

Palmeras de Altea

*STATUTES – Translated from the original Spanish version by Bob Gregory – Secretary at April 2011
The Original Spanish Version shall be the Definitive Version. (1st revision as per 25th March 2017).*

CHAPTER I. NAME, DOMICILE, SCOPE, AIMS AND ACTIVITIES.

Article 1. Name

Name is the Association called *Paldalt, Palmeras de Altea* which meets the provisions of Organic Law 1/2002, dated March 22 regulating the right of association and Law 14/2008 dated November 18 for Associations in the Comunitat Valenciana, and pursuant to the provisions in article 22 of the Constitution, is a non-profit organisation.

Article 2. Legal Capacity

The Association has its own legal basis and has full capacity to act in administering and disposing of their assets in meeting the purposes for which it is proposed.

Article 3. Address and Jurisdiction

The domicile of the Association shall initially be vested at the urbanization La Galera de Las Palmeras, Calle El Puput Bajo, Buzon 144, 03599 Altea (Alicante). The Association shall carry out its activities primarily within the territory of the Valencian Community.

Article 4. Purposes

The purposes of the Association shall be those endeavours which are in the interests of the residents of the urbanization La Galera de Las Palmeras, Altea (Alicante), and the Association will be empowered to work with any public and private body within the framework of existing laws to achieve its agreed goals.

Article 5. Activities

All activities in fulfillment of the purposes listed in the previous article, and will include the following activities - regular meetings of members and its Board of Directors when it will decide those actions which members shall deem pertinent.

CHAPTER II. AFFILIATED MEMBERS

Article 6. Rights of Action

The Association shall be open to all those persons who have an interest in the development of the objectives of the Association in accordance with the following principles:

- (a) individuals with capacity to act, and that are not debarred by any legal restriction from their right of exercise;
- (b) minors of less than 14 years of age, must be furnished with consent by parent(s) or those acting in loco parentis;
- (c) legal entities only with prior express agreement of the Board of Directors.

Any of those aforementioned must render such request, in writing, to the Board which will address this matter at the next convened meeting of the Association and if the applicant meets the conditions required in the statutes, the Board is not entitled to deny the admission. Such right of membership cannot be denied.

Article 7. Rights of Members

Members are accorded the following rights:

- (a) to participate in the activities of the Association and in the organs of government and representation, so as to exercise their right to vote, as well as to attend any General Meeting in accordance with the Statutes.

In order to be a member of the Board, persons must be 18 years of age or over, be in unrestricted use of their civil rights and not having been prosecuted in law on the grounds of having failed to meet established and existing legislation;

- (b) to be informed about the composition of the Board and structure of the Association, of their state of their financial accounts and the progress of the Association's activities. They will be able to access all such information through representation to The Board;
- (c) to be given clear voice at General Meetings so as to permit free opinion prior to the adoption of any disciplinary measure and be informed as to the reasons for such measure and resulting sanction;
- (d) to challenge any new agreements proposed by The Board that are deemed contrary to law or to the Statutes;
- (e) to be fully aware of the statutes and regulations and rules of operation approved by the Board. Members also have the right to obtain a copy of the Statutes in force and any other regulations deemed relevant by The Board, if such exists;
- (f) to be permitted scrutiny of the financial accounts and records of the Association.

Article 8. Duties of Members

Members are obliged to:

- (a) share the aims of the Association and work together for the achievement of same;
- (b) pay the current membership fees, apportionment and any other contribution, which, in accordance with the Statutes, may be incumbent upon any individual member;
- (c) abide by and comply with those agreements validly adopted by the Board in General Assembly;
- (d) meet statutory provisions.

Article 9. Cessation of Membership

The following will lead to cessation of membership:

- (a) the member's voluntary resignation by writing to the Board of Directors;
- (b) for not paying membership fees.

Article. 10 Penalties

The dismissal of members of the Association by any sanction will take place if they commit acts that make them unworthy of continuing to belong to the Association. Such acts will include:

- (a) deliberate prevention of the fulfillment of the Association's social purposes;
- (b) intentional impeding of the functioning of the Board and General Assembly of the Association.

The imposition of penalties of removal will require a disciplinary enquiry constituted by the Board and notified to the General Assembly. Such proposal for dismissal, if endorsed, will be valid for a period of limitation of infringements and penalties of up to 3 years.

CHAPTER III. THE GOVERNING BODY.

Article 11. The General Meeting

The General Meeting shall be the supreme organ of government of the Association and will be composed of all persons who are associated in their own right with absolute and inalienable equality, which shall adopt any agreement by the principle of majority vote and the principles of internal democracy. All members shall be subject to the agreements of the General Meeting, even those who are absent and vote by proxy, those who vote against and those who, whilst present, have abstained from voting.

Article 12. Meetings of the Association

There shall be an ordinary General Meeting of the Association at least once a year in the first three months of the year. Moreover, The General Assembly shall meet in extraordinary session whenever necessary at the request of a number of persons associated that represents at least 10 percent of the whole membership.

Requests for convening an Extraordinary General Meeting are to be addressed to the President who will then action calling the meeting.

