

# STATUTES 2013

---

## CHAPTER I

### NAME, ADDRESS, AMBIT, OBJECTIVES AND ACTIVITIES

#### ARTICLE 1. NAME

Under the name SOCIAL ASSOCIATION OF THE THIRD AGE OF JAVEA, a non-profit making ASSOCIATION is formed in accordance with the provisions of the Ley Organica 1/2002 of the 22 March regulating the Law of Associations, and under the protection of that which is stated in Article 22 of the Constitution.

#### ARTICLE 2. LEGAL ENTITY

The Association is a legal entity with full capacity to administrate and to make use of their assets and to fulfil their stated objectives.

#### ARTICLE 3. ADDRESS AND AMBIT

The Association establishes its social address as:  
c/o LexTex Consulting, Carrer d'Avall, 03730 Jávea.

The Association will carry out its activities mainly in Jávea, without prejudice to it functioning outside of this area whenever the occasion may arise.

#### ARTICLE 4. OBJECTIVES

The objectives of this Association are:

1. To facilitate the cultural and intellectual interests of the members by means of common learning.
2. To enrich the lives of the members by promoting and sharing knowledge and experiences with one another.
3. To encourage the members to develop their intellectual, cultural and social potential through formal activities and recreation.

All of this will be done through the teaching of classes or groups on different subjects by members of the Association to the other members: for example, the said subjects may be: the Spanish language, history, photography, computing, gardening, travel, bridge, yoga, meditation, art etc. which will be free for all the members except for any necessary expenses incurred.

#### ARTICLE 5. ACTIVITIES

In order to fulfil the objectives listed in the previous article, the following activities will be undertaken:

- a) Meetings of the members of the pertinent groups, study groups, conferences, talks, trips, excursions or cultural visits.
- b) The acquisition of necessary books and materials to fulfil the objectives.
- c) Informing members about the activities and advertising them in order to raise awareness within the Association.

## CHAPTER II

### MEMBERS

#### ARTICLE 6. ELIGIBILITY

Any person or legal entity that has an interest in the development of the objectives of the Association can freely and voluntarily join, in accordance with the following principles:

- a) The person must have the ability to act on their own behalf, and must not be subject to any legal condition over the exercising of this right.
- b) Individuals who are over the age of twenty five (25).

A written request must be presented to the membership secretary, who on confirming that all details are correct, may issue a membership card to the applicant confirming acceptance of membership. From time to time, the Executive Committee may direct that applications for membership be withheld until such time as their acceptance or non-acceptance can be confirmed by the Executive Committee, dependent upon the needs of the Association.

Membership is not transferable.

#### ARTICLE 7. RIGHTS OF THE MEMBERS

Members shall have rights as follows:

- 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 Assembly in accordance with the statutes. In order to be a member of the representative bodies it is essential that they can avail themselves fully of all their civil rights and not be subject to any of the grounds of incompatibility established in the legislation currently in force.
- b) To be informed about the composition of the governing and representative bodies of the Association, the state of its accounts and the content and conduct of its activities. All information may be accessed through the Executive Committee, or the official website of the Association, or the newsletter.
- c) To have their say prior to the adoption of disciplinary measures against them and to be informed of the events which have led to such measures being taken. Any decision to take disciplinary measures against a member must also include the underlying reasons justifying it.
- d) To challenge the rulings of the Association which they deem to be contrary to the law or these statutes.

#### ARTICLE 8. DUTIES OF MEMBERS

The duties of members are:

- a) To share in the objectives of the Association and collaborate fully to achieve them.
- b) To pay the fees, levies and other contributions that, according to the statutes, are applicable to each member.
- c) To fulfil any other obligations arising from these statutes.
- d) To accept and comply with the resolutions validly adopted by the Association's governing and representative bodies.

