



# STATUTE

**O.N.G.D.**

Registered in the Ministry of Interior under Nº 162.569

N.I.F. G-81816019

## CHAPTER 1

### **Name and Nature of this Association**

#### **Article 1**

With its headquarters in Madrid, a civil association under the name of «**DELWENDE**» «in the service of life» is established for an unlimited period of time as a Non-Governmental Development Organization (N.G.D.O.) Open to the population of its territory, it is a non profitable association which will have legal capacity according to law.

#### **Article 2**

This association is established independently of any political or governmental organization. It is incorporated by women and men who share the same goals.

#### **Article 3**

This Association is established under the article 22nd. of the current Spanish Constitution and shall be governed by the present Statute and the agreements validly adopted by its General Assembly and governing bodies, within the scope of their respective areas of competence.

Anything not foreseen therein will be governed by the Spanish Ley Orgánica 1/2002, of 22nd March, regulating the Right of Association.

## CHAPTER II

### **Aims of the Association**

#### **Article 4**

The aims of the Association are:

1. Enhance the development and promotion of the peoples and cultures in greatest need through cooperation with the poorest countries of the ThirdWorld.
2. Assist to the promotion of marginalized groups in the educational and social-health fields, in order to encourage their full development as individuals, especially that of the African peoples.

3. Promote priority attention for vulnerable social groups establishing training and assistance programmes in groups in need or lacking the necessary attention within the most developed societies (Fourth World).

4. Based primarily on the principle of justice, promote and nurture respect for Human Rights, regardless of sex, language, race, social origin or religion.

5. Support international cooperation programmes which contribute to progress, social service and human promotion in all developing countries, working together with other social forces.

6. Favour a pedagogy based on solidarity and promote and encourage the training and the commitment of volunteers.

7. Give guidance to the commitment of our members, from our very everyday life so that we all cooperate in the construction of a fairer and more humane world.

### **CHAPTER III**

#### **Permanent Address and Scope of the Association**

##### **Article 5**

The Registered Office of the Association shall be located in Madrid, Spain at Plaza Madre Molas, nº 1, postcode 28036.

##### **Article 6**

Delegations from this Association may be opened prior agreement of the General Assembly after a proposal by the Board of Directors, without the need to amend the present Statute.

##### **Article 7**

The Association «**DELWENDE**» -«in the service of life»- will carry out its activities both in Spain and internationally and it will also participate and cooperate with other local, national or international non-governmental organizations with similar goals.

### **CHAPTER IV**

#### **Members**

##### **Article 8**

All adults with legal capacity can be members of the Association with the condition established in the following Article regarding young members (unemancipated minors over 14 years with the consent, submitted documented evidence of persons who must supplement their capacity), who need have requested their membership to the Board of Directors and had been admitted in one or other category of members by them.

##### **Article 9**

Members are classified within the categories of Founding Members, Non-founding Members, Honorary Members and Young Members.

1. Founding Members will be those who have been involved in the incorporation of the Association.

2. Non-founding Members will be those individuals and/or legal persons who wish to take part in the Association and make a request in writing to the Board of Directors. They will contribute financially with a periodic payment or will provide services on the Association.

3. Honorary Members will be those who, invited by the Board of Directors, markedly support the development of the aims of the Association. The Board of Directors may appoint a committee of honorary members made up of leading personalities who have stood out in the support of the Association and in the development of its aims.

4. Minor children (Young Members) will be able to take part in the Association provided they have received prior consent from the person exercising parental authority or legal guardianship. In any case, there will be unemancipated minors over 14 years with the consent, submitted documented evidence of persons who must supply capacity.

#### **Article 10**

Members have the following rights:

1. To take part in General Assembly meetings with full voting rights in the case of Non-founding Members.

2. To vote and be eligible for any of the vacancy posts in the Board of Directors and to form part of any of the departments and committees established, with the specifications contained in Art. 22 of these Statute.

3. To make suggestions to the Board of Directors towards the improvement of the functioning of the Association.

4. To censor the work of the governing body of the Association and its members, through a duly presented motion to the President of the Board of Directors.

#### **Article 11**

All members will be required to:

1. Accept the present Statute and the agreements validly adopted by the General Assembly and the Board of Directors.

2. Know, support and spread the aims and objectives of this Association.

3. Provide all necessary cooperation for the proper functioning of the Association, diligently accept the posts for which they have been named and faithfully perform the duties related to their position.

4. Duly pay those contributions that from time to time are to be established by the General Assembly.

5. Abide by the Law.

#### **Article 12**

Membership may be lost:

1. Upon request

2. For the repeated failure to comply with any of the duties as a member.

3. For having a behaviour contrary either to good citizenship or to the aims of the Association.

## **CHAPTER V**

### **Governing bodies and administration framework**

#### **Article 13**

The General Assembly and the Board of Directors will be responsible for the management and administration of the Association.

