

# STATUTES

## Chapter I. Denomination, objectives and address

*Article 1.-* Under the denomination of ASOCIACIÓN DE PROPIETARIOS DE TERRAMAR, a non-profit Association is established, composed of property owners in the TERRAMAR district of the town de Sitges. The Association will regulate its activities in accordance with Law 7 / 1997, dated June 18th, of associations (DOGC 2423, July 1st), and with these statutes which were modified to adapt them to the provisions of the said Law.

*Article 2.-* The objectives of the association are:

- 1 - Ensure the interests of property owners in the TERRAMAR sector, in the municipality of Sitges.
- 2 - Cooperate and complement the work of Sitges Town Council, other authorities and local, county, provincial and national organisms, and demand compliance with such obligations as are contracted with the Association.
- 3 - Carry out all procedures of common interest for all the owners of the sector, with a view to improving services and facilities in the sector, such as: streets; access; green areas; water, electricity and gas supplies; rubbish collection, etc., ensuring their installation, conservation and surveillance.
- 4 - Ensure strict compliance with urban regulations, especially with regard to aesthetic aspects in the district, monitoring and carrying out appropriate actions to maintain these conditions, and their degradation through the construction of buildings or any other construction contravening the spirit underlying the very conception of TERRAMAR.
- 5 - Channel, consolidate and coordinate the defense of the TERRAMAR district proprietors' interests, constituting, through its governing body, the voice of the aforementioned owners in dealings with official organisms, aiming to cooperate with them to establish and maintain an adequate quality of life, not only in the TERRAMAR district, but also throughout the town of Sitges.

*Article 3.-* The Association's address is established in SITGES, at. C. Pere Pau Segarra, no. 20-24.

The main scope of the entity's activities is limited, in principle, to the municipality of Sitges. It may, nevertheless, extend to the rest of the Catalan Autonomous Region, Spain and even to the rest of the European Union, provided that these activities are related to topics linked to the purpose of the Association.

## **Chapter II. Members of the Association, their rights and obligations**

*Article 4.-* All individuals over 18 years of age who, in their capacity as owners of properties in the TERRAMAR district, may wish to join the Association. They must submit a written request to the Board of Directors, who will make a decision on acceptance or refusal at the first meeting taking place and will communicate this decision at the next General Assembly.

If a property is owned by a legal entity, this may request acceptance as a partner through its legal representative, who will represent it in the Association.

Private owners may delegate their representation in the Association on specific occasions or permanently manner in third parties.

In the event that the property is jointly owned by more than one person or by a Community of Assets, the co-owners or Community will appoint one member to represent them in the Association.

In the event that property and usufruct correspond to different persons, both parties may be members of the Association.

*Article 5.-* The rights of the members of the Association are:

1. Attend meetings of the General Assembly with voice and vote.
2. Elect and be elected to representative positions or to hold management positions.
3. Intervene in government and management, services and activities of the Association, in accordance with the corresponding legal and statutory regulations.
4. Request and obtain explanations about the administrative and management activities undertaken by Board of Directors or of the agents of the Association.
5. Be heard prior to the adoption of disciplinary measures.
6. Receive information about the Association's activities and participate by making use of the common services that the Association establishes or has at its disposal.
7. Dispose of a copy of the statutes and consult the Association's documents.

*Article 6.-* The duties of the members of the Association are:

1. Express their commitment to the aims of the Association and participate actively to achieve them.
2. Contribute to support the Association with the payment of ordinary and extraordinary fees, special levies and other financial contributions regulated by the statutes or that may be determined in the future, provided they are approved by the General Assembly.

3. Comply with additional obligations resulting from the statutory provisions, as well as abide by and comply with all agreements validly adopted by the Association's governing bodies.

*Article 7.-* Reasons for unsubscribing to or grounds for expulsion from the Association are:

1. Personal decision of the interested person, who must communicate this decision in writing to the Board of Directors.
2. Failure to satisfy the set quotas.
3. Failure to comply with statutory obligations.

