

ASSOCIATION STATUTES  
“THE ANDALUCIA PERFORMING ARTS SOCIETY (TAPAS)”

CHAPTER I  
GENERAL DISPOSITION

The present wording of the Statute includes the amendments agreed at the Ordinary General Assembly on 4 September 2008, and referred to the registered office (Article 2 °) and a quorum of the call (Article 14.1). – Translation as follows:

Artº 1.- NAME AND NATURE

Under the name of “ASOCIACIÓN THE ANDALUCIA PERFORMING ARTS SOCIETY (TAPAS)”, the Society is constituted in Alhaurín el Grande (Málaga), on the 16<sup>th</sup> June 2004; it is an organisation of an associative nature and with no desire for profit, according to the stipulations of article 22 of the Spanish Constitution, *Organic Law 1/200, of 22 March, regulating the Right to Associate* and any additional valid arrangements dictated in the development and application of the law mentioned, as well as any valid regulations that pertain to this type of association. The regulations of the Society will be determined by the contents of the present Statutes.

Artº 2.- DOMICILE

The social domicile of the society is: Los Javieles, 22, Ctra. Cartama, Alhaurín el Grande, 29120 Málaga.

Art.º 3.- AREA OF OPERATION

The main area of operation in which the Society will carry out its activities is the province of Málaga.

Artº4.- DURATION

The Society is constituted for an indefinite period of time.

Artº5.- AIM AND PURPOSE

The aims and purposes of the Society are as follows:

- a) The promotion and carrying out of all types of cultural and artistic activities, and in particular stage, literary, audiovisual and crafts productions, etc, through the elaboration and organisation of projects, workshops, performances, publications, festivals and informative acts.
- b) The support of artists and artistic and cultural organisations of all types
- c) The encouragement of general access to all types of materials, artistic and cultural resources and crafts, be they scripted, visual, printed, electronic or in any other format.
- d) To contribute to the complete educational training of people within artistic and cultural scopes.
- e) The development and encouragement of reading and writing habits.
- f) To promote the Community's traditional and historical values

- g) To increase interrelations and mutual knowledge between different cultures, as well as increasing citizen participation in public activities of a cultural and civic character.
- h) The promotion of sporting activities as part of the cultural and training programme of individuals, through the organisation and participation in all types of cultural and sporting events.
- i) The active involvement of young people in the Society's activities.

CHAPTER II  
REQUIREMENTS FOR MEMBERSHIP, LOSS OF MEMBERSHIP, SANCTIONING AND  
SEPARATION OF MEMBERS

Art°6.- REQUIREMENTS FOR MEMBERSHIP

In order to become a member, persons will be required to be over 18, to be in possession of their faculties and to have an interest in the aims and activities of the Society. The application for membership must be presented to the Secretary of the Society and must be accepted by the Committee.

Those who are under age will also be able to become members, as long as they are at least 14 (fourteen) years of age at the time of presenting their application, which in all cases will have to be endorsed by their parents or legal guardians.

Art°7.- LOSS OF STATUS AS MEMBER

The status of membership can be withdrawn for any of the following reasons:

- a) By the free will of the member
- b) For failure to pay membership fees
- c) Through the serious violation of the present Statutes or of any valid measures adopted by the Society, or through attitudes and behaviours contrary to the aims and interests of the Society.

In the event of option a) of the present article, the presentation of the resignation in writing before the Secretary of the Society will be sufficient. It will come into effect automatically, from the date of presentation.

In the event of option b), the Treasurer will have to issue a certificate of debt, along with the counter-signature of the Chairman. It will take effect from the notification to the affected member; the notification may also certify, if applicable, the loss of membership.

In cases referring to option c) the unanimous agreement of the Committee will be necessary. The agreement will have to be supported by justifiable evidence and it will follow the issue of the corresponding disciplinary file, including allowing the affected member to have an audience before the Committee.

In the event of the withdrawal of membership, the membership fees paid for the current period will, under no circumstances, be returned, not even partially.