## ARTICLE 9. REASONS FOR CANCELLATION OF MEMBERSHIP

Reasons for the cancellation of membership are:

- a) By the free will of the interested party, communicated in writing to the Executive Committee.
- b) Non-payment of the fixed fees/subscriptions if this continues for a period of 2 consecutive months.
- c) Anyone cancelling their membership may not recover the membership subscriptions previously paid to the Association.

## ARTICLE 10. PENALTIES

The termination of membership for a member of the Association will take place if they commit any act which would make them unworthy to continue as members.

The following are examples of such acts:

- a) When the member deliberately impedes or creates obstacles as regards the accomplishment of the objectives of the Association.
- b) When the member in any way intentionally hinders the functioning of the governing and representative bodies of the Association.

In any event, in order for the governing body to agree to the termination of membership, there will have to be disciplinary proceedings involving a meeting with the affected member.

## CHAPTER III

### THE GOVERNING BODY

#### ARTICLE 11. THE GENERAL ASSEMBLY

The General Assembly is the supreme governing body of the Association, formed by those holding membership of the Association in their own right and absolute equality, which will adopt its decisions by majority vote or internal democracy.

All members will be subject to the decisions of the General Assembly, including absentees, dissidents and those who are present but who abstain from voting.

#### ARTICLE 12. ANNUAL GENERAL MEETING OF THE GENERAL ASSEMBLY

The General Assembly will meet in ordinary session a minimum of once a year, during the first quarter of the year. A minimum of six days' notice will be given.

The General Assembly will meet in extraordinary session as and when it is necessary and called for by a minimum of 10% of the members of the Association. The notice of the meeting will be placed in the customary areas in advance. As far as is possible, all members of the Association will be summoned individually. The summons will state the day, time and place of the meeting, and will also give the agenda.

#### ARTICLE 13. CONVENING A GENERAL MEETING

Meetings of the General Assembly, both ordinary and extraordinary, must be summoned in writing, either by E Mail or by written notice in the Newsletter of the Association.

The meetings of the General Assembly will be directed by the President and the secretary.

The secretary will draft the minutes of each meeting which will reflect an extract of the deliberations, the text of the decisions that have been adopted, and the numerical result of the votes. At the beginning of each meeting of the General Assembly the minutes of the previous meeting will be submitted for approval.

## ARTICLE 14. COMPETENCIES AND VALIDITY OF THE DECISIONS

The General Assembly will be validly formed at the first convening with the attendance of a minimum of one third of the members present or represented; and a second convening, however many people are there, will have to be held half an hour after the first one and in the same place.

At the Annual General Meeting, each member of the Association will have one corresponding vote.

The competencies of the General Assembly are:

- a) To approve, where appropriate, the management of the Executive Committee.
- b) To examine and approve or reject the annual budgets of income and expenditure and the Annual Report of activities.
- c) To establish the general lines of conduct to permit the Association to achieve its objectives.
- d) To decide all the measures designed to guarantee the democratic functioning of the Association.
- e) To fix ordinary and extraordinary fees.
- f) To choose and dismiss the members of the Executive Committee.
- g) The expulsion of members at the proposal of the Executive Committee.
- h) The constitution of federations and integration into them.
- i) The dissolution of the Association.
- k) The modification of statutes.
- l) The disposition and transfer of assets.
- m) To confirm agreement that all services of the Executive Committee are voluntary and given without remuneration.

Decisions on the above will be taken by a simple majority vote of the persons present or represented, when the affirmative votes exceed the negative ones. However, a qualified majority of persons present or represented, i.e. when the affirmative votes exceed half of the overall vote, will be required when dealing with the decisions concerning dissolution of the Association, the modification of statutes, the disposition and transfer of goods, and the remuneration of the members of the Executive Committee, provided the General Assembly has been convened specifically for this purpose.

## CHAPTER IV

### THE REPRESENTATIVE BODY

#### ARTICLE 15. COMPOSITION OF THE REPRESENTATIVE BODY

The Association will be governed, administered, and represented by the representative body called the Executive Committee, formed by the President, Vice President, Secretary, Treasurer and a minimum of 3 ordinary elected Members.

