

CONSTITUTION OF U3A MARINA BAIXA

2008

(Revised 23 January 2017 – amendment to 17d) in *bold italic print*)

CHAPTER I DENOMINATION, ADDRESS, SCOPE, AIMS AND ACTIVITIES

Art: 1° Denomination

The Association known as the U3A Marina Baixa is constituted for an indefinite period, an ASSOCIATION that follows the provisions of the Statutory law the “Ley Orgánica” 1/2002, of 22 of March, which regulates the Right of Association, and under the protection provided in article 22 of the Spanish Constitution.

Art 2° Legal Entity

The Association has its own legal identity with full authority to act to administer and to have assets and to fulfill the aims proposed.

Art, 3° Location and Area of Action

The Association establishes itself at the Ajuntament de l’Alfas del Pi, Federico Garcia Lorca 11, 03580 l’Alfas del Pi, Alicante.

The Association will carry out its main activities in the Marina Baixa area.

Art. 4° Aims:

The existence of this association has as its aims:

- a) To facilitate, by means of a joint learning, the cultural and intellectual interests of its members.
- b) To improve the lives of its members by promoting and sharing the knowledge and experiences between them.
- c) To encourage members to develop their intellectual, cultural and social potential through formal activities and recreation.

All this by means of classes of diverse topics taught by the members or non members, of the Association to other members: these subjects could be, for example: Spanish language, history, photography, gardening, trips, bridge, yoga, meditation, art,

Art. 5° Activities

To realize the aims outlined in the previous article, the following activities will be developed:

- a) To organize several groups of interest,
- b) To obtain books and materials necessary to fulfill the aims.
- c) To carry out all type of activities that the law allows in order to better to fulfill the social objectives, such as meetings, cultural training groups, conferences, colloquia, excursions, trips & visits.

CHAPTER II. THE MEMBERSHIP

Art 6° Capacity

All physical and legal persons of their own free will and who have an interest in furthering the aims of the Association in accordance with the following principles:

- a) Physical persons with legal capacity and who are not subject to any legal condition which prevents them from exercising their rights.

They will have to present a request in writing to the Management Committee who will consider the application at its next meeting; if the applicant meets the statutory requirements, the Management Committee presentation cannot deny membership to the applicant. Membership is not transferable

Art. 7° Rights of Members

The rights of members are as follows:

- a) To participate in the activities of the Association and the management thereof, to exercise the right to vote, as well as to attend the General Assembly in accordance with the Statutes. A member of the executive must be of legal age, must have full legal age,

to be in full use of the civil rights and not to be incompatible with the motives established in the legislation in force.

b) Must be informed of the composition of the management committee of the Association, of its financial state, and the development of its activity. They will be able to access this through elected representatives of the association.

c) To be heard prior to the adoption of disciplinary measures and to be informed about the cause for such measures, providing the justification for imposing a penalty.

d) To oppose the agreements or decisions taken by the General/ Extraordinary Assembly and the Management Committee of the Association that members consider being in violation of the Law or the Statutes.

Art. 8° Obligations of the members

The duties of the members are:

a) To share the purposes of the Association and to work together in achieving them.

b) To pay the membership fees, special taxes and other contributions that, in accordance with the Statutes, can correspond to each member.

c) To fulfill the rest of obligations according to the Statutes.

d) To submit to and to fulfill the agreements validly adopted by the Association.

Art. 9° Reasons for resigning.

Reasons for resigning from the Association:

a) By a member's decision to resign, communicated in writing to the Management Committee.

b) Not paying the fixed membership fees, for a period of three months after they are due.

Art. 10° Sanctioning Fines

A member will be dismissed when they commit acts that make them unworthy to continue belonging to it. It will be presumed that this type of acts exists:

a) When a member deliberately prevents or sets up obstacles to the fulfilment of the social aims.

b) When a member deliberately in any way prevents the working of the Management Committee of the Association.

In any case to effect a forced resignation or dismissal it will be necessary to open a disciplinary file that includes a hearing of the affected member. Following a maximum of three separate disruptive incidents at any U3A meetings or activities, membership will be withdrawn subject to a disciplinary hearing by the Committee.

CHAPTER III. THE GOVERNMENT BODY

Art. 11° the General Assembly (General Meeting)

The General Assembly is the supreme body of the Association, where members belong by irrevocable right and in absolute equality, where a body adopts its agreements by the principle of majority or of internal democracy.

All the members will be subject to the agreements of the General Assembly, including those not present, those opposing and those present, but having abstained.

Art. 12° Meetings of the Assembly.

The General Assembly will meet in ordinary session as a minimum once a year, in January.

The General Assembly will meet in extraordinary session whenever it is necessary, if requested by a minimum of ten percent of the total membership.

Art. 13° Convocation of General/Extraordinary Meetings.

The convocation of the General Assemblies, not only ordinary but also extraordinary, will be made in writing. The announcements of the convocation will be made in the customary places fifteen days prior to the meeting. Whenever it is possible members are notified individually. The notification indicates the day, the hour and the place of the meeting, as well as the agenda.

The meetings of the General Assembly will be presided by the President and the

Secretary.

