

# ENGLISH-SPEAKING RESIDENTS' ASSOCIATION.

## NOTES

### Laws of Associations.

The Statutes which follow conform with the requirements of the Law of Associations (Ley 191/1964 developed by Decreto 1440/1965). Any matters not covered by the Statutes are regulated as set out in the said Law.

The Association was entered upon the Register of Associations established under the said Law on 9th September 1985 with the Registration Number 1162.

The Law requires that any change to the membership of the Executive Committee, the registered address or the Statutes is notified to the Registrar of Associations. His address is:

Registre d'Associacions, de les Illes Balears, Conselleria de Presidencia.

C/ Sant Pere, 3 07012 Palma, Tel: 971 17 71 45

#### **Codigo de Identificacion (C.I.F.).**

**The CIF number of the Association is G07270077. This number was allocated to the Association on 23 February 1988 by the Ministerio de Economía y Hacienda (Centro de Proceso de Datos).**

#### **Gender**

**In all that follows, use of the masculine gender includes the feminine.**

## STATUTES.

**Article S1. Name, Registered Office and Place of Activity.** The name of the Association shall be "English-Speaking Residents' Association", (ESRA Asociación de Residentes de Habla Inglesa). The registered office of the Association shall be: Bufete Maura, Edificio Fenix, c/ S'Aigua Dolça nº 1, 1º-6ª, 07014 Palma. The place of activity of the Association shall be Mallorca.

**Article S2. Objects.** The objects of the Association shall be:

1. To provide a source of friendship and companionship for English-speaking persons.
2. To encourage Members to help each other.
3. To promote social and welfare activities for the benefit of Members.
4. To co-operate with other associations having similar aims.
5. To encourage and assist the integration of members with the Mallorcan community.
6. To support selected local charities.
7. To do such other things as may be incidental to or conducive to attainment of any or all of the above objects,

**ALWAYS PROVIDED THAT,** the Association shall not promote political, religious or commercial activities, except where these meet with the aims of Objects 3, 4 and 5 and should be agreed by the Executive Committee.

### **Article S3. Membership.**

**Qualifications.** The Association shall comprise English-speaking persons of eighteen years of age or more.

**Classes of Membership.** There are three classes of membership: Ordinary Members, Honorary Members and Life Members, as defined in the Bye-laws of the Association.

**Article S4. Rights and Duties of Members.** Members shall have the right to receive information on association activities, to speak, nominate and vote for candidates, at all Association General Meetings and upon request receive a copy of the Statutes and Bye-Laws and annual accounts from the most recent Annual General Meeting. Members shall have the duty to comply with the Statutes and Bye-Laws, support the aims of the Association and not act in a manner that brings the Association into disrepute.

**Suspension.** The President, District Chairmen or any District Committee on a two thirds majority vote may petition for the suspension of a member(s). The petition for suspension shall be brought before the Executive Committee who shall issue a decision in a manner set forth in the Association Bye-laws.

**Article S5. Administrative Structure.** The administrative structure of the Association shall consist of:

- A. The Members.
- B. The Executive Committee.
- C. District Committees.

The governing body of the Association shall be a General Meeting of the Members. The Executive Committee shall be answerable to the Members in a General Meeting and, between such meetings, shall control the functions of the Association. The Executive Committee shall: Ensure the Statutes and Bye-Laws of the Association are observed. Ensure that decisions taken by Members in General Meetings are implemented. Control Association finances.

For administrative purposes the membership shall be divided into Districts as determined by the Executive Committee. Districts shall have committees responsible for the management of affairs within their District. District Committees shall have the responsibility to: Ensure that Executive Committee decisions are implemented within their Districts, consider the expressed wishes of members in the District, report same to the Executive Committee and manage District funds.

### **Article S6. Financial Structure**

**A. Funding.** The funds of the Association shall be derived from: Membership fees, Donations, Fund raising and Grants.

**B. Financing.** The Financial and Membership year shall run from January 1<sup>st</sup> to December 31<sup>st</sup>. Membership fees and their date of implementation will be decided by the Executive Committee from time to time and only as necessary to fund the Association. The Executive Committee shall be financed by a levy upon the Districts, (the amount to be determined periodically by the Executive Committee), donations, fund raising activities and grants.

**C. Administration.** All bank accounts shall be in the name of the Association. The Associations funds shall be managed by the Executive Committee and District Committees.

**D. Assets.** The net current assets of the Association at the end of the last financial year 2022 were 16.117.51€ consisting of bank and cash balances.

### **Article S7. The Officers and their duties.**

**A. General.** All Officers of the Association will maintain confidentiality when so indicated by the President and/or District Chairman. All committee members shall abide by the General Data Protection Regulations.

## **B. The Executive Committee.**

Duties: The Executive Committee shall be empowered at all times to conduct the administrative business of the Association, enacting and implementing policies, in the best interests of the Association and in accordance with the Statutes and the Spanish Law of Association, 1/2002 dated 22<sup>nd</sup> March 2002.

The Executive Committee shall comprise the President, Secretary and up to 20 voting members. The Executive Committee, if the President so wishes, may co-opt a Past President as a voting member and up to two non-voting members.

**The President** shall be the executive head and legal representative of the Association. He shall vote at the Executive meetings only in the event there is a tie vote and shall be an ex-officio of all other committees.