The election of the members of the Executive Committee will be by a free ballot of the members of the General Assembly. The candidatures will be open, i.e. any member of the Association may present himself/herself and the essential requisites are: being of legal age, being in full use of civil rights and to have none of the incompatibilities established in the applicable legislation.

The posts of President, Vice President, Secretary and Treasurer must fall upon different people.

No member may hold a post on the Executive Committee if they are also holding a post on an Executive Committee or equivalent of any other U3A Association.

#### ARTICLE 16. DURATION OF THE MANDATE OF THE EXECUTIVE COMMITTEE

The members of the Executive Committee will exercise their posts during a period of 1 year. The elected representatives can stand for election each year. The cessation of a post before the end of the term may be due to:

- a) Voluntary resignation presented in writing.
- b) Illness causing incapacity to fulfil the post.
- c) Loss of membership from the Association

Vacancies created in the Executive Committee will be filled at the next meeting of the General Assembly. However, the Executive Committee will be able to provisionally appoint a member of the Association to fill the post until the next General Assembly meeting.

#### ARTICLE 17. COMPETENCIES OF THE EXECUTIVE COMMITTEE

The Executive Committee possesses the following faculties:

- a) To exercise the representation of the Association and to carry out the directorship and administration in the broadest sense that is recognised by law, and to complete the decisions taken by the General Assembly in accordance with the approved statutes that the General Assembly establishes.
- b) To take the necessary measures for the appearance before public organisations, for the exercising of all types of legal actions and to lodge the pertinent appeals.
- c) To resolve issues arising about the admission of new members, updating the official record of all members.
- d) To propose to the General Assembly the subscriptions to be paid by the members of the Association.

- e) To convene the General Assembly and ensure that the decisions adopted by them are completed. In particular when referring to decisions about the modification of statutes, it must notify the Registry of Associations of the contents of the modifications within 1 month from the meeting of the General Assembly in question.
- f) To present the balance sheet and the statement of the accounts at the Annual General meeting and to prepare the budget for the following year.
- g) To manage the accounts in accordance with standard accountancy practice.
- h) To maintain an inventory of the goods belonging to the Association.
- i) To submit an Annual Report of Activities to the General Assembly for approval.
- j) To provisionally resolve any case not covered in the current statutes and report the outcome of this to the next meeting of the General Assembly.
- k) Any other power not specifically attributed to the General Assembly in the statutes. To appoint and/or dismiss honorary members and external advisors of the Association as and when required.

#### ARTICLE 18. MEETINGS OF THE EXECUTIVE COMMITTEE

The Executive Committee, previously convened by the president or by his/her substitute, will meet in ordinary session as often as its members decide, but in no case less frequently than every three months. It will meet in extraordinary session if one third of its members request it to do so.

The Executive Committee will be validly constituted if due notice has been given, and a quorum of half plus one of its members is present.

The members of the Executive Committee are obliged to attend all the meetings that are called but will be excused for well justified reasons. In any event, the attendance of the President, Treasurer, and the Secretary or their substitutes, will always be necessary.

The Executive Committee will take decisions by simple majority vote of the attendees. In the event of a draw, the President's vote will be the deciding factor. The decisions of the Executive Committee will be recorded in the book of minutes. At the beginning of each meeting the minutes of the previous session will be read so that they can be approved or amended.

#### ARTICLE 19. THE PRESIDENT

The President of the Association will also be the president of the Executive Committee. The President has the following responsibilities:

- a) Provide leadership and legal representation of the Association through the delegation of the General Assembly and the Executive Committee.
- b) The presidency and the chairing of debates of the governing and representative bodies.
- c) To sign the notice of a meeting of the General Assembly or the Executive Committee.
- d) To sign minutes of meetings submitted by the secretary and approved by the representative and governing bodies as appropriate.
- e) To endorse the acts and the certificates prepared by the vice president of the Association when approval has been given.