CHAPTER III  
RIGHTS AND OBLIGATIONS OF MEMBERS

Art°8.- RIGHTS

The rights of members are:

- a) To participate in the Society's activities, in any governing and representative bodies, to exercise the right to vote, as well as to attend General Meetings, in accordance with the Statutes. The right to participate in any governing and representative bodies and to exercise the right to vote are limited to members over the age of 18.
- b) To be informed about the composition of the governing and representative bodies and to be informed of the state of the accounts and the development of the general activity of the Society.
- c) To be heard in person in the case of any disciplinary measures against them and to be informed as to the reason why such measures are being taken, and for the sanctioning process to be motivated and justified.
- d) To have access to the Society's documentation, via the Committee.
- e) To make use of the possessions and installations made available for communal use by the Society, respecting the rights of other members.
- f) To oppose any measures taken by the Society's governing and representative bodies if they deem them to be contrary to the law or to the Statutes.

Art°9.- OBLIGATIONS

The obligations of the members are:

- a) To share the aims of the Society and to collaborate in the accomplishment of them
- b) To pay the membership fees, any damages and other contributions that, in agreement with the Statutes, apply to each member.
- c) To fulfil the rest of the obligations that result from the Statutory arrangements.
- d) To respect and fulfil any measures that are validly adopted by the Committee.

CHAPTER IV  
GOVERNING AND REPRESENTATIVE BODIES.  
ADMINISTRATION SYSTEM

SECTION 1  
GENERAL MEETING OF MEMBERS

Art°10.- GENERAL MEETING OF MEMBERS

The main body of the Society is a General Meeting of Members, consisting of all members who are in full receipt of their social rights.

The Society will make decisions by democratic majority principle and must meet at least once a year.

The Assemblies may be of ordinary and extraordinary character, and held in the manner indicated on the present Statutes.

#### Art°11.- LEGITIMACY TO CALL AN MEETING

The Meetings will be called by the Chairman of the Society, by his own volition, by agreement of the Committee or by a request signed by at least 20% of the legal number of members.

After it has been agreed by the Committee, the call for a Meeting to be held must be carried out by the Chairman within 15 days of the date of the agreement.

Any request for a Meeting made by members must include an agenda for the meeting, and any documentation that may be necessary for the adoption of measures must be attached. The Chairman will call the Meeting within 15 days from the submission of the request.

#### Art°12.- ORDINARY GENERAL MEETING

An Ordinary General Meeting will have to be called annually, in the month of January, with the purpose of discussing, at the very least, the following points and Agenda:

- 1 - The reading and approval, if applicable, of the minutes of the previous session (be it an Ordinary General or Extraordinary Meeting).
- 2 - Presentation and approval, if applicable, of the Accounts for the previous fiscal year.
- 3 - Presentation and approval, if applicable, of the Budget for the present year.
- 4 - Presentation of the activities/events report and approval, if applicable, of the management of the Committee.
- 5 - Approval, if necessary, of the Programme of Activities / Events.
- 6 - Election of members of the Committee.

#### Art°13.- EXTRAORDINARY GENERAL MEETING

Aside from items on the aforementioned agenda, a Extraordinary General Meeting will have to be called for the adoption of any other measure; in particular, it will have to be called to discuss any of the following points:

- 1 - The total or partial modification of the Statutes
- 2 - The dissolution of the Society
- 3 - The availability and removal of property/possessions
- 4 - The constitution of a Federation, Confederation or Union of Societies or Associations or integration with them if they already exist.
- 5 - Approval of the change of domicile

#### Art°14.- QUORUM FOR THE CALLING OF A MEETING

The Assemblies, both ordinary and extraordinary, shall be validly constituted, following a call made fifteen days before the meeting when a quarter of the members attend or are represented at first call. If the required quorum is not reached on the first call, the Assembly will be held on second call within half an hour of the previous one, this time without being subject to any quorum.

For the verification of the number of associates/members or total number of votes available, any actual and proxy registers must be presented before the Secretary immediately before the start of the session.

The Chairman and the Secretary of the Committee will exercise the same roles in the General Meeting.

#### Art°15.- PROCEDURE FOR DELIBERATION, ADOPTION AND EXECUTION OF MEASURES

All items will be debated and be voted for in the order shown on the Agenda. The Chairman will initiate the debate opening the first round of statements, members being able to speak with the permission of the Chairman. Equally, the Chairman will be responsible for mediating the debates, having the authority to open a second round of talks and to nominate the relevant speaker. Once the debate of an item is concluded, the voting on that item can proceed.