Article 13. Call for Meetings

Notices of General Meetings, both ordinary and extraordinary, will be made in writing. The notices of the meeting will be placed in appropriate locations normally at least 15 days in advance. Whenever possible such notice shall be circulated individually to all the members. The call must set forth the day, time and place of the meeting, as well as the agenda.

At the start of the meetings of the General Assembly, matters will be announced by the Chairperson and the Secretary.

The Secretary shall prepare minutes of each meeting which will reflect an extract of deliberations and any text of agreements which have been adopted. At the beginning of each meeting of the General Assembly, the Minutes of the previous meeting shall be read out with a vote to approve or not.

Article 14. Powers and Validity of Agreements

The Assembly shall be validly incorporated at first call with the assistance of at least a third of the members present or represented; a second call, whatever the number of members present, will be held, if necessary, half an hour after the first call and in the same place.

In meetings of the General Assembly, there shall be a vote for each member of the Association.

It will be the responsibility of the General Assembly to:

- (a) monitor the activities of the Board and approve its management;
- (b) review and approve or reject the annual budgets of income and expenditure, as well as the Annual Report of activities;
- (c) establish the general directions of action that will enable the Association fulfill its purposes;
- (d) adopt all measures to ensure the democratic functioning of the association;
- (e) to set shares ordinary or extraordinary;
- (f) elect or dismiss members of the Board;
- (g) make agreements relating to:
 - Confirming and ratifying any new members as well as those wishing to cease membership agreeing on the union/separation with/of other associations, federations, as well as creation of coordination committees or any other specific organization.
 - Application of the declaration of public utility or public interest in the Comunitat Valenciana.
 - Agree on the dissolution of the Association.
 - Amendment of the Statutes.
 - Provision and disposal of property.
 - Remuneration, if any, of the members of the representative body.
 - Adopting any new operating rules of the Association.
 - Any other which does not belong to any other organ of the Association.

CHAPTER IV. AUTHORITY OF REPRESENTATION

Article 15. Composition of the body representing the Association

The Association shall be governed, administered and represented by the body called the Board of Directors consisting of the President, Secretary, Treasurer and any other persons duly elected, by a vote of the members at the General Assembly, to act as a member of the Board of Directors. The election of the members of the representative body shall be made in free elections by open or secret ballot of the members of the General Assembly. Nominations to the Board will be open to any member subject to the prerequisites of the age of majority, full entitlement of civil rights and not be excluded by incompatibility set out in the legislation in force. The election for the posts of President, Secretary, Treasurer and non-executive officers shall be engrossed by who obtained the greatest number of votes and in this order. The positions of President, Secretary and Treasurer must be vested in different people. The exercise of these offices shall be unpaid.

Article 16. Duration of the Mandate in the Representative Body

The members of the Board shall serve for a period of 4 years and may be re-elected indefinitely. The dismissal of any member before expiry of that term may be due to:

- (a) voluntary resignation submitted by a written statement giving not less than 6 months prior notice of the intention to resign, together with the reasons for the resignation. The resignation will not become effective before that 6 month notice period has elapsed;
- (b) illness that incapacitates for the exercise of the office;
- (c) cessation as a member of the Association which may become effective immediately, or postponed for a period of up to 6 months at the discretion of a majority vote of the other members of the Board of Directors;
- (d) penalty imposed by a fault in the exercise of the office.

Any such vacancies occurring in the representative body will be covered in the next General Assembly held. However, the Board of Directors will be entitled to appoint a member of the Association (with that person's consent) to fulfil the vacant post. Such appointment will be on a provisional basis, pending a vote of the members at the next General Assembly, but prior to that vote (at the next General Assembly), the person so appointed will have full power to perform the post to which he is appointed.

Article 17. Powers of The Board

The representative body shall have the following powers:

- (a) to hold and exercise the representation of the Association exercising its administration in a broad manner subject to law, carrying out the decisions taken by the General Assembly, and in accordance with the rules, instructions and guidelines that the General Assembly;
- (b) to make the necessary arrangements for any appearance in front of public organizations in the exercise of all kinds of legal actions;
- (c) to resolve on the admission of new members with an updated statement of all members;
- (d) to propose to the General Assembly the establishment of the subscription dues that the members of the Association may have to satisfy;
- (e) to convene the General Assemblies and administer adopted agreements to ensure fulfillment;
- (f) communicate to the General register of Associations any amendment of the Statutes within period of one month;
- (g) to present the balance sheet and statement of accounts for each financial year to the General Assembly for approval and to budget for the next financial year;
- (h) to carry out accounting in accordance with rules which permit an accurate overview of the assets and financial state of the Association;
- (i) to carry out an inventory of the assets of the Association;
- (j) to produce the annual report of activities and approvals of the General Assembly;
- (k) to resolve, provisionally, any matter not provided for by the existing Statutes and to give an account of this in the first subsequent General Assembly;
- (l) to deal with any other matter not specifically assigned in these statutes and account to the General Assembly.

Article 18. Meetings of the representative body.