### **Chapter III. The General Assembly**

*Article 8.-* The General Assembly is the sovereign organ of the Association; its members form part of it in their own right and this is cannot be renounced.

The members of the Association, meeting at a legally constituted General Assembly, decide by majority such matters as are competence of the Assembly.

All members must abide by the agreements of the General Assembly, including those absent, those who disagree and those present who have abstained from voting.

*Article 9.-* The General Assembly may be ordinary or extraordinary, and has the following powers:

- a) Modify the statutes.
- b) Elect and dismiss the members of the governing body and control their activity.
- c) Approve the annual budget and the liquidation of annual accounts; as well as adopt agreements on the form and amount of the contribution to support the Association; and approve the governing body's management.
- d) Agree the dissolution of the Association.
- e) Join or leave other unions of associations.
- f) Apply for the declaration as a public utility.
- g) Approve the regulation of the internal regime or operative rules.
- h) Agree, after enquiry proceedings, to the resignation or expulsion of members.
- i) Inform about the applications for membership submitted, and also the new inscriptions and de-registrations for any reason other than a final resignation.

j) Resolve any other issue that is not directly attributed to any other body in the Association. The list of faculties in this article is of a merely illustrative nature and does not limit the attributions of the General Assembly.

*Article 10.-* The General Assembly will meet in an ordinary session at least once per year.

The governing body may convene the General Assembly on an extraordinary basis whenever it deems appropriate; or when decisions have to be made on sections a), d) and h) of the previous article. It must do so when requested by a minimum of 10% of the members; in this case, the Assembly must take place within thirty days of submission of this request.

*Article 11.-* The Assembly is convened by the governing body through an announcement, which must contain, at least, the agenda, place, date and time of the meeting.

The announcement will be communicated at least a fortnight before the date of the meeting, either individually and in writing sent to the address that appears in the up-to-date list of members that the Association must maintain, or by means of an advertisement in any locally published newspaper in the town of Sitges.

The meetings of the General Assembly are chaired by the President of the Association. If he/she is not there, he/she will be replaced by any of the other members of the Board. The Secretary of the Board of Directors will occupy the same position in the Assembly.

The secretary draws up the minutes of each meeting, which must be signed by the president and him/herself, and must include: an extract of the deliberations; the text of the agreements adopted; the numerical result of the votes; and the list of attendees.

At the beginning of each meeting of the General Assembly, the minutes of the previous session will be read so that they may be approved or rectified.

*Article 12.-* The General Assembly is validly constituted regardless of the number of members present or represented.

A request to include one or more matters on the agenda can be made to the governing body, provided it is presented by 10% of the members. If the Assembly has already been convened, the request can also be made directly to the Assembly, which will decide whether to accept or reject their inclusion. However, it can only adopt agreements regarding points not included in the agenda and communicated in the announcement, if so decided by a majority of 75% of the members present.

*Article 13.-* At the meetings of the General Assembly each member of the Association has one vote.

Agreements are taken by a simple majority of votes of the members present or represented.

In order to adopt agreements on: the banishment of members; the modification of the statutes; the dissolution of the Association; the constitution of a federation with similar associations or the integration in an already existing one, a number of votes equivalent to two thirds of the attendees is required. In the case of the election of the Board of Directors, if more than one candidacy is submitted, the one that obtains the largest number of votes is elected.

Formally presented candidatures are entitled to receive a copy of the list of members with their addresses, certified by the Secretary with the approval of the President.

## **Chapter IV. The Board of Directors**

### *Article 14.-*

1. The Board of Directors governs, manages and represents the Association, and is comprised of: president, secretary, treasurer and other board members. These posts must be exercised by different people. The minimum number of members of the Board will be 6 and the maximum 12.
2. The election of the members of the Board of Directors, who must be members of the Association, is by vote of the General Assembly. The elected persons take office after accepting the position.
3. The members of the Board will decide who among them occupies each position, although that of president must be ratified by the General Assembly.
4. Appointment to and dismissal / resignation from a post shall be communicated to the Associations Register.
5. Members of the Board of Directors cannot undertake any activity paid by the Association.

