He shall sign the receipts, subscriptions and other cash documents. He shall pay the invoices approved by the representative body, which must be previously countersigned by the President. Funds shall be drawn upon in the manner determined in Art. 25.

ARTICLE. 21. THE SECRETARY

The Secretary shall be in charge of the documentation of the Association, shall draw up and sign the minutes of the governing and representative bodies, shall prepare and certify any certificates required to be issued and shall maintain and keep up to date the Register of Members.

CHAPTER V

FINANCES

ARTICLE 22. INITIAL CAPITAL AND FINANCIAL RESOURCES

There is no initial capital in this association

The annual budget shall be approved each year by the Annual General Meeting.

The financial resources of the Association shall comprise:

- (a) The members' subscriptions fixed by the General Meeting.
- (b) Official or private subventions.
- (c) Donations, inheritances and/or legacies.
- (d) The yield produced by the capital, or any other income it may obtain.

ARTICLE 23. PROFIT ON ACTIVITIES

The profit obtained from the conduct of economic activities, including the furnishing of services, shall be applied exclusively to the accomplishment of the aims of the Association, and may in no case be distributed to the members, or to their spouses or persons cohabiting with them in a similar relationship, or to their relatives, or gratuitously assigned to individuals or legal entities operating for gain.

ARTICLE 24. SUBSCRIPTIONS

All the members are required to support the Association financially by the payment of subscriptions or extra contributions, in such manner and proportion as is determined by the General Meeting upon the proposal of the representative body.

The General Meeting may establish admission fees, periodical monthly subscriptions and extraordinary contributions.

The financial year shall end on the thirty-first of December.

ARTICLE 25. WITHDRAWAL OF FUNDS

The current accounts or savings books opened at credit institutions shall record the signature of the President, Vice-President and the Treasurer.

For the withdrawal of funds, two signatures shall be sufficient, one of which must necessarily be that of the Treasurer or the President.

CHAPTER VI

DISSOLUTION OF THE ASSOCIATION

ARTICLE 26. CAUSES OF DISSOLUTION

The Association shall be dissolved:

- a) If so resolved by the General Meeting expressly convened for this purpose, with the vote in favour of more than one-half of the members present in person or by proxy.
- (b) Due to the causes contemplated in Article 39 of the Civil Code.
- (c) By a final judicial decision.

ARTICLE 27. LIQUIDATION AND APPLICATION OF SURPLUS

The dissolution of the Association will give rise to the liquidation period, until the completion of which the Association will retain its legal personality.

The members of the representative body at the time of dissolution will become the liquidators, unless the General Meeting appoints others, or unless a court decision, if any, directs otherwise.

The liquidators shall be responsible for:

- (a) Ensuring the integrity of the capital of the Association.
- (b) Concluding any outstanding transactions and undertaking such new transactions as may be required for the purposes of liquidation.
- (c) Collecting the credits of the association.
- (d) Liquidating the assets and paying off the creditors.
- (e) Applying the surplus assets of the Association to the purposes contemplated in these By-laws.
- (f) Requesting cancellation of the entries on the appropriate Register.

In the event of insolvency of the Association, the representative body or, as the case may be, the liquidators shall immediately apply to a court of competent jurisdiction for the inception of insolvency proceedings.

If any net surplus should remain, it shall be applied to purposes compatible with the non-profit character of the Association, and specifically to HELP OF DENIA ASSOCIATION , CIF G03814753.

Members are not personally liable for the debts of the Association.

The members of the governing and representative bodies and other persons acting for and on behalf of the Association shall be liable to the Association, the members and third parties for any damage caused and any indebtedness incurred as a result of malicious, culpable or negligent actions.

CHAPTER VII

SETTLEMENT OF DISPUTES

ARTICLE 28. SETTLEMENT OF DISPUTES

In accordance with the provisions of Art. 40 of Organic Law 1/2002, of 2 March, on the Right of Association, any disputes arising in connection with the private-law activities of the Association and its internal functioning shall fall within the jurisdiction of the Civil Courts.

The decisions and actions of the Association may be challenged by any member or person evidencing a legitimate interest. Members may challenge any resolutions and actions of the Association which they believe to be contrary to the By-laws within forty days from the date of adoption thereof, requesting their rectification or annulment and, where applicable, the provisional suspension thereof, or combining both requests in accordance with the formalities contemplated in the Code of Civil Procedure.

Nevertheless, disputes may also be settled out of court by arbitration proceedings conducted in accordance with the provisions of the Arbitration Act (Law 36/1988, of 5 December), subject to compliance in all cases with the essential principles of hearing, contradiction and equality as between the parties.

ADDITIONAL PROVISION

In all matters not contemplated in the By-laws and in the resolutions validly adopted by the governing and representative bodies of the Association,

Organic Law 1/2002, of 22 March, on the Right of Association, and related legal provisions, shall be secondarily applicable.

In Teulada-Moriara, on 14th February 2009