

CONSTITUTION

CHAPTER 1 NAME, REGISTERED OFFICE, SCOPE, AIMS AND ACTIVITIES

ART. 1. NAME

Under the name of ASOCIACIÓN SOCIAL DE LA TERCADAD DE VALL DEL POP, a non-profit ASSOCIATION (U3A Vall del Pop. Referred now as the Association) NIF N0: G54387774 – 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 Art.22 of the Spanish Constitution.

ART. 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 objectives for which it is set up.

ART. 3. REGISTERED OFFICE AND SCOPE OF ACTIVITY

The Association shall have its registered office at Buzon 7, Partida Corbellot, Murla 03792, Alicante.

The activities of the Association will be conducted mainly within the local area of Vall del Pop, but they may extend beyond this area when occasions arise.

ART. 4.AIMS

The objectives for which this Association exists are:

1. To foster the cultural and intellectual interests of its members by means of collective educational activities.
2. To enrich the lives of its members by promoting the sharing of their knowledge and experience.
3. 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 objectives described in the preceding article, the following activities may be conducted.

- a) Meetings of members in appropriate groups, study groups, lectures, talks, trips, excursions or cultural visits.
- b) Acquisition of resources necessary for the fulfillment of its objects.
- c) Informing members of their activities and publicizing them in order to make the Association more widely known.
- d) Organizing classes in different subjects, by means of illustration and without limitation

Spanish language, history, photography, computer skills, gardening, travel, bridge, yoga, meditation and art.

CHAPTER MEMBERS

II

ART. 6. ELIGIBILITY

Membership of the Association is open to any individuals who are freely and voluntarily interested in furthering the objectives 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) Individuals must be a minimum of 45 years. A written application must be submitted to the Committee which will decide thereon at its next meeting; provided the applicant meets the conditions established in the Constitution. The Committee reserves the right to refuse membership. Membership is non-transferable.

ART. 7. RIGHTS OF MEMBERS

Members shall have the following rights:

- a) To participate in the activities of the Association and in its Committee, to exercise the right to vote in person or by proxy where applicable and to attend the General Assembly, in accordance with the Constitution. To be eligible for election to the Committee 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 Committee of the Association, as well as of its financial situation and the conduct of its activity. Members may access all this information through the Committee or electronic media.
- 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 of the Constitution.

ART. 8. DUTIES OF MEMBERS

Members shall have

- a) Access to electronic media.
- b) Share the objectives of the Association and to help achieve the same.
- c) Pay the subscriptions, extra contributions and other amounts due from each member in accordance with the Constitution
- d) Fulfill any other obligations arising under the Constitution
- e) Accept and comply with the resolutions validly adopted by the Association's Committee

ART. 9. LOSS OF MEMBERSHIP

Membership of the Association will terminate for any of the following reasons:

- a) By the member's own decision. 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.

ART. 10. PENALTIES

Members may be penalized 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 fulfillment of the objectives of the Association.
- b) Where he or she in any way willfully obstructs the functioning of the Committee of the Association. In any case to effect expulsion it will be necessary to open a disciplinary file that includes a hearing of the affected member.

CHAPTER

III

THE GOVERNING BODY

ART. 11. GENERAL ASSEMBLY

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

ART. 12. HOLDING OF MEETINGS

A General Assembly shall be held at least once a year, during the first 4 months and shall be called The Annual General Meeting ("AGM"). The General Assembly may hold a number of meetings during the year, the timing of which shall be determined by the Committee. Other meetings may be held if considered necessary by the Committee or if requested by a minimum of ten per cent of the membership, as defined at the date of the request, and shall be called an Extra Ordinary General Meeting ("EGM")

ART. 13 NOTICE OF GENERAL ASSEMBLIES

Notice of all General Assemblies shall be given by electronic media. The announcement containing the notice for an AGM or EGM 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. All 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 where applicable.

At the beginning of each meeting, approval shall be sought for the Minutes of the previous meeting which have already been distributed.

ART. 14. RESPONSIBILITIES OF THE GENERAL ASSEMBLY AND VALIDITY OF ITS RESOLUTIONS

(Ai) An AGM or EGM 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.

(Aii) Resolutions shall be adopted by a simple majority of the members present in person or by proxy. ie where the votes in favor exceed those against.

However a qualified majority (ie) where the votes in favor 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 Constitution and the allocation or disposal of assets provided the General Assembly in question has been expressly agreed for the purpose.

(B) At a General Assembly each member of the Association shall be entitled to one vote.

(C) The General Assembly shall be responsible for:

a) Approving, if thought fit, the action taken by the Committee
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 achieve its objectives.

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 Committee

g) Expelling members, upon the proposal of the Committee

h) Setting up and joining federations.

i) Applying for a declaration of public utility.

j) Winding up the Association.

k) Adopting and amending the Constitution.

l) The allocation and disposal of assets.

CHAPTER

IV

THE COMMITTEE

ART. 15. COMPOSITION OF THE COMMITTEE

The Association shall be governed, administered and represented by a Committee made up of the President, the Secretary, the Treasurer and a minimum of four other elected members. Election to office on the Committee shall be by a free ballot of the members of the General Assembly 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 order of election will be that of the President, Secretary, Treasurer followed by other members.

The offices of President, Secretary and Treasurer must be held by different persons. None of the offices on the Committee are remunerated. They will be entitled to reimbursed reasonable expenses incurred in the pursuit of their duties. Such re-imburement shall be authorized by the President or, in the case of expenses incurred by the President, shall be authorized by the Treasurer.

ART. 16. TENURE OF OFFICE ON THE COMMITTEE

The members of the Committee shall hold office for a term of one year 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.