- f) All remaining attributes belonging to the post and those which the General Assembly or the Executive Committee delegate to him/her.

In the case of absence or illness, the president will be substituted by the vice president or the longest serving member of the Executive Committee.

## ARTICLE 20. VICE PRESIDENT

The responsibilities of the Vice President are as follows:

- a) To draft and submit the certifications that are to be issued by the Association for authorisation by the General Assembly or Executive Committee.
- b) To organise and arrange suitable venue(s) for meetings of the members of the General Assembly and the Executive Committee.
- c) To organise speakers for the meetings of the General Assembly as appropriate.
- d) To lead working groups as and when requested to do so by the president or Executive Committee.
- e) To liaise with the webmaster monitoring the development, maintenance, and update of the Jávea U3A website, acting as his spokesperson on the Executive Committee as and when necessary.
- f) To liaise with the Care and Share Team assisting in the performance of their functions, and acting as their spokesperson on the Executive Committee as and when necessary.
- g) To deputise for the President in his/her absence.

## ARTICLE 21. THE TREASURER

The Treasurer will have custody and control of the Association's funds and accounts. He/she will be responsible for the following:

- a) Preparing the statement of accounts and balance sheet as follows:
  - 1) Presentation of the statement of accounts and balance sheet to an independent auditor, as appointed by the Executive Committee, for auditing and approval.
  - 2) Presentation of the approved and audited accounts to the Executive Committee for confirmation and signature by the President.
  - 3) Presentation of these accounts to the General Assembly.
- b) Drawing up the Association annual budget.
- c) Managing and accounting for Association funds.
- d) To undertake the monthly reconciliations to both the bank balance and to petty cash.
- e) Signing all receipts, quotas, and other treasury documents.
- f) The payment of invoices approved by the Executive Committee, travel, or group co-ordinator.
- g) The control and withdrawal of funds in accordance with the provisions detailed in Article 27.
- h) Update accounts with details of changes to membership payments in accordance with information provided by the Membership secretary.

## ARTICLE 22. THE SECRETARY

The secretary will be responsible for the following secretarial functions of the General Assembly and the Executive Committee:

- a) The writing and distribution of notices calling for meetings as directed by the President.
- b) The drafting and distribution of agendas for meetings.
- c) The taking and recording of minutes of the governing and representative bodies. These minutes must be approved as a true record of the proceedings held at the next meeting, and duly signed by the secretary and the president following such approval.
- d) Following decisions taken and endorsements given at the Annual General Meeting of the General Assembly, to update the statutes and submit them to the Generalitat Valencia - Conselleria Justica Interior Y Administraciones Publicas - in Alicante, and to the governing body in Jávea, to formally record the changes made to the provisions there-in.
- e) To take minutes at the group leaders meetings and to distribute as appropriate to group team, committee, and group leaders.

## CHAPTER V

### FINANCES

#### ARTICLE 23. INITIAL NET WORTH AND FINANCIAL RESOURCES.

The initial net worth of this Association is valued at five hundred euros.

The annual budget will be approved each year in the annual meeting of the General Assembly. The economic resources of the Association will come from:

- a) The fees fixed by the General Assembly and paid by its members.
- b) Official or individual grants.
- c) Donations, inheritances and or legacies.
- d) The income from the net worth or other revenue that may be obtained.

#### ARTICLE 24. PROFITS FROM THE ACTIVITIES.

The profits obtained or derived from the exercising of economic activities, including the provision of services, will be exclusively used for the completion of the objectives of the Association. Under no circumstances will they be shared out between members or their spouses or people who live with them in a similar emotional relationship, or between their relatives, nor will they be shared out freely to other persons or legal entities with profitable interests.

