

**STATUTES
of the
ASSOCIATION APSA**

NOVEMBER 2021

Charity number: 3361

CIF: G-04491221

ARTICLES OF ASSOCIATION of APSA

GENERAL PROVISIONS

Article 1: COMPANY NAME and NATURE

With the name of "APSA" a non-profit organisation of associative nature is incorporated in ALMERIA, on this 25th February 2004, according to article 22 of the Spanish Constitution, the Basic Law 1/2002, of 22nd March, which regulates the Right of Association and all the provisions in force established to develop and apply such law, as well as consistent rules. The system of the Association shall be determined by these Articles of Association.

Article 2: LEGAL PERSONALITY and CAPACITY

The incorporated Association has its own legal personality and full legal capacity, and it can carry out, consequently, all the actions necessary to fulfil the objectives for what it has been incorporated, subject to what is established in the legal system.

Article 3: NATIONALITY and REGISTERED OFFICE

The Association has Spanish nationality.

The registered office of the Association shall be Avenida Lepanto 25, Albox , Almeria Spain. The notifications address shall be The Post Shop Box 3, Avenida 28 Febrero, 1, Albox 04800, Almeria, Spain.

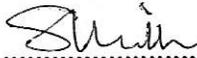
The change of registered office will require the agreement of the General Meeting of members, called specifically for that purpose, and the modification of these Articles of Association.

The agreement of the General Meeting must be communicated to the Association Register within one month.

Article 4: SCOPE of ACTION

The territorial scope of action of the Association is Albox, Arboleas, Cantoria, Albánchez, Partalóa and Zurgena.

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President


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Secretary

Article 5: DURATION

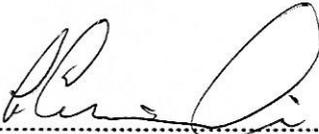
This Association is incorporated for an indefinite period of time.

OBJECTS OF THE ASSOCIATION

Article 6: OBJECTS

The objects of the Association are as follows:

- a) To accept abandoned dogs within our scope of action and to find a permanent home for them. All dogs will be placed in isolation until they are vet checked.
- b) To care, protect and give accommodation provisionally for all accepted dogs, even those who are sick. No healthy dog will be put to sleep nor will any animal suffer unnecessarily. However, should the question of life quality arise, such a decision would only be undertaken with veterinary opinion and advice.
- c) To establish a network of possible homes for permanent/temporary (foster) placement of dogs and aid programmes to fulfil the above mentioned objectives.
- d) To promote better care and training for the dogs thereby increasing their possibility of finding a home which nurtures them.
- e) To ensure that all rescued dogs are examined by a veterinarian and offered treatment where necessary. To undertake vaccinations, microchips and neutering of all dogs. Also the Association will develop the following activities in order to achieve these objectives:
 - a) To ensure all dogs under 6 months of age will be vaccinated against leishmaniosis and according to Spanish rules.
 - b) Dogs presenting with leishmaniosis will receive treatment and only sent to homes that can meet their needs.
 - c) To carry out information/publicity campaigns promoting the sterilisation of dogs.
 - d) To promote information campaigns related to the health and transport of dogs within Europe and the UK



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President



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Secretary

THE BOARD OF DIRECTORS AND METHOD OF ADMINISTRATION

Article 7: THE GENERAL MEETING OF MEMBERS

The supreme and sovereign body of the Association is the General Meeting of Members, which consists of all the members who have full use of their social rights. The meetings may have an Ordinary or Extraordinary nature, and the calling must include the agenda, place, date and time of its holding. The meetings are called in writing/email to the members and on social media for all non members who are interested in the activities of the Association.

The required documentation and information that have to be taken into account to adopt agreements must be available for the members in the Secretary's office of the Association 15 days before the holding of the meeting.

They adopt their decisions by majority vote.

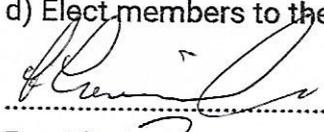
Article 8: THE ORDINARY GENERAL MEETING

The meeting shall take place during the four months following the end of the fiscal year. The fiscal year will coincide with the calendar year, therefore, will start on the 1st of January and end on the 31st of December each year.

The meeting will be called by the Board of Directors, giving at least 15 calendar days notice to the membership including date, time, place and agenda. The application to call a meeting must be submitted to the Secretary of the Association who will prepare the agenda and any documents or information required to support the agenda.

The Ordinary General Meeting will deal with the following matters:

- a) Read and approve the minutes of the previous meeting.
- b) Analyse and approve the Accounts of the previous year.
- c) Analyse and approve the activities report and management by the Board of Directors for the previous year.
- d) Elect members to the Board of Directors.