If a position becomes vacant on the Committee it shall be filled at the next General Assembly. The Committee may, however, provisionally appoint a member of the Association to fill the vacant office until the next General Assembly.

ART. 17. POWERS OF THE COMMITTEE

The Committee 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 Assembly in accordance with the rules, instructions and general guidelines laid down by the Constitution
- 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 Assembly the subscriptions to be paid by the members of the Association.
- e) To accommodate the General Assemblies and ensure that the resolutions adopted thereby are carried out. In particular, as regards resolutions relating to the amendment of the Constitution, the text of the amendment shall be notified to the Register of Associations within one month from the date on which the Meeting agreed for the purpose was held.
- f) To submit to the Annual General Meeting ("AGM") for approval an independently examined 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, in compliance with legal and fiscal requirements

- 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 following Annual General Meeting ("AGM") for approval.
- j) To adopt a provisional decision on any matter not contemplated in the Constitution and report to the next Annual General Meeting ("AGM").
- k) Any other power not specifically vested by the Constitution at the General Assembly.
- l) To appoint and remove honorary members of the Association.

ART. 18. MEETINGS OF THE COMMITTEE

The Committee previously agreed by the President or acting President, shall hold a Committee Meeting as often as its members decide but no less frequently than every two months.

The President may call an Extra Ordinary Committee meeting as and when appropriate.

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

The decisions of the Committee 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 Committee shall be written up in the minutes. At the commencement of each meeting the minutes of the previous meeting shall be read out for approval or correction.

ART. 19. THE PRESIDENT

The President of the Association shall also be the President of the Committee. The President shall have the following responsibilities:

- a) The management and legal representation of the Association, by delegation of the General Assembly and of the Committee.
- b) Chairing and leading the discussions of the Committee.
- c) Signing the notices agreeing to the General Assembly and the meetings of the Committee.
- 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 Assembly.

The President shall be substituted in the event of absence, by a member of the committee, who shall deputize for the President in his/her absence

ART. 20. THE TREASURER

The Treasurer shall be responsible for:

- a) Custody and control of the funds of the Association.
- b) Drawing up the budget, the balance sheet and the statement of accounts for submittal to the Committee as provided in Art. 17 of the Constitution.
- c) Keeping proper accounting records.
- d) Signing receipts, subscriptions and other cash documents.
- e) Paying the invoices approved by the Committee which must be previously countersigned by the President.
- f) Funds which will be drawn upon in the manner determined in ART 25. g) The Treasurer to

provide the Committee with a signed mutually agreed handover/takeover balance between the parties concerned, in the event of a mid-term change of Treasurer.
h) All such other duties as pertain to the office.

ART. 21. THE SECRETARY

The Secretary shall be responsible for:
a) The documentation of the Association.
b) Drawing up and signing the minutes of all meetings.
c) Preparing and certifying any certificates required to be issued.
d) Maintaining and keeping up to date the register of the members.
e) All such other duties as pertain to the office.

CHAPTER V FINANCES

ART. 22. INITIAL CAPITAL AND FINANCIAL RESOURCES

There is no initial capital in this association.
The annual budget shall be approved each year at the Annual General Meeting. ("AGM")
Each financial year shall end on the 31st December.

The financial resources of the Association shall comprise:

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

ART. 23. PROFIT ON ACTIVITIES

The profit obtained from the conduct of economic activities, including the furnishing of services, shall be applied exclusively to the fulfillment of the objectives 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.

ART. 24. SUBSCRIPTIONS

All 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 Assembly upon the proposal of the Committee
The General Assembly may establish admission fees, periodical monthly subscriptions and extraordinary contributions

ART. 25. WITHDRAWAL OF FUNDS



Any account opened at credit institutions shall record the signature of the President, the Treasurer, the Secretary and Assistant Treasurer. For the withdrawal of funds, two signatures shall be sufficient. The Travel Group account opened at credit institutions shall record the signature of the President, the Treasurer, The Secretary, Assistant Treasurer and the Travel Co-ordinator. For withdrawal of funds two signatures are needed.

CHAPTER

VI

DISSOLUTION OF THE ASSOCIATION

ART. 26. CAUSES OF DISSOLUTION

The Association shall be dissolved:

- If so resolved by the General Assembly expressly agreed for this purpose, with the vote in favor of more than one-half of the members present in person or by proxy.
- Due to the causes contemplated in Art. 39 of the Civil Code which describes what would happen to any assets of the Association should the Constitution 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.
- By a final judicial decision.

ART. 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 entity.

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

The liquidators shall be responsible for:

- Ensuring the integrity of the capital of the Association.
- Concluding any outstanding transactions and undertaking such new transactions as may be required for the purposes of liquidation.
- Collecting any amount owed to the association.
- Liquidating the assets and paying off the creditors.
- Applying the surplus assets of the Association to the purposes contemplated in the Constitution.
- Requesting cancellation of the entries on the appropriate Register.

In the event of insolvency of the Association, the Committee 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 for purposes compatible with the non-profit character of the Association and in compliance with ART 39 Civil Code.

Members are not personally liable for the debts of the Association. The members of the Committee 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 SETTLEMENT OF DISPUTES

VII

ART. 28. SETTLEMENT OF DISPUTES

In accordance with the provisions of Art. 40 of Organic Law 1/2002, of 22 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 Constitution 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.

However, disputes may also be settled out of court by arbitration proceedings conducted in accordance with the provisions of the Arbitration Act Law 60/2003 dated 23rd 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 Constitution and in the resolutions validly adopted by the Committee of the Association, Organic Law 1/2002, of 22 March, on the Right of Association, and related legal provisions, shall be secondarily applicable.