

CONSTITUTION OF U3A MORAIRA-TEULADA - APPROVED BY THE MEMBERS
IN GENERAL MEETING OF 5th JUNE 2023 HELD AT SALON GL, TEULADA, VALENCIA

DEFINITIONS:-

GENERAL MEETING OR GENERAL ASSEMBLY OR GOVERNING BODY – (*REUNIÓN GENERAL OR ASAMBLEA GENERAL*) – A General Meeting or Annual General Meeting open to fully paid-up members who have received due notice of the meeting, including time, date, place and agenda within the period of notice prescribed to oversee the functioning of the Association. It is the supreme governing body of the Association which will elect its officers and members of its committees, and approve changes to the Constitution and Internal Regulations or byelaws and to which all members, committees and internal institutions are responsible.

MANAGEMENT COMMITTEE – (*COMITÉ GESTIÓN OR COMITÉ DIRECTIVO*) - The committee of members elected annually to administer, ensure the efficient functioning of the Association and to represent it on behalf of the members in accordance with the Constitution and Internal Regulations.

EXECUTIVE COMMITTEE – (*COMITÉ EJECUTIVO*) - The President, Vice President, Secretary, and Treasurer of the Association plus one other member of the Management Committee who may be called upon from time to time to deal with urgent matters or to investigate issues, to examine complaints and grievances referred to them by the Management Committee, to make recommendations and to take urgent decisions subject to ratification by the Management Committee in due course, or to take urgent decisions specifically delegated to them.

SOCIAL GENERAL MEETINGS OR GATHERINGS – (*REUNIÓN SOCIAL GENERAL*) - A social gathering of members and visitors to receive information, to join or re-join or renew membership, to join groups, to book events, or trips etc.

Article 1. Denomination.

ASOCIACIÓN DE UNIVERSIDAD DE TERCERA EDAD DE TEULADA-MORAIRA

ASSOCIATION OF THE UNIVERSITY OF THE THIRD AGE TEULADA-MORAIRA

Art 2. Legal Entity.

The Association has its own legal identity with full authority to act to administer and to hold assets and to fulfil the aims of the association in accordance with the Constitution..

3. Location.

Location address: C/Dr Calatayud 45, 03724 Moraira, Alicante.

4. Aims.

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

Art 5. Activities.

- a) To organise groups of interest for members participation.
- b) To establish contact and make interchange with other groups with similar aims.
- c) To obtain books, equipment and materials necessary to fulfil the aims.
- d) To carry out all types of activities that the law allows in order to better fulfil social objectives such as meetings, cultural training groups, conferences, colloquia, excursions, trips, visits and social events.
- e) To communicate between the members, to create publicity in order to attract members.

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.
- b) Minors of more than fourteen years of age must provide a written consent by a person authorized to do so.
- c) Legal entities, by prior arrangement by a competent authority.

They will have to present a request in writing to the Management Committee or to its delegated members responsible, who will consider applications and determine whether applicants meet the statutory requirements, can comply with and accept the aims and obligations required by our Constitution and Internal Regulations, and that they are consequently suitable candidates for membership. Provided these requirements are met, the management Committee will not deny membership to an applicant, excepting in the case of a former member applying to re-join having previously been found by formal investigation in accordance with the Constitution and Internal Regulations to have conducted themselves in a manner incompatible with membership, or in a manner abusive or detrimental to the enjoyment of the association by fellow members. In such cases the decision will be subject to consideration by the management Committee on a case by case basis.

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 voting right; as well as to attend the General Assembly in compliance with the Statutes. A member of the executive must be of legal age and must have full legal capacity.
- b) To 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 of the cause for such measures, and providing the justification for imposing a penalty or sanction.
- d) To oppose the agreements or decisions taken by the General/Extraordinary Assembly and the Management Committee of the Association, that members believe to be in violation of the Law or the Statutes.
- e) To be aware of the requirements of the Constitution and Internal Regulations/bye-laws of the Association which are posted on the Association website for that purpose.

Art 8. Obligations of the Members.

The duties of 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 fulfil any other obligations according to the Statutes/Constitution.
- d) To submit to and fulfil the resolutions validly adopted by the Association.
- e) Upon joining, all members agree to accept and agree to abide by and fulfil all Articles of the Constitution, all resolutions of the Management Committee and Internal Regulations duly passed by the Management Committee and approved by the members in General Meeting/General Assembly.