#### **Article 14**

The General Assembly embodies and expresses the wishes of the Association. It is made up of Non-founding Members and its main task is to deliberate and take decisions regarding the guidelines relating to it. Each member is entitled to one vote in the General Assembly. General Assemblies can be Ordinary and Extraordinary.

#### **Article 15**

The General Assembly will meet at least once a year, within two months following the closing of the financial year, on December 31. An Extraordinary meeting can be called upon at the request either of the Board of Directors or of one third of the Non-founding Members.

#### **Article 16**

The Ordinary General Assembly shall have the authority:

1. To establish the guidelines which will allow the Association to achieve its aims.
2. To control the activities and the management of the Board of Directors.
3. To approve annual budgets for income and expenditure and the annual activity report.
4. To agree and establish the expenses served with extraordinary fees, as well as those of ordinary fees and to determine the amount of the fee and its frequency.
5. To decide on the approval of the annual inventory of movable and immovable property. A detailed assessment of it will be carried out by an appointed member of the Board of Directors.
6. To carry out any other functions which are not expressly attributed to the Board of Directors or which correspond to the Extraordinary General Assembly.

#### **Article 17**

The Extraordinary General Assembly shall have the authority for the following:

1. Appointment of the Board of Directors.
2. Amendment of the Statute.
3. To adopt the agreements concerning legal representation, management and defence of the interests of its members.
4. To dissolve and liquidate the Association.
5. Expulsion of members, upon proposal of the Board of Directors.
6. Use and transfer of assets.
7. Constitution of Federations and integration in them.
8. Application for the declaration of public utility.

9. To approve internal regulations to develop the contents established in these Statute without contravening them.

10. In cases of need or urgency, the Extraordinary General assembly will be able to assume Ordinary Assembly functions which cannot await for the calling of an Ordinary GA without incurring in serious damage for the Association.

#### **Article 18**

General Assembly meetings, whether Ordinary or Extraordinary, shall be published by a notice put up in the Registered Office of the Association and also by notice in writing, sent to all members, at least fifteen days in advance, including the agenda, place, date and time of the meeting.

#### **Article 19**

The Assemblies, whether Ordinary or Extraordinary, will be formed by the members present and will be considered validly held upon the first call when they are attended by a third of the Non-founding Members and upon the second call irrespectively of the number of associates present. The second call shall be held at the same place half an hour later.

#### **Article 20**

The President and the Secretary of the General Assemblies will be the same as those in the Board of Directors. If the President or Secretary is absent, the Vice-President or the oldest member of the Board shall act in the place of the President.

#### **Article 21**

Resolutions adopted at the General Assembly shall bind all members, including those who have not attended. Minutes shall be taken of each meeting of the General Assembly and they will be entered into a Minute Book. Minutes shall be approved by the General Assembly and signed by the Secretary, the President and two attending members. The Secretary shall also deliver the certificates which may be required in relation to them.

#### **Article 22**

The agreements of the General Assembly shall be adopted by simple majority of the votes cast by the members present or represented, when the positive votes exceed the negative ones, unless these Statute or generally applicable rules provide otherwise.

A favourable vote of more than half of the members present or represented at the Extraordinary General Assemblies is required whenever the disposal or transfer of assets is involved, also for the appointment of the Boards of Directors, Administrators and Representatives, for an application for the declaration of public utility, for agreements in order to constitute a federation of associations of public utility or for integrating into an existing one, also for passing amendments to these Statute and for the dissolution of this Association.

#### **Article 23**

The Board of Directors is responsible for the ongoing and permanent Management and Government of the Association. The Board of Directors is composed of the President, the Vice-President, the Secretary, the Treasurer and at least four associated members.

In order to be a member of this representative body one must be a Non-founding Member, of legal age, in full use of the civil rights and not to be the subjected to any incompatibility cause as established by in current legislation.

The election of the Board members shall be determined by the votes of the General Assembly members. They will be elected by free and secret vote. Applications will be open and those obtaining the highest number of votes will serve as President, Vice-President and board members, in this order. The positions of President, Secretary and Treasurer shall fall upon three different people.

#### **Article 24**

The positions that make up the Board of Directors shall last a period of three years and may be re-elected at the end of their term. The tenure may not exceed consecutively in six years. All offices on the Board shall be non-remunerated.

The vacancies that may arise in the Board of Directors, shall be provisionally covered by appointment of the Board of Directors until the next General Assembly is held. New members will be elected then or those provisionally appointed will be ratified.

#### **Article 25**

The Board of Directors shall have the following functions:

1. To hold and exercise the representation of the Association and to manage and administer the Association in the widest possible way recognized by Law. To carry out the decisions taken by the General Assembly in accordance with the rules, instructions and general guidelines issued by the Assembly.
2. To take all the necessary steps to stand before any public body, to exercise any kind of legal action needed and to file any necessary claim in legal proceedings.
3. To call the General Assemblies and to monitor that the agreements therein adopted are duly complied with.
4. To submit to the General Assembly the balance-sheets and accounts of each financial year so that they can be approved and to prepare the budgets for the following financial year.
5. To compile Annual Activity Reports for approval by the General Assembly.
6. To exercise all the powers assigned to it by these Statute and where appropriate, by the Law.