#### ARTICLE 25. FEES

All members of the Association are obliged to financially support it through payment of fees or levies, in the way and proportion as is determined by the General Assembly at the proposal of the Executive Committee.

The General Assembly can establish registration fees, monthly membership fees and extraordinary fees.

The economic period will end on the 31<sup>st</sup> December each year.

#### ARTICLE 26. WITHDRAWAL OF FUNDS

The signature of the President, the Vice President, the Treasurer and the Deputy Treasurer must appear in the current accounts and savings books open in credit establishments. In order to be able to make use of funds, two signatures will be sufficient, of which one must be either the Treasurer or the President.

## CHAPTER VI

### DISSOLUTION OF THE ASSOCIATION

#### ARTICLE 27. CAUSES OF DISSOLUTION AND HAND OVER OF THE RETAINED EARNINGS.

The Association may be dissolved:

- a) If the General Assembly decides so, after having been specially convened to discuss it and with a favourable vote of more than half of the persons present or represented.
- b) For the reasons determined in Article 39 of the Civil Code. (\*\*\*) see end)
- c) By judicial ruling.

#### ARTICLE 28. LIQUIDATION

On dissolution of the association the period of liquidation will begin and the entity will continue as a legal entity until the end of this period.

At the moment of dissolution the members of the Executive Committee will become the liquidators unless the General Assembly designates any others, or in some cases a judge will decide.

The liquidators must:

- a) Look after the capital resources of the association in their entirety.
- b) Conclude any outstanding business and carry out any business necessary for the liquidation.
- c) Receive the association's credit payments.
- d) Liquidate the capital resources and pay any creditors.
- e) Share out any association goods left over to members.
- f) Request the cancellation of the entry in the appropriate Registry.

In the case of insolvency of the association, the Executive Committee, or in some cases, the liquidators must immediately apply to a court of competent jurisdiction for the inception of insolvency proceedings.

If any net surplus should remain, it will be used for purposes compatible with the non-profit character of the Association, given to a charity as chosen by the Membership at that time.

The members will not be held personally responsible for the debts incurred by the association.

The members or title holders of the governing and representative bodies, and any other persons who work in the name and representation of the association, will answer to the association, the members and any third parties for damage caused and debts incurred through fraudulent, deceitful or negligent acts.

## CHAPTER VII

### RESOLUTION OF CONFLICTS

#### ARTICLE 29. RESOLUTION OF CONFLICTS

In accordance with that stated in Article 40 of the Ley Organica 1/2002 of the 22nd March, the regulating statute of the Law of Associations, any litigious matters that may arise in relation to the private legal business of associations and their internal functioning will fall within the jurisdiction of the civil courts.

The decisions and proceedings of associations may be contested by any member or person who can accredit their legitimate interest. The members will be able to oppose decisions and proceedings of the association which it considers contrary to the statutes, within 40 days from the date of the adoption thereof, requesting its rectification or annulment and where applicable, the preventative suspension in each case, or combining both claims through the processes established in the Law of Civil Justice.

Members wishing to initiate proceedings under this provision may obtain copies of the statutes of the Association on application to the Executive Committee. Never-the-less, disputes may also be resolved out of court through the arbitration processes and procedures conducted in accordance with the provisions of the Arbitration Act (Law 60/2003 dated 23rd December), and always being subject to the compliance in all cases with the principles of hearing, contradiction, and equality between the parties.

#### ADDITIONAL PROVISION

As a subsidiary to these Statutes and to the decisions validly adopted by the governing and representative bodies, with everything that is not foreseen in these current statutes the Ley Organica 1/2002 of 22nd March regulating the Law of Associations and any additional dispositions will be applied.

In Jávea, March 2013.

*\*\*\* Article 39 of the Civil Code (briefly) describes what would happen to any assets of the Association should the Statutes not provide for this. The assets of any dissolved Association would be used to increase the assets of a similar Association in the Municipality or Region or State.*