The Secretary will write up the minutes of each meeting and these will reflect a summary of the deliberations, the text in the agreements that have been adopted and the numerical result of the voting. At the beginning of each General Meeting or Assembly, the minutes of the previous meeting will be read in order that they may be approved or not.

Art. 14° Competencies and validity of the agreements.

The General/Extraordinary Meetings will be validly constituted in the first call with the attendance of a minimum of a third of the members present or represented by proxy; and in second call, whatever the number present, will begin half an hour after first call and in the same place.

In the meetings of the General Assembly, each member has one vote.

- a) To approve, in its case, the management of the organization.
- b) To examine and to approve or to reject the annual budgets of income and expenses, as well as the Annual report of activities.
- c) To establish the main activities that allow the Association to fulfil its aims.
- d) To dispose all the directed measures to guarantee the democratic operation of the association.
- e) To fix the ordinary or extraordinary membership fees.
- f) To elect and to dismiss the committee members of the organization.
- g) Expulsion of members, as proposed by the Management Committee.
- h) Constitution of federations and integration in them.
- i) Dissolution of the Association.
- j) Modification of statutes

Decisions or agreements will be taken by simple majority of votes by those present or by proxy, when the affirmative votes surpass the negative vote. However, agreements or decisions with respect to dissolving the Association, modifying the Statutes, disposing of or selling the assets and remunerating members of the Management Committee will require a qualified majority (quorum) of those present or represented by proxy when there is a majority in favour of such an action.

CHAPTER IV. THE MANAGEMENT COMMITTEE

Art.15° Composition of the Management Committee.

The Association will be governed, administered and represented by a Management Committee comprising the President, Vice-president, Secretary, Treasurer, and a minimum of two committee members (vocales).

The election of the members of the Management Committee will be chosen by free and secret vote by the members at the General Meeting. The candidacies for President, Vice President, Secretary and Treasurer and at least two other Committee members (vocales) will be open, that is to say, any member may be a candidate for office, if of legal age, in full use of the civil rights and is not otherwise disqualified under existing laws. The vocales, a minimum of two, receiving the largest number of votes will be elected.

The position of President, Vice-president, Secretary and Treasurer must be held by different people.

The positions of the Management Committee that are remunerated are: none.

Art. 16° Duration of the Mandate of the Management Committee

The members of the management committee, will discharge their duties during a period of a year, and may be re-elected indefinitely.

Relinquishing an elected position before the prescribed term expires for reasons of:

- a) Voluntary retirement by means of a written application in which the reasons for retirement are.
- b) Ill health that incapacitates the office holder.
- c) Resigning as member of the Association.

d) Penalty imposed by committing an error of his/her duty.

The vacancies that take place in the Management Committee will be filled in the first General Assembly following the vacancy. However, the Management Committee may appoint, provisionally, until the next General Assembly, a member of the Association to fill the vacant position.

Art. 17° Competencies of the Management Committee.

The Management Committee has the following faculties:

a) To represent the Association and to carry out the direction and the administration to the full extent permitted by the law and to carry out the decisions taken by the General Assembly, and

in agreement with the general norms, instructions and directives that this General Assembly establishes.

b) To decide or agree upon presentations or appearances before government and other public agencies, in the pursuit of all types of legitimate activities and to provide adequate resources for this purpose.

c) On admission of new members, updating the membership list.

d) To propose to the General Assembly the amount of fees/dues that the members of the Association must pay. ***New members joining after the AGM to pay the annual fee regardless of the month of joining. All subscriptions will be valid until 31 December of the current year.***

e) To convoke the General/Extraordinary Assemblies and to ensure that the agreements that are adopted there, are fulfilled. Especially where it refers to the agreements of modifications to the Statutes, the contents of which must be forwarded in writing to the Registry of Associations within a month from the date of meeting of the summoned Assembly.

f) To present a financial statement (incomes and expenditures) for the current year for approval at the Annual General Meeting and to prepare and propose a budget for the following year.

g) To take an accounting according to the specific norms that allows to obtain the faithful image of the patrimony, the result and the financial situation of the organization.

h) To carry out the inventory of the assets of the Association.

i) To resolve provisionally any case not foreseen in the present Statutes and to give account of it at the next General Meeting.

j) To name honorary members. They will be shown in the membership register in their honorary capacity and will not be obliged to pay the membership dues.

k) Any other faculty not specifically attributed to the General Assembly in these statutes.

Art. 18° Meetings of the Management Committee

The Management Committee, called by the President or the person who replaces him, will meet in ordinary session with the regularity that their members decide, not over 3 months. It would meet in extraordinary session if a third of its members requests it. The representation organ will be validly constituted with previous notification and a quorum of half plus one of its members.

The members of the Management Committee are obliged to attend all the meetings that are called, except when excused by just cause. In any case, the President and the Secretary or their substitutes are required to be present.

The Management Committee agreements will be adopted by simple majority of the participants. In case of a tie vote, the President will cast the decisive vote. The decision by the management Committee will be recorded in a Book of Minutes. At the beginning of each meeting the Minutes of the previous session will be read, corrected if necessary and approved.