### *Article 15.-*

1. The members of the Board of Directors are elected for a four year period, notwithstanding that they may be re-elected, with the restriction that the same position may not be exercised on the Board of Directors for more than 8 consecutive years, although other positions may be held for as long as the person is re-elected by the General Assembly.
2. Finalization of tenure of a post may occur due to:
  - a) Termination of the mandate without re-election;
  - b) Voluntary resignation submitted by means of a written statement explaining the reasons;
  - c) Illness that incapacitates the person to exercise the post;
  - d) Resignation as a member of the association;

e) Suspension as the result of an offence committed in the exercise of the post, imposed in accordance with the provisions of the statutes' disciplinary regime.

3. Vacancies in the Board of Directors will be filled at the first meeting of the General Assembly that takes place. Meanwhile, another member of the Association may temporarily occupy the vacant post.

*Article 16.-* The Board of Directors has the following capacities:

a) Represent, direct and manage the Association in the broadest sense that the Law recognizes; also, comply with the decisions made by the General Assembly, in accordance with the rules, instructions and guidelines established by this Assembly. These tasks can be carried out by the members or delegated to others, according to the provisions of these statutes.

b) Make the decisions necessary in the case of appearance before public organisms, exercise all kinds of legal actions and lodge pertinent appeals.

c) Convene the general assemblies and guarantee that the agreements adopted are complied with.

d) Present the annual balance and statement of accounts to the General Assembly for approval; draw up the budget for the following year, proposing the amount of membership fees to be paid and / or extraordinary apportionments; and propose the application for subsidies or other types of financial assistance.

e) Open current and savings accounts in any banking or similar establishment and dispose of the funds in this deposit, making collections and payments. The disposition of these funds is laid out in article 24.

f) Hire and dismiss employees, advisors and collaborators that the Association may have. They can also establish working groups or commissions to which functions agreed upon can be delegated, for the better functioning of the Association.

*Article 17.-* The Board of Directors, previously convened by the president or by the person who replaces him/her, will meet in ordinary session with the periodicity that the members decide -but at least once a year- and is validly constituted if half plus one of the members attend.

It will meet in extraordinary session when convened as such by the president or if requested by 25% of its members.

The members of the Board of Directors are obliged to attend all the meetings that are convened, unless excused for justified reasons. Attendance of the president or secretary, or of the persons who substitute them, is always required.

The decisions of the Board of Directors will be valid with the favorable vote of the simple majority of the members attending the meeting. In the event of a tie, the president holds a quality vote.

## **Chapter V. The positions of the Board of Directors**

### *Article 18.- Functions of the president*

1. The president's functions are as follows:

- a) Manage, lead and legally represent the Association, by delegation of the General Assembly and the Board of Directors.
- b) Convene the General Assembly and the meetings of the Board of Directors, and preside and lead the debates, in both cases.
- c) Issue a decisive quality vote in the case of a tie.
- d) Endorse the minutes and certificates prepared by the Association secretary.
- e) Carry out all other responsibilities attributed to the post and those delegated by the General Assembly or the Board of Directors.

2. The vice-president has the task of replacing the president in case of absence or illness of the latter.

### *Article 19.- Functions of the Treasurer*

The treasurer's main function is the custody and control of the Association's financial resources, the preparation of the budget, the balance and the settlement of accounts. He/she must keep a cashbook; sign receipts for membership dues and other treasury documents; pay invoices approved by the Board of Directors and endorsed by the president; and deposit the balance in an account in credit or savings establishments.