**The Secretary** shall be responsible for preparing and circulating the Agenda for the Executive Committee and Annual General Meeting(s) of the Association. He shall take and record the minutes of such meetings, deal with correspondence and file the required legal documentation.

### **Article S8. Committee Meetings.**

**The Executive Committee** shall meet at least six times a year. A quorum shall be two-thirds of its members rounded up, (excluding non-voting members); decisions shall be taken by a majority vote. The Executive Committee may appoint a sub-committee to make recommendations to the parent committee. Sub-committees shall comprise at least three members, which make up a quorum. Decisions shall be taken by a majority vote.

### **Article S9. Election Procedures and Tenure of Office.**

**President and Secretary.** Nominations for the posts of President and Secretary shall be in the hands of the Executive Secretary by not later than 14 clear days before the date of the Annual General Meeting of the Association. Nominations shall be in writing, shall be proposed and seconded by Members of the Association and shall bear the consent of the nominee. When more than one nomination is received for any one post the voting members of the Executive Committee shall constitute a "Selection Committee" which shall recommend, from amongst those so nominated, one or more candidates for each post to Members attending the Annual General Meeting. A vote shall be taken amongst such Members and the candidate securing the highest number of votes shall be deemed duly elected.

The term of office of the persons so elected shall extend to two years

**Other Members of the Executive Committee except District Chairmen.** Nominations for all other members of the Executive Committee, except District Chairmen, shall be in the hands of the Executive Secretary by not later than 14 clear days before the date of the Annual General Meeting of the Association. Nominations shall be in writing, shall be proposed and seconded by Members of the Association and shall bear the consent of the nominee. When more than one nomination is received for any one post, a vote shall be taken amongst the Members attending the Annual General Meeting and the candidate securing the highest number of votes shall be deemed to have been elected.

The term of office shall extend to two years

### **Article S10. Vacancy of Office.**

**Executive Committee.** The President may appoint a Member to fill a vacancy in the Executive Committee. All such appointments shall be subject to the approval of the Executive Committee.

### **Article S11. General Meetings.**

**A.** The only formal business to be dealt with at General Meetings is that set out in the published agenda.

**B. ANNUAL GENERAL MEETINGS.** The Annual General Meeting of the Association shall take place annually at a date determined by the Executive Committee. A formal notice advising the dates of the Annual General Meeting shall be circulated to members not less than 60 clear days in advance of the meeting. A second notice shall be circulated 28 clear days in advance of the meeting, such notice to include the date, time, venue and agenda for the meeting.

**C. AGENDA FOR ASSOCIATION ANNUAL GENERAL MEETINGS:** **A.** Approval of the minutes of the previous Annual General Meeting. **B.** Presentation of the President's report. **C.** Adoption of Annual Accounts for the previous year. **D.** Election of Officers. **E.** Presentation of budget for the current year. **F.** Appointment of agent for the Association regarding legal registration. **G.** Consideration of motions submitted, (i) regarding the conduct of the Association, its financing or its policies. (ii) to amend the Statutes of the Association. **H.** Consideration of a motion to dissolve the Association.

Decisions shall be taken at the Annual General Meetings by a simple majority of those present and voting. Items G (ii) and H - by favourable vote of at least two-thirds of those present and voting.

**D. EXTRAORDINARY GENERAL MEETINGS OF THE ASSOCIATION.** Such Meetings of the Association may be called by the President, the Executive Committee or 10% of the membership by written request to the President. Such meetings may be called for the specific purpose of considering motions on the conduct, policies, finances, Statute amendments or dissolution of the Association. Upon receipt of such a call the Executive Committee at its next meeting shall determine the date, venue and agenda of the meeting, which shall be circulated to members in not less than 28 days in advance of the date of the meeting. Decisions taken by those present shall be by a simple majority except in the case of changes to the Statutes and dissolution of the Association when a two thirds majority is required.

**Article S12. Motions for Presentations to Annual General Meetings.** Motions not set forth in the agenda items in Article S11 D. above shall be in writing and in the hands of the Executive Secretary by not less than 45 clear days before the date of the meeting(s) and listed on the agenda. Such motions if certified by the Chairman of the meeting(s), as relevant to the original motion, may, if seconded by another member present, be amended.

**Article S13. Bye-Laws.** Bye-Laws and amendments to them may be made by the Executive Committee.

**Article S14. Implementation of Statutes and Bye-Laws.** New or changed Statutes and Bye-Laws shall be implemented at a date determined by the Executive Committee and not before Members are notified.

**Article S15. Disclaimer of Responsibility.** The Association shall not be liable for actions, comments, advice or accusations, implied or otherwise by any member(s) unless such have been approved by the President. The Association shall not be liable for any damages or personal injury resulting from or to persons participating in any Association activities. Association activities are defined as those published in Association sanctioned publications, and/or on the Association's internet site and social media.

**Article S16. Membership List.** The names, addresses and personal details of Members of the Association are strictly confidential solely for the use of those authorised by the Executive Committee and in accordance with the General Data Protection Regulations.

**Article S17. Dissolution of the Association.** Where a General Meeting of the Association has agreed to the dissolution of the Association, the Executive Committee shall act as a dissolution committee. Any funds remaining, after all debts are paid, shall be donated to a charity(s) in the Balearic Islands.