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President


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Secretary

Article 9: THE EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting will be called by the Board of Directors or through an application signed by 10% of the legal number of members, all of whom, or their representative, shall attend to deal with the following matters:

- a) Partial or total modification of the Articles of Association
- b) Dissolution of the Association
- c) Alienation and disposal of assets
- d) Approval of a change of address
- e) To respond to members request for a meeting to discuss issues or concerns about the activities of the Association.

The application to call a meeting submitted by the members must expressly include the agenda and the reason for the agenda. It must be submitted to the Secretary of the Association, who will sign and return a copy of the application. The Secretary, having checked that the formal requisites are met, shall immediately inform the Board of Directors who will call the meeting within 15 days of the application. Such meeting has to be held within 30 days of the submission of the application. If the Board of Directors do not call the meeting within 15days, the promoters will be legitimated to call the Extraordinary General Meeting.

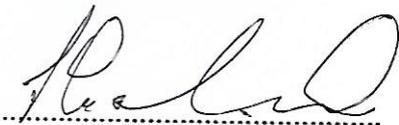
Article 10: QUORUM

All meetings whether, Directors, Ordinary or Extraordinary, shall be duly constituted when 33% of the members of each body is due to attend, whether in person or through a representative.

Article 11: ADOPTION OF AGREEMENTS

The decisions agreed at The Ordinary or Extraordinary General Meetings will be adopted by simple majority vote of the attendees or of their representatives, when the affirmative vote exceed the negative ones.

In the event of a tie the President's vote will decide.



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President



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Secretary

Article 12: DELEGATION OF VOTE

The Delegation of a vote shall be carried out in writing, indicating the personal details of the delegating member and their representative and both will sign the document. This must be submitted to the Secretary prior to any meeting.

Article 13: BOARD of DIRECTORS

The Board of Directors is the governing, representation and management body of the Association consisting of a minimum of 5 members. It's term shall be one year, but it's members may be re-elected.

The Board shall meet, at least, once a quarter and whenever it is necessary for the good management of the Association. The calling, with its formalities (agenda, place, date and time) shall be sent within a minimum period of 48 hours.

The decisions shall be adopted by simple majority vote.

The members of the Board of Directors shall exercise their duties gratuitously, without prejudice of the right to receive money spent in the exercise of their positions, provided that such expenses are duly and formally justified.

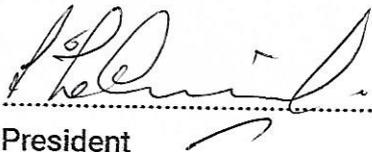
Article 14: POSITIONS

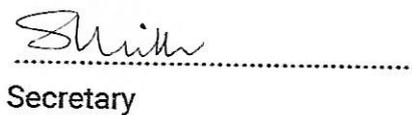
Among the members of the Board of Directors, there shall be elected: President, Vice President, Treasurer, and Secretary.

Article 15: ELECTION

The Board of Directors shall be elected at the Ordinary General Meeting of Members. Once the Ordinary General Meeting for these appointments has been called, the members who intend to exercise their eligibility rights, will have to put forward their candidacy within at least 24 hours before the meeting is held.

Any vacancy that the Board may have will be covered by its members until a new member is appointed at the Ordinary General Meeting.


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President


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Secretary

Article 16: REMOVAL OF POSITIONS

The Board members shall be removed from their respective positions for the following:

- a) By death
- b) By incapacity or incompatibility, according to what is established in the legal system
- c) By a court decision
- d) By expiration of their term
- e) By resignation
- f) By agreement adopted by the General Meeting with the statutory formalities at any time
- g) By the loss of membership

The removals and appointments will have to be communicated to the Associations Register, to record and divulge it.

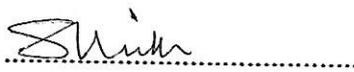
Article 17: THE PRESIDENT

The President shall:

- a) Represent the Association before any kind of persons, authorities and public and private institutions
- b) Execute and fulfil the decisions of the Board and General Meeting or delegate responsibility for the decisions to a member having the capability to undertake the tasks required
- c) Order the expenses and payments of the Association
- d) Endorse the minutes, certificates and agreements adopted by the Board and General Meeting.



President



Secretary

Article 18: THE VICE PRESIDENT

The Vice President shall:

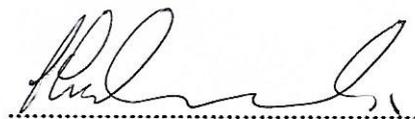
Carry out the duties of the President when there is a vacancy due to illness or absence.