All or part of the aforementioned functions may be delegated to third parties, with prior agreement of the Board of Directors and on-going control by the Treasurer. In particular, all administrative, accounting and fiscal management may be delegated to third parties, which, in order to comply with the requirements of the Public Administration, must be carried out using computer technology and on-line tools.

### *Article 20: Functions of the secretary:*

The secretary must guard the Association's documentation; record, draw up and sign the minutes of the meetings of the General Assembly; write and authorize certificates for delivery; and also keep the members' registry book.

All or part of the aforementioned functions may be delegated to third parties, subject to agreement of the Board of Directors, with the secretary exercising control tasks.

## **Chapter VI. The economic regime**

*Article 21.-* This Association is constituted without foundational patrimony.

Its economic resources consist of:

- a) Membership fees and ordinary and / or extraordinary apportionments, as decided by the General Assembly for its members.
- b) Official or private subsidies.
- c) Donations, bequests or legacies.
- d) Income from the estate or from other income obtained.

*Article 22.-* The fiscal year coincides with the calendar year and is closed on 31<sup>st</sup> December.

*Article 23.-* In the current accounts or savings books opened in banking or similar establishments, the signatures of the president, the treasurer and the secretary must appear.

In order to dispose of funds, two signatures are sufficient, one of which must be that of the treasurer or the president.

## **Chapter VII. The disciplinary regime**

*Article 24.-* The governing body may sanction infractions committed by members who fail to comply with their obligations.

These infractions can be classified as minor, serious and very serious, and the corresponding sanctions can range from a reprimand to expulsion from the Association, as established by the internal regulations -if such exist-, these statutes, or the Law of Associations. To formalize the expulsion of a member, the decision must be ratified by the General Assembly.

The sanction procedure is initiated *ex officio* or as the result of a complaint or communication. Within 10 days, the Board of Directors appoints an instructor, who processes the sanctioning dossier and proposes the resolution within a period of a further 15 days, after hearing the alleged offender. The final resolution, which must be justified in writing, and approved by two thirds of the members of the Board of Directors, is adopted by this governing body also within a period of 15 days, and will be submitted for ratification at the next General Assembly. If considered appropriate, a General Assembly can be convened to that effect.

In the case of sanctions for serious and very serious infractions ruled by the Board of Directors, the affected persons may appeal before the next General Assembly, or before the Extraordinary Assembly convened for that purpose, presenting the corresponding deposition document.

## **Chapter VIII. Dissolution**

*Article 25.-* The Association may be dissolved if agreed by the General Assembly, convened extraordinarily expressly for this purpose.



Once dissolution is agreed upon, the General Assembly must take the appropriate measures both with respect to the destination of the Association's assets and rights, as well as the completion, termination and liquidation of any pending operation.

The members of the Association are exempt from personal responsibility. Their responsibility is limited to fulfilling the obligations that they themselves have voluntarily contracted.

The net residue resulting from liquidation will be transferred directly to the public or private non-profit entity that, in the Association's territorial scope of action, has best distinguished itself in activities in favor of charity.

The functions of liquidation and execution of the agreements referred to in the preceding paragraphs of this same article are the responsibility of the Board of Directors, unless the General Assembly confers this mission to a specially appointed liquidation commission.

**THESE STATUTES ARE A MODIFICATION OF THE FIRST ONES APPROVED WHEN THE ASSOCIATION WAS ESTABLISHED IN 1980, AND WERE APPROVED IN THE EXTRAORDINARY GENERAL ASSEMBLY HELD IN SITGES, ON 4<sup>th</sup> AUGUST 2002, SUBSEQUENTLY MODIFIED FIRSTLY AT THE EXTRAORDINARY GENERAL ASSEMBLY HELD ON 29<sup>th</sup> JUNE 2003, AND NEWLY AMENDED AT THE EXTRAORDINARY GENERAL ASSEMBLY HELD ON 22<sup>nd</sup> AUGUST 2014.**