

## BYLAWS OF THE ASSOCIATION

### ADELANTE AFRICA TUGENDE OMUMAIISO

#### CHAPTER 1

##### NAME, PURPOSE, REGISTERED ADDRESS AND SCOPE

###### **Article 1.- Name**

The name of the Association is "ADELANTE ÁFRICA TUGENDE OMUMAIISO". It has been constituted as a non-profit organisation under Article 22 of the Spanish Constitution and is governed by Organic Law 1/2002 of 22nd March regulating the right of association and related provisions and the applicable laws at any given moment and by these current Bylaws.

###### **Article 2.- Purpose**

The Association's aim is to promote and take part in altruistic actions, international cooperation and global education, with a special interest in vulnerable people in the African continent. The association's priorities and areas of intervention contain, but are not limited to:

- a) International development cooperation with Africa.
- b) The promotion of education, health, sanitation, nutrition and vocational training in Africa, or any other action that may further African development.
- c) Funding infrastructure for the care and education of needy children in Africa.
- d) Protection and defense of the most vulnerable groups in Africa.
- e) Cultural and material exchange with needy populations in Africa.
- f) Economic and financial cooperation for agriculture, education, health, infrastructure, transport and other development projects that may benefit and aid the development of the most vulnerable population in Africa.
- g) Humanitarian aid.
- h) To raise awareness in Spanish society about the problems of the most vulnerable people and to educate in global citizenship.

The association's activities can be implemented directly with their own resources or a third party's; it can also collaborate with other organisations with similar aims, both national and internationally.

###### **Article 3.- Activities**

The Association shall fulfil its purposes through the following activities, among others:

- a) Seek and obtain funding for their activities.
- b) Conduct social awareness campaigns in Spain and other developed nations about the problems of African countries, in particular. Also, the obstacles developing countries face in general.

- c) Advocate funding for development projects.
- d) Lead and manage development programmes and projects put together by the Association or by other organisations and entities with common purposes, including local authorities and government administrations of the countries in which the activities take place.
- e) Advise and support development projects in Africa carried out by third parties with common vision and values.
- f) Any other activity which may further the Association's aims.

**Article 4.- Registered address and scope**

The Association's registered address is Madrid 28002, Calle Francisco Campos nº 22 - Bajo, and it shall operate nationally and internationally.

**Article 5.- Duration**

The Association shall have perpetual duration unless the Extraordinary General Meeting of Members decides to dissolve it.

**CHAPTER II**

**ORGANS OF THE ASSOCIATION**

**Article 6.- Organs of government and representation of the Association**

The Association's organs of government and representation are, respectively, the General Meeting and the Governing Board.

**CHAPTER III**

**GENERAL MEETING**

**Article 7.- Nature**

The General Meeting is the supreme organ of the Association and consists of all the membership.

**Article 8.- Meetings**

General Meetings shall be either ordinary or extraordinary meetings. Ordinary general meetings shall be held once a year in the last quarter of the year; extraordinary general meetings, shall be held as contemplated by law, following a call by the Governing Board or at the request of no less than 25% of the membership.

**Article 9.- Calls to meetings**

Calls to General Meetings, both annual and extraordinary, must be announced by circular letter or any other telematic medium that provides proof of receipt. Notification of the meeting must be sent at least 30 days before the date set for the Meeting on first call. The notification may also state, as appropriate, the date for the Meeting on second call. There must be at least one hour between the meeting on first and second call.

The notification shall state:

- a) Place, day and time of the meeting. And, as appropriate, the date and time of the second call, considering the minimum period of one hour between the two calls.

- b) Given the nationwide nature of the association and the territorial dispersion of its founding members, general meetings may be held by videoconference on the appointed day or by any other telematic medium that ensures that all attending members can communicate.
- c) Agenda or matters to be dealt with
- d) A number of the membership representing at least 25% of the votes may ask the government organ to include one or more issues on the agenda for the General Meeting. If the General Meeting has already been convened, the request must be made in the first third of the period between the reception of the convocation and the date set for the meeting, so that all the membership may be informed of the expanded agenda.
- e) The General Meeting may not adopt resolutions on matters that are not on the agenda, unless it has been constituted as a universal meeting of all members, or the resolutions concern the convening of another General Meeting.
- f) If in the General Meeting it is intended to bring a liability claim against members of the government organ or to remove them from their posts, in the same act, an extraordinary session of the General Meeting must be convened with this point as the sole point on the agenda.

On grounds of urgency, the aforementioned periods may be shortened.

**Article 10.- Quorum for valid constitution and quorum to adopt resolutions**

General Meetings, both ordinary and extraordinary, shall be validly constituted at first call when at least half the membership with voting rights are present or represented and at the second call they shall be validly constituted with the attendance of at least four people.

Resolutions shall be adopted by simple majority of votes of the persons present or represented, except in cases of amendments to the Bylaws, dissolution of the association, disposal or transfer of assets, when a two-thirds majority of the votes of persons present or represented shall be required. In the event of a tie the President or acting president shall cast the deciding vote.

**Article 11.- Powers of the Ordinary General Meeting**

The Ordinary General Meeting has the power to:

- a) Appoint the Governing Body and its posts, directors and representatives as well as honorary members.
- b) Approve, as appropriate, the Governing Body's management.
- c) Examine and approve the annual budgets and the Accounts.
- d) Approve or reject the Governing Board's proposals concerning the association's activities.
- e) Establish ordinary and extraordinary membership fees.
- f) Agree to constitute a Federation of Associations or join one.
- g) Expel members at the proposal of the Governing Board.
- h) Apply for a public utility declaration.
- i) Dispose of and transfer assets.
- j) Approve the rules for the internal regime.
- k) Anything else that is not the exclusive competence of the Extraordinary General Meeting.

**Article 12.- Powers of the Extraordinary General Meeting**

The Extraordinary General Meeting has the power to modify these Bylaws and to dissolve the Association.

## CHAPTER IV

### GOVERNING BODY

#### **Article 13.- Nature and composition**

The Governing