The Board or Directors, convened by the Chairperson or by the person who replaces him, shall meet in ordinary session a frequency that its members will decide and that in any case shall not exceed two months. Extraordinary meetings, if requested, will be convened at the request of at least a third of its members.

The body of representation shall be validly constituted by a quorum of one-half plus one of its members. The members of the Board are required to attend all meetings but may excuse their absence for justifiable reasons. At all times the presence of the President and the Secretary or persons acting on their behalf shall be present.

Matters shall be decided by a simple majority of votes of the attendees. In the event of a tie, the vote of the Chairperson will be the decider.

Any new agreements made by the representative body shall be recorded in the minutes book. At the beginning of each meeting of the same, the minutes of the previous meeting shall be read out for approve or amendment.

Article 19. The Chairperson

The Chairperson of the Association shall also be the Chairperson of the representative body. His duties shall include the following functions:

- (a) direction and legal representation of the Association as delegated by the General Assembly and of the representative body;
- (b) the presidency and the leadership of any discussions with the organs of government and representation;
- (c) the signing of calls for the meetings of the General Assembly and of the representative body;
- (d) oversee the minutes and the certificates prepared by the Secretary of the Association;
- (e) any other powers of the office delegated to it by the General Assembly or the representative body.

The Chairperson will be replaced in the event of absence or illness, by the vice-Chairman or the calls of the representative body.

Article 20. The Treasurer

The function of Treasurer will be to control of the resources of the Association as well as the preparation of the budget, the balance sheet and the preparation of accounts in order to present them to the representative body and the General Assembly as determined under article 17 of these Statutes. He will record signed receipts, invoices and other financial documents. He will pay the bills approved by the representative body, and these will need to have been endorsed by the Chairperson.

Article 21. The Secretary

The Secretary must look after the documentation of the Association, draft and sign the minutes of the meetings of the representative body, write and authorize any contentious issues and keep updated lists of members.

CHAPTER V. THE FINANCIAL REGIME

Article 22. Initial Equity Capital v Economic Resources

The initial equity capital of the membership shall be 500 euros. The annual budget shall be approved each year in the Ordinary General Assembly. The economic resources of the Association will be supplied by:

- (a) subscriptions from members;
- (b) any official subsidies from individuals;
- (c) donations, inheritances or/and legacies;
- (d) revenues from its own patrimony or other obtained incomes.

Article 23. Benefit from Activities

Benefits obtained from any economic activity will be accorded exclusively to the fulfillment of the purposes of the Association without any accrual to individuals, whether members or spouses or other persons living with members, relatives or any physic or legal entity.

Article 24. Assessments

All the members of the Association shall have an obligation to sustain it economically through subscriptions in the manner set by the General Assembly at the proposal of the representative body.

The General Assembly may establish subscription fees for periodic payments on a monthly or annual basis and will make note of any extraordinary contributions. The fiscal year shall be from January 1 to December 31 of each year.

Article 25. Availability of funds

Movement of funds within the current accounts or savings accounts of the Association must bear the signature of the President, the Treasurer and the Secretary.

To draw funds for any payments two signatures will be necessary, of which one will be that of either the Treasurer or the President.

CHAPTER VI. DISSOLUTION OF THE ASSOCIATION

Article 26. Dissolution

The association can be dissolved if:

- (a) it is agreed to by the General Assembly convened expressly for this purpose and with a favourable vote of more than half of the people present or represented;
- (b) due to reasons identified in article 39 of the Civil Code;
- (c) by a final court judgment;
- (d) by a low number of members reduced to less than three.

Article 27. Liquidation

In the event of a vote for dissolution of the Association, it shall remain in existences during the liquidation period until finalization.

During such time the Association must maintain its legal entity with the members of Board acting as liquidators unless the General Assembly designate otherwise or the Judge will give a court adjudication.

The duties of liquidators shall be:

- (a) ensuring the integrity of the assets of the association and their accounts;
- (b) completing any pending operations towards liquidation;
- (c) accounting Association credits;
- (d) liquidating the assets and paying creditors;
- (e) applying surplus assets of the Association for the purposes intended by the Statutes;
- (f) asking for the cancellation of any outstanding entries in the register of correspondence.

In the case of insolvency of the association, the representative body or, if this is the case, the liquidators will be required to initiate bankruptcy proceedings before a competent judge in a timely manner.

Any remaining nett assets arising from the liquidation will go directly to the *Residencia Publica de Ancienos de Les Boqueres*.

Members will not be personally responsible for the Associations debts.

Members or the Board of Directors and other persons that act in the Association's representation will be responsible in front of the members and any third party for loss, damage, debts, or malicious acts whether willful or negligent.

CHAPTER VII. EXTRAJUDICIAL RESOLUTION OF DISPUTES

Article 28. Extrajudicial Resolution of Disputes

Any contentious issues which may arise on account of actions carried out or decisions taken within the Association shall be settled through arbitration via a procedure conforming to the provisions of Law 60/2003 dated December 23.

Altea, 23. March 2011. (Revised, 25. March 2017)