Any measures at a General Meeting can be passed by a simple majority of the persons present or represented, as long as the votes in favour outnumber the votes against.

However, any measures relating to the dissolution of the Society, the modification of the Statutes, any matters relating to the availability or removal of property / possessions and the remuneration of any of the Members of the Committee will require the qualified approval of at least two thirds of those present or represented.

Any measures adopted will be executed by the Chairman of the Committee or by the person designated in the agreement, in the manner and within the time adopted.

#### Art°16.- PROXY VOTES AND REPRESENTATION

The representation or delegation of a vote can only be validated for the session or meeting for which it is issued; any indefinite representation or delegation of vote will be considered null and void.

Any representation or proxy vote notice must be in writing, and must include personal details, membership n° of the person delegating and of the person being asked to represent, and it must be signed by both parties.

## SECTION 2 THE COMMITTEE

#### Art°17.- COMMITTEE: Composition and Duration

The Committee is the registered governing representative and administrative body of the Society, without prejudice to the authority of the General Assembly as sovereign body. Only members of the Society will be able to form the Committee.

The Committee will be necessarily composed of: Chairman, Secretary and Treasurer. In its authority, and at the request of its members or the Committee, the Assembly can nominate other Committee members, such as Artistic Director, Publicity Representative, Fundraising Representative and others.

The Committee will be in place for a year and its members can be re-elected an indefinite number of times. Committee members can be replaced ahead of the next annual General Meeting through an Extraordinary General Meeting; a substitute must be elected at the same meeting as the Committee member steps down or is removed. The substitute will only hold the post until the next Ordinary General Meeting, when he/she can be nominated again along with the other Committee members.

#### Art°18.- ELECTION PROCESS AND REPLACEMENT

In order to be elected to the Committee, candidates must be at least 18 years of age, be in possession of their faculties, and must not be in breach of any of the stipulations of the present Statutes and legislation.

The members of the Committee will be elected, amongst the members, at the Ordinary General or Extraordinary Meeting, in conformity with that established within the Statutes.

Once an Ordinary General or Extraordinary Meeting has been called, where the Agenda items include the cessation or description of the Committee and one or more of its members, any members that wish to exercise their right to eligibility must present their candidature at least 24 hours prior to that meeting.

When a vacancy arises, the Committee can, provisionally, designate another member of the Committee to fill that vacancy, until such a time when the election of the corresponding Representative can take place, ie: when the next Ordinary General Meeting is called.

#### Art°19.- CESSATION OF A POST HELD BY COMMITTEE MEMBERS

The members of the Committee will cease to hold their post for one of the following reasons:

- a) Death or announcement of death
- b) Due to incapacity, if a person becomes in any way unfit to carry out their duties, or if there is an incompatibility in accordance with any legislation.
- c) Through judicial resolution
- d) Because the period of their mandate is up. However, until a new Committee is elected at the Ordinary General Meeting, the person will continue to perform his/her duties as an elected member; and this will have to be accordingly documented.
- e) Through renunciation of the post
- f) By agreement adopted with the necessary statutory formalities at any time, by the General Assembly.
- g) Through loss of membership.

Cessations and nominations must be communicated to the Registro de Asociaciones (Registry of Associations), so it can be certified and published.

#### Art°20.- CHAIRMAN'S DUTIES

The duties of the Chairman include:

- a) To always show evidence of his representation of the Society before all class of people, authorities and public or private entities.
- b) To call meetings of the Committee and of the General Assembly, to preside over them, to address and direct them, to open, close and suspend sessions.
- c) To carry out the measures and agreements of the Committee and of the General Assembly; in order to do this he will oversee all necessary steps, contracts and sign any documents for that process.
- d) To abide by and enforce the agreements of the Committee and General Assembly.
- e) To arrange any expenses and payments relating to the Society.
- f) To have a casting vote in the event of tied votes or disputes within the Committee
- g) To sign off the Minutes and any certification of agreements or measures of the Committee and General Meeting.
- h) To exercise any other duties that are inherent to his role of Chairman of the Committee and the Society.

#### Art°21.- VICE-PRESIDENT'S DUTIES

In the event that a person is nominated for this post, which depends upon the volunteering of the person elected to carry out this duty, the Vice-President will fulfil the role of the President in the event of this post being vacant due to absence or illness, and also being able to act in representation of the Society and according to the approval of the appropriate motions. In instances where there is no named Vice-President, the duties detailed in this paragraph will pertain to the Secretary.