Art 9. Resignation.

a) Following a member's decision to resign communicated in writing/email to the Secretary, no financial reimbursement in respect of unexpired subscription will be payable to the member.

Art 10. Sanctions.

A member whose actions or other conduct has been found after formal investigation in accordance with procedures required by the Constitution and Internal Regulations to make them unworthy of continued membership, or whose conduct has been found to be incompatible with continued membership shall be liable to have membership terminated, notwithstanding that a lesser sanction/s may be imposed in appropriate circumstances at the discretion of the Management Committee, and in all cases such sanctions will be subject to appeal if lodged.

Including, but not exclusively:-

- a) When a member deliberately prevents or creates obstacles to the fulfilment of the aims of the Association by any elected officer, the Management Committee, or General Meeting
- b) When a member deliberately in anyway prevents the legitimate working of the Management Committee of the Association or any of its appointees.
- c) In the event of a member perpetrating repeated or serious acts of unacceptable or antisocial conduct toward fellow members, or actions liable to bring the association into disrepute.
- d) Serious or repeated breaches of Articles of the Constitution or Internal Regulations.

In any case, before any sanction of termination, or suspension of membership or other penalty takes effect, a due Hearing and Investigation as prescribed in the Internal Regulations as approved by General Meeting/Assembly must take place. An appeal against any subsequent decision or proposed sanctions may be lodged with the Secretary within fourteen days and must include the grounds for the appeal. The Appeal Hearing must then be held within 21 days unless an extension is considered appropriate or necessary by the Management Committee, and in any case within a period not exceeding three months from the date of receipt of the notice of Appeal.

THE GOVERNING BODY

Art 11. The General Meeting/General Assembly formally convened.

The Formally Convened General Meeting (or Assembly) is the supreme governing body of the association, where members belong by irrevocable right and in absolute equality, where the Association adopts its agreements and resolutions by the principle of majority or of internal democracy.

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

- a) All attending a Formally Convened General Meeting/Assembly must be fully paid-up members having received due notice and agenda of the meeting.
- b) Due notice of the meeting/assembly and agenda must be given by fifteen days prior.

Art 12. Meetings.

The Formally Convened General Meetings/Assemblies will meet in ordinary session as a minimum once a year in March. The Formal General Meeting in March which must be held each year will be known as The Annual General Meeting/Assembly.

Other Formal General Meetings/Assemblies may be called at the discretion of the President or the Management Committee during the year.

A General Meeting/Assembly will be called in Extraordinary Session if deemed necessary by the Management Committee or if requested by ten per cent of the membership for a specified purpose and for a specific motion or motions to be considered.

Meetings/Assemblies not only General but Extraordinary, will be made by due notice on the U3A Website and by E-News to all who have provided email addresses for receipt of official communications or one to which they have access, and also in the customary places fifteen days prior to the meeting. The notification will indicate the day, time and place of the meeting and the agenda.

The foregoing meetings will be presided over by the President or Vice President and Secretary. If neither the President or Vice President are available, a member recommended by the Management Committee and approved by the meeting or assembly will preside for that meeting. At the beginning of each formally convened meeting or assembly, the minutes of the previous such meeting as posted on the website will be subject to approval of the meeting

The Secretary will write up the minutes of each meeting and these will reflect a summary of the deliberations, the text of the agreements or motions that have been adopted and the numerical result of voting unless passed unanimously or without opposing votes.

Art. 14. Competencies and Validity of Agreements.

Formally convened General or Extraordinary General Meetings/Assemblies will be validly constituted in the first call with the attendance of a minimum of one third of the total members being present or represented by proxy; and in a second call, whatever the number present which will be made thirty minutes after the first call and in the same place.

Attendance at all formally convened General Meetings/Assemblies is open to fully paid-up members only, who will have received due notice and agenda. New members may not join and attend on the day of the meeting unless they have previously submitted their membership application online, and are accepted for membership. They must also have paid their

subscription and have received due notice of the meeting and agenda prior to commencement of a formally convened general meeting.

At formal General Meetings/Assemblies, every paid-up member (as described above) has a vote. Applicants cannot apply for membership or join at an Extraordinary general Meeting.