#### **Article 26**

The Board of Directors shall compulsorily meet once every quarter and as many times as convened by its President, either on his/her own initiative or at the request of one-half plus one of its members. The Board of Directors will be validly formed with the presence of one-half plus one of its members. In the case that this requirement is not met, a date and time shall be set for a meeting in a second call. This may be held with those members present or those members duly represented by proxy.

#### **Article 27**

The agreements of the Board of Directors will be adopted by simple majority of the attendees, except in the cases in which a qualified majority is stipulated by these Statute or by law. The President shall have a casting vote in the second ballot when there has been a draw.

#### **Article 28**

The President shall have the authority:

1. To represent the Association when the General Assembly and the Board of Directors have delegated that responsibility on him or her.

2. To call and preside upon the sessions of the General Assembly and the Board of Directors and to resolve any draws with his/her deciding vote in the second ballot.
3. To ensure the aims of the Association are met.
4. To enforce the agreements of the Assembly and the Board of Directors.
5. To order payments from the funds of the Association, previously agreed upon by the General Assembly or the Board of Directors.

#### **Article 29**

The Vice-President shall have the authority:

1. To assist the President in his/her duties and to replace him/her in case of absence, illness or resignation.
2. To exercise the faculties delegated in him/her by the President or those assigned to him/her by the General Assembly.

#### **Article 30**

The Secretary shall have the authority:

3. To have custody and keep a record book, in which new and cancelled memberships shall be recorded, including full names and addresses.
4. To keep a Minute Book for the meetings of the Assemblies and another one for those of the Board of Directors.
5. To draw up minutes of the meetings and issue certificates of them with the President's approval and signature.
6. To draft the Annual Report, which will be read at the corresponding General Assembly.

#### **Article 31**

The Treasurer shall have the authority:

7. To safeguard and control the funds of the Association and to maintain accounting records in accordance with current legislation.
8. To prepare the balance sheets and budgets of the Association for their further approval by the General Assembly.
9. To make and receive payments through the instruments and mechanisms required by law.
10. To present every six months a statement of accounts. A copy of it has to be forwarded to the Secretariat in order to be approved by the Board of Directors.

#### **Article 32**

Members of the Board should be involved in all the actions within the competence of the Board of Directors, except in those expressly conferred to the President, Secretary or Treasurer.

## **CHAPTER VI**

### **Foundational capital, means of finance and economic regime of the Association**

#### **Article 33**

The Association has no foundational capital. The annual budget of the Association shall be fixed for each financial year depending on the income and aims of the Association.

#### **Article 34**

The financial resources envisaged for the development of the social activities shall be the following:

11. Membership fees.
12. Those that may appertain to the Association from duly owned goods and rights, as well as subsidies, legacies and donations that the Association might legally receive.
13. The income that the Association might earn through authorised activities agreed upon by the Board of Directors, within the framework of these Statutes.

#### **Article 35**

Compulsory fees shall be established by the General Assembly upon the proposal of the Board of Directors. They will always be non-refundable fees and they will be used to foster the needs of the Association.

#### **Article 36**

A discretionary non-refundable initial contribution, can be established by the General Assembly for the admission of new members.

## **CHAPTER VII**

### **Dissolution and liquidation of the Association**

#### **Article 37**

This Association is incorporated for an indefinite period of time. The Association can be dissolved by the General Assembly for the following reasons:

14. If it is impossible to maintain the Association in order to achieve its aims.
15. By a Court ruling when the aims of the Association are not being met by it.
16. By other reasons established by law.

#### **Article 38**

Once the dissolution has been ratified, the Extraordinary General Assembly will appoint three liquidators among its members who, along with the President and the Treasurer of the Association, will proceed to carry out the liquidation, paying its debts, chasing amounts due to the Association and establishing the liquidation balance.



### Article 39

The resulting amount, once the liquidation is over, shall be donated to an Association with similar objectives to the one that has been liquidated.

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#### **These Statute have been revised due to the following:**

To fall in compliance with L. O. 1/2002 (Resolution of the Extraordinary General Assembly on 5th October 2003)

Article 15 with occasion of a fiscal year change (Resolution of the Extraordinary General Assembly on 22th November 2008)

Article 15 with occasion of a term change (Resolution of the Extraordinary General Assembly on 23th February 2013)

Ms. Maria Elena Gómez Sánchez with DNI 51408360 W, secretary of the Association Delwende at the service of life, with registration number in the Ministry of Interior 162 569,

I HEREBY CERTIFY that these Statutes collect the amendments adopted at the meeting of the Extraordinary General Assembly on March 12, 2016

Approval

President

Secretary