#### Art°22.- SECRETARY'S DUTIES

The duties of the Secretary include:

- a) To attend the sessions of the Committee and General Assembly, to take the minutes and authorise them.
- b) To put into action the calling of sessions for the Committee and General Assembly, by order of the Chairman, as well as to summon the members of the Committee and General Assembly.
- c) To immediately inform the Chairman of any application on the part of the General Assembly members to hold a meeting, in accordance to these Statutes.
- d) To receive any communiqués from members of the Committee and the General Assembly and also any notifications, requests for information, rectifications, certificates and any other types of documents of which the Secretary needs to be aware.
- e) To prepare the Agenda for a meeting, as well as gathering all the corresponding documentation pertaining to each of the items on the Agenda.

- f) To certify, always with the approval of the Chairman, any passed agreements or motions and any other certifications that may be required, as well as the recording of any necessary reports and statements.
- g) To be responsible and have custody of the Archives, documents, Association's Minutes-Book and other paperwork, with the exception of any accounting and book-keeping items.
- h) To exercise any other duties that are inherent to the role of Secretary of the Committee and the Society.

In the event of absence or illness, and in general when there is a justified cause, the Secretary will be replaced by a Committee Member chosen by the Committee.

#### Art°23.- TREASURER'S DUTIES

The duties of the Treasurer include:

- a) To collect the Society's funds, to safeguard them and invest them in a manner determined by the Committee.
- b) To effectuate payments, with the approval of the Chairman, and in his absence, with the approval of the Secretary.
- c) To sign all documents pertaining to monies paid-in and paid-out, with the knowledge of the Chairman.
- d) To keep the accountancy books and fulfil all of the Society's fiscal obligations, in the correct manner and within the established time-scales.
- e) To put together any proposed Budgets for their approval by the Committee and their subsequent approval by the General Assembly. The same procedure will be adopted with respect to the presentation of Accounts for the annual presentation in front of the General Assembly.
- f) To exercise any other duties that are inherent to the role of Treasurer of the Committee and the Society.

#### Art°24.- OTHER COMMITTEE MEMBERS' DUTIES

The other Committee Members will undertake the specific duties entrusted to them by the Committee and the General Assembly. The number of additional Committee Members will be determined by the General Assembly in the corresponding meeting for the election of the Committee.

#### Art°25.- NOTICE OF MEETINGS AND MEETINGS

1. For a meeting to be deemed valid, or any of the decisions taken within a meeting to be deemed valid, at least half of the Committee members must be present, with the necessary presence of two of the obligatory Members (Chairman, Secretary and Treasurer) or the approved persons replacing them.
2. The Committee will meet at least once every quarter and as many times as deemed necessary for the correct functioning of the Society; all meetings will be called by the Chairman, at his own volition, or at the request of any of the members.

3. Formal Notice, with obligatory information (Agenda, place and time of meeting...) will have to be placed a minimum of 5 days in advance of the meeting taking place.
4. Any deliberations will be carried out in the same manner as stated in article 16 for General Meeting sessions. Any motions or agreements must be adopted by a simple majority of the votes passed, with the Chairman being able to resolve any tied situations with his casting vote.
5. It will not be possible to pass any motions that do not figure on the Agenda, unless all the members of the Committee are present and they agree to it unanimously.
6. A Committee will be considered as validly constituted, without prior notice, if each and every one of the Members is present and it is passed unanimously, following the guidance of the previous paragraph in terms of agreements or motions. Committees constituted in this way will be referred to as Universal Committees (Junta Directiva Universal).
7. The Committee is entitled to invite the attendance of other persons outside the Committee to act as advisors or consultants; these persons must be called for or invited by the Chairman and will be allowed a voice but not a vote in the Committee's deliberations.
8. Any motions passed or agreements reached by the Committee will be executed in the same manner as established for the General Assembly in article 16.