The competencies of the Formally Convened General Assembly are:

- a) To approve the management of the organisation.
- b) To examine and to approve or otherwise the annual accounts and budgets of income and expenditure, and receive the Annual Report of activities.
- c) To establish the main activities that allow the Association to fulfil its aims.
- d) To dispose all directed measures to guarantee the democratic operation of the Association.
- e) To set the ordinary or extraordinary membership fees.
- f) To elect members to the management committee, (by convention at each Annual General Meeting) and to fill vacancies or confirm co-options.
- g) To expel members, as proposed by the Management Committee.
- h) To promote the constitution of federations and integration into them.
- i) To request declaration of public utility.
- j) Dissolution of the Association.
- k) Modification of statutes, Constitution and Internal Regulations.
- l) Disposal and selling of assets of significant value.
- m) To decide the remuneration of the members of the Management Committee if any, or of appointed professionals required to assist in the administration, (e.g. of treasurer or Secretary), which must appear in the annual accounts and be approved in General Assembly.
- n) Proxy votes must be notified to the Secretary by 48 hours prior to a meeting/ Assembly. They may be placed in the hands of the President, or other fully Paid-up member. They may be placed at the Proxy holder's discretion or may be required to be used as directed by the member giving their proxy.
- o) To determine or approve any other matter not assigned to another body of the Association, or to delegate it for a decision of the Management Committee.

Decisions or resolutions 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 and internal Regulations, disposing of or selling assets and remunerating members of the Management Committee will require a qualified majority of fifty per cent of those present or represented by proxy when there is a majority in favour of such an action.

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 (vocals) on behalf of the members.

The election of the members of the Management Committee will be chosen by free vote by the members of the Annual General Meeting/Assembly. The candidacies for President, Vice-President, Secretary, Treasurer and at least two other Committee members (vocals) 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 vocals, a minimum of two, or further number as considered necessary by the Management Committee, those receiving the largest number of votes will be elected.

The position of President, Secretary and Treasurer must be held by different members.

Additional members as deemed necessary for the efficient management of the Association or to fill vacancies may be co-opted by the Management Committee to serve until the following Annual General Meeting/Assembly.

The Management Committee may call for voting online for election of officers or for special purposes if deemed in the interests of members or the Association to do so, and which will be open to all fully paid-up members.

Art 16. Duration of Mandate of the Management Committee.

The members of the Management Committee, will discharge their duties during the period of one year and may be re-elected indefinitely.

Vacancies that take place in the Management Committee may be filled at the first formally convened General Meeting/Assembly following the vacancy, notwithstanding that the Management Committee may co-opt a member of the Association to fill the vacant position/s and serve until the following Annual General Meeting/Assembly.

Voluntary retirement from the Management Committee must be communicated to the Secretary by email or in writing.

Art 17. Competencies of the Management Committee.

- a) To represent the Association and to carry out the direction and administration to the full extent permitted by law and to carry out the decisions taken by a formally constituted General Meeting/Assembly, i.e. General, Annual or Extraordinary, attended by duly paid-up members convened in accordance with procedures established by the Constitution, and in compliance with the general norms, directives and Internal Regulations approved and established by the members in such duly constituted General Meeting/General Assembly.
- 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 recommend to a duly constituted General Meeting/Assembly the amount of fees/dues/subscription that members of the Association must pay.
- e) To convoke the General/Extraordinary Meetings/Assemblies and to ensure

that resolutions and agreements that are adopted there are fulfilled. Especially where they refer to agreements or modifications to the Statutes/Constitution or Internal Regulations, the texts of which must be forwarded in writing to the Registry of Associations.

- f) To receive from the treasurer regular statements of account summarising the State of the financial affairs of the Association at each meeting of the Management Committee for approval.
- g) To facilitate via the Treasurer the production for approval each year balanced annual accounts and a balance sheet which reflect the activities of the Association for the previous financial year, in accordance with established Accounting conventions and standards, and which provide an accurate view of the transactions of that year, and of the Financial position of the Association as at the year end, for presentation to the members for approval at a formally convened General Meeting/Assembly.
- h) To determine or resolve any matter not assigned to any other body of the Association by the Constitution or Internal Regulations.

Art18. Meetings of the Management Committee

The Management Committee, called by the President, or if unavailable by the Vice President, or if neither available by the Secretary will, in the absence of both the President and Vice President cause to be elected a Chairperson to preside over that meeting in ordinary session. Meetings in ordinary session will meet with the regularity decided by the Management Committee at a minimum of every six months. It will meet in extraordinary session if so called by the President or if requested by one third of its members.

The Management Committee will be validly constituted with previous notification to all its members and a quorum present of a half plus one of its members.

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

Management Committee resolutions will be adopted by simple majority of the participants. In the case of a tied vote, the President or if absent the Vice President will make the casting vote. The decisions of the Management Committee will be recorded in the record of Minutes. At the beginning of each meeting the Minutes of the previous session as circulated to all members will be subject to approval by the meeting.

Art 19. The President.

The President of the Association will also be President of the Management Committee and Executive Committee, and chair any other committee constituted on behalf of the Association unless delegated by him/her to another. In the event of absence or incapacity the President will be substituted by the Vice President, or if also absent, by another member elected by those present at a meeting to serve for the period of absence only, or for such period delegated by the President

Art 20. The Treasurer.

The Treasurer will be responsible for safeguarding the resources of the Association. In addition will be responsible for ensuring preparation of the annual budget, and maintaining and balancing periodic accounts for presentation to the Management Committee. For ensuring preparation of the annual accounts and balance sheet in accordance with established Accounting conventions and Standards for presentation to a duly constituted and convened General Meeting/Assembly for their approval and subsequent audit.

The Treasurer, and/or another additional member so authorised by the Management Committee will sign receipts, or other financial documents, pay invoices approved by the President and or other duly authorised member/s. The annual Accounts approved by a duly constituted General Meeting will be subject to an audit to be completed at latest by the end of the fourteenth month following the end of the year to which the accounts are made up.

Art 21. The Secretary.

The secretary will maintain the records of the Association, write up and sign the Minutes of the Annual General Meeting, Management Committee and Executive Committee. Write up and authorise the certifications that must be issued, changes of the composition of officers, Management Committee Members and changes to the Constitution and Internal Regulations approved by the members in duly constituted General Meeting/Assembly, which will be notified to the appropriate authorities. A membership register will be maintained, and its maintenance may be delegated to an appointed Membership Secretary.

THE FINANCIAL REGIME

Art 22. Financial Resources.

The annual budget will be subject to approval every year by the management committee and presented to a duly constituted and convened General Meeting.

The financial resources of the Association will be raised from:

- a) Membership fees fixed at a duly constituted General Meeting of fully paid-up members.
- 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. Notwithstanding the foregoing, profits arising from activities or events by authorised Groups of the Association or specific fund raising events of the Association may be applied in support of charitable organisations or charitable appeals approved by the management committee and members.

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 by duly constituted General Meeting.

The formally convened General Meeting/Assembly may establish entrance fees, periodic membership fees and extraordinary membership fees.

The financial year will close on 31st December each year.

An application to open current or savings accounts in the name of the Association are to be made by the President, the Vice-President, the Treasurer and the Secretary.

Art 25. Access to Bank Account.

To access funds in the Association's bank accounts, two out of the number of signatories so authorised will be required. The total number of signatories will be decided by the Management Committee, but shall not exceed five signatories maximum.

DISSOLUTION OF THE ASSOCIATION

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

The Association may be dissolved if:

- 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 organisation 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, or if unwilling to do so or if the Members so wish and the General Meeting/Assembly so decides, or a court order in any case decides, designate others to effect the dissolution.

The liquidators responsibilities:

- 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.

Any surplus funds will be donated to an organisation whose aims coincide with the not for profit character of the Association.

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.

RESOLUTION OF CONFLICTS

Art 28. Resolution of Conflicts.

In accordance with the stipulation contained within Article 40 of the statutory law “Ley Organica 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 forgoing, conflicts of extrajudicial form can also be resolved by means of arbitration, though a procedure regulated by Law 36/1,988 of 5th 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 duly constituted and convened General/Extraordinary Assemblies or by the Management Committee, such matters will fall under the Statutory Law, the “Ley 1/2002” of 22nd March and related regulations which determine the Right of Association and complementary dispositions, will apply.

PROPOSED FOR ADOPTION BY THE MEMBERS BY TONY OLD – VICE PRESIDENT

SECONDED BY STEVEN HIGHAM

APPROVED BY THE MEMBERS BY UNANIMOUS VOTE IN GENERAL MEETING ON

5th JUNE 2023.

Given at Teulada, on 8th day of June 2023

..... **PRUDENCE JACKSON - PRESIDENT**

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