Art. 19° The President

The President of the Association also will be president of the Management Committee.

The functions of the President are as follows:

a) Directing and legally representing the Association, by delegation of the General Assembly and the Management Committee.

b) Presiding over and directing the discussion of the General/Extraordinary Meetings and the Management Committee.

c) Signing and certifying the records produced by the Secretary of the Association.

d) Discharging responsibilities assigned to him/her by the General Assembly or the Management Committee.

The President will be replaced, in case of absence or illness, by the Vice President or by the longest serving member of the Management Committee.

Art. 20° The Treasurer

The treasurer will safeguard and control the resources of the Association, as well as prepare an annual budget, maintain and balance the accounts, in order to present them to the Management Committee, as stipulated in article 17 of the Statutes. He/she will sign receipts, membership fees and other financial documents. He/she will pay the invoices approved by the Management Committee, which will have to be reviewed and signed by the President. Art. 25 pertains to expending funds.

Art. 21° The Secretary

The Secretary must maintain the records of the Association, write up and sign the Minutes of the Annual General Meeting and Management Committee, to write up and authorize the certifications that must be issued, as well as maintain the membership register.

CHAPTER V. THE FINANCIAL REGIME

Art. 22° Initiation and financial resources

The initial assets of this Association is five hundred euros.

The annual budget will be approved every year in the Annual General Meeting.

The financial resources of the Association will be raised from:

a) Membership fees fixed at Annual General Meeting.

b) Official or private grants

c) Donations, inheritances and or bequests.

d) Income from assets or other resources.

Art.23° Profit from Association activities

Activities yielding income, including services rendered by the Association, will be used exclusively to support the goals of the Association. In no case should Association funds be distributed to Committee members, to members of the Association, their relatives or to other physical or legal entities with an interest in making a profit.

Art. 24° Membership fees.

All the members of the Association are obliged to support it financially, by means of membership fees or special contributions, in a manner and in a proportion proposed by the Management Committee and approved at the Annual General Meeting.

The General Assembly may establish monthly entrance fees, periodic membership fees, and extraordinary membership fees.

The financial year will close on December 31 every year.

Art. 25° Access and Disposal of Funds

In the current bank account, there should be the signatures of the President, the Vice-president, the Treasurer and the Secretary.

To access funds in the Association's bank accounts, two of the four signatures opening the account will be required, of which one must be that of the President or the Treasurer.

CHAPTER VI DISSOLUTION OF THE ASSOCIATION

Art. 26° Causes of Dissolution and deliverance of the remaining part.

The Association may be dissolved:

a) If a General Assembly is specifically called for this purpose and with a favourable vote of more than half of members present or by proxy votes.

- b) By reasons determined in Article 39 of the Civil Code.
- c) By judicial sentence.

Art. 27° Liquidation

Once the dissolution of the association has been decided and approved, the period of liquidation begins, during which time the organization continues to retain its legal status. The members of the Management Committee present at a General Assembly when the decision to dissolve the Association is taken, in effect become the liquidators, unless the General Assembly, or a court order designates others to effect the dissolution.

The liquidators:

- a) To guard the integrity of the assets of the association.
- b) To settle any outstanding financial commitments and any new ones so specified to dissolve the Association.
- c) To collect any credits the Association may have.
- d) To liquidate the assets and pay any outstanding debts.
- e) To distribute any remaining tangible assets of the association in accordance with the aims as outlined in the Statutes.
- f) To apply for the cancellation of the Association in the corresponding Registry of Associations.

In case of insolvency of the Association, the Management Committee or the liquidators appointed to carry out the dissolution of the Association, will have to apply for liquidation before the relevant court.

Members of the Association are not personally responsible for any debts incurred by the Association.

Members of the Management Committee and members of the Association, or any other persons who have been designated to act in name and representation of the Association, will be held responsible by the Association for any damages or debts incurred by deliberate, guilty and negligent acts.

CHAPTER VII. - RESOLUTION OF CONFLICTS

Article 28° Resolution of conflicts.

In accordance with the stipulation contained in Article 40 of the statutory law “Ley Orgánica 1/2002”, of 22nd of March, which regulates the Right of Association, any court actions arising from any legal actions taken by or against the Association or from its internal operations will be resolved by the relevant Civil Court.

Agreements and activities of the Association could be opposed by any member of the Association with a legitimate interest. The member will be able to oppose any agreements and activities of the Association that they consider in violation of the Statutes, within forty days from the date of adoption of such, urging a correction, cancellation, a preventive suspension, or by following a procedure established in the Law of Civil Judgment.

Despite the foregoing, conflicts of extra judicial form can also be resolved by means of arbitration, through a procedure regulated by Law 36/1,988 of 5 December of Arbitration, and with subject in any case, to the essential principles of audience, contradiction and equality between the parts.

ADDITIONAL DISPOSITION

In matters or issues not covered by the Statutes or in agreements or decisions officially adopted at General/Extraordinary Assemblies or by Management Committee, such matters will fall under the Statutory Law, the “Ley Orgánica 1/2002”, of 22 of March and related regulations which determine the Right of Association and complementary dispositions, will apply.