#### Art°26.- COMPETENCIES

The Committee will carry out the following functions:

- a) To put together a Plan of Activities
- b) To grant general or special authorisations
- c) To organise and develop any activities approved by the General Assembly
- d) To approve the Proposed Budget for its final endorsement by the General Assembly
- e) To approve the Accounts prepared by the Treasurer for its final endorsement by the General Assembly.
- f) To prepare the annual Report of Activities and to report back to the General Assembly.
- g) To create as many Work Groups as it deems necessary, for the development of the functions entrusted and activities approved, as well as for any other matters deriving from the fulfilment of the social purposes of the Society. The said Work Groups will regulate their own individual function in the manner that each Work Group approves in their initial meeting session.

#### Art°27.- NON-REMUNERATION OF POSTS

The Members of the Committee will carry out their duties without remuneration, and under no circumstances must they receive any form of payment for the performance of their functions, without prejudice to the right to receive any refunds in terms of any expenses generated by the exercise of their post, as long as these expenses are correctly justified.

SECTION 3a  
GENERAL DISPOSITIONS OF ASSOCIATION

Art°28.- MINUTES

1. Each meeting HELD by the Committee and the General Assembly must be recorded in the form of minutes by the Secretary; these Minutes will specify the necessary quorum for the valid calling of the meeting (and in the case of the Committee the attendees will also be specified), the Agenda, the circumstances of place and time of the meeting held, the main points of debate, as well as the contents of any agreements or motions adopted.
2. The Minutes will also include, at the request of the respective members, any opposition to approved motions, any abstentions and any justifiable reasons or the reasons why it was voted for.
3. The Minutes will be approved in the same or the following meeting; however, the Secretary can issue statements regarding any specific agreements reached, without prejudice to the approval of the Minutes. In the cases where statements regarding specific agreements reached are posted prior to the approval of the Minutes, this must be made evident on the statement.
4. The Minutes will be signed by the Secretary and endorsed by the Chairman.

Art°29.- OPPOSITION TO ANY MOTIONS PASSED OR AGREEMENTS REACHED

Members will have the right to oppose any motions passed, agreements reached and actuations of the Society that they deem contrary to the Statutes, within a period of forty days from the date of the adoption of the measures, requesting their rectification or annulment and/or suspension, or accumulating evidence for the procedure of the Ley de Enjuiciamiento Civil (Civil Courts).

CHAPTER V  
DOCUMENTATION AND ACCOUNTANCY PROCEDURES, INITIAL ASSETS  
AND ECONOMIC RESOURCES

Art°30.- ASSOCIATION OR SOCIETY BOOKS

The Society will have to have available the following documents:

- a) A Member's Registry which will contain an updated register of its members.
- b) Accountancy Books that present a true and accurate record of the Society's means, funds, financial results and activity. The book-keeping will be carried out in conformity with the specific regulations that apply.
- c) An inventory of its goods
- d) A Minutes-Book for the meetings of its governing and representative bodies.

#### Art°31.- INITIAL ASSETS

The Society's initial assets are 0 (zero) Euros.

#### Art°32.- FINANCING

The Society, for the development of its activities, will be financed with:

- a) Any interest or dividends that are provided for by the performance of its funds, if applicable.
- b) Membership fees.
- c) Any donations or subsidies that may be granted by individuals or organisations, public or private.
- d) Donations, inheritances or legacies accepted by the Committee
- e) Any income originating from its activities.

#### Art°33.- FINANCIAL YEAR AND BUDGET

1. The financial year will coincide with the natural year, so it will run from the 1<sup>st</sup> January to the 31<sup>st</sup> of December of each year.
2. The Committee will put together the Budget on an annual basis, and it will be approved by the General Assembly.
3. The Society's Accounts will be approved annually by the General Assembly.

### CHAPTER VI DISSOLUTION AND DISTRIBUTION OF RESIDUAL CAPITAL

#### Art°34.- CAUSES FOR DISSOLUTION

The Society will be dissolved for the following causes:

- a) By an agreement adopted by the majority of the General Assembly.
- b) By any causes determined in article 39 of the Civil Code
- c) By a signed judicial sentence

#### Art°35.- DESTINATION OF FUNDS AND ASSETS

The dissolution of the Society will initiate a liquidation period, The Society will retain its legal status until the end of this period.

Any remaining funds and assets, after all procedures have been carried out under the provisions of the Ley of Asociaciones (Law of Associations), will be destined to non-profit making organisations who are involved in similar activities to that of the dissolved Society.