Article 19: THE SECRETARY

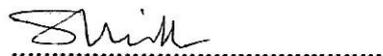
The Secretary shall:

- a) Attend the meetings of the Board and the Ordinary and Extraordinary General Meetings to record the minutes of such meetings.
- b) To carry out the calling of all meetings by informing all attendees required and prepare the agenda.
- c) To immediately inform the President and Chairperson about the application of members wishing to call a meeting in respect of specific issues that have arisen in the course of the activities of the Association according to what is established in article 9.
- d) Generally deal with the administration side, coordinate communication, and keep all documents and records required
- e) Be responsible for the custody of archives, documents and Association books except for ledger books.
- d) To prepare and sign the minutes which are then approved by the President.
- e) Carry out any other duties inherent to the role of Secretary

In case of absence, ill health or other justified reason, the Secretary will be substituted by another able member.



President



Secretary

Article 20: THE TREASURER

The Treasurer shall:

- a) Oversee the income and expenditure of the Association and prepare monthly spreadsheets.
- b) Make payments if required with the approval of the Board.
- c) Control account ledgers for the fulfilment of the tax duties of the Association within the legal period and in a way established by law
- d) Prepare the General Accounts statement and Balance Sheet which must be approved at the General Meeting of the members.
- e) Carry out any other duties inherent to the role of Treasurer.

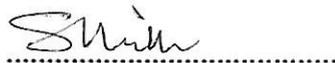
Article 21: .THE MEMBERS

The members shall:

- a) Receive notification of the General Meeting as set out in Article 7 of these Statutes
- b) Participate in the debates at the meeting
- c) Exercise their right to vote
- d) Request a meeting with the Board of Directors to bring to their attention any issues or concerns affecting the Association outside the time of the General Meeting. Such a request should be made to the Secretary initially, and be supported by evidence or documentation in respect of such issues or concerns.
- e) Participate in the activities of the Association.
- f) The members will leave the Association because they resign voluntarily or do not fulfil their financial obligation.



President



Secretary

ECONOMIC SYSTEM

Article 22: CONSTITUTING ESTATE

The Constituting Estate of the Association at the moment of its constitution is 3000 euros.

Article 23: OWNERSHIP of ASSETS and RIGHTS

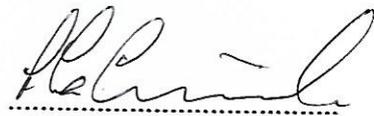
The Association must appear as the owner of all the assets and rights that form its estate, which shall be recorded in its inventory and shall be registered, in its case, in the corresponding Public Registries.

Article 24: FINANCING

The Association, to develop its activities, shall be financed with:

- a) The resources derived from the yield of its estate.
- b) Membership dues.
- c) Donations or subsidies that may be granted by natural or legal persons, public or private ones.
- d) Donations, inheritances and legacies, accepted by the Board of Directors.
- e) The incomes derived from its activities.

The profits obtained by the Association, derived from the execution of its economic activities, including the rendering of services, must be destined exclusively for the fulfilment of its objectives.



President



Secretary

DISSOLUTION and APPLICATION of the SHARE CAPITAL

Article 25: DISSOLUTION

The Association shall be dissolved by the following reason:

- a) By agreement adopted by a qualified majority in an Extraordinary General Meeting.
- b) By the causes established in article 39 of the (Spanish) Civil Code
- c) By a final judgement.

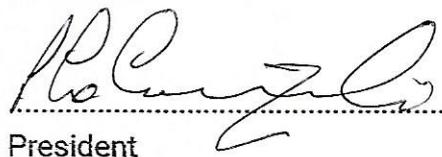
Article 26: WINDING-UP

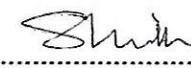
Once the dissolution of the Association has been agreed, the winding-up period is open and until the end of such period, the Association shall keep its legal personality. The members of the Committee shall become liquidators at the time of the dissolution, unless the General Meeting or the judge, who agrees the dissolution, appoints them expressly, the liquidators shall:

- a) Watch over the integrity of the Association's estate.
- b) Finish the outstanding transactions and carry out the new ones necessary for the winding-up.
- c) Collect the credits of the Association.
- d) Wind up the estate and pay the creditors.
- e) Apply the remaining assets to the objects established in the Articles of the Association.
- f) Apply for the cancellation of the entries in the Register.

The resulting estate shall be destined for other non-profit organisations or public institutions which have similar objectives to the Association.

In the case of insolvency, the Committee or the liquidators have to promote immediately the appropriate bankruptcy proceedings before the competent judge.


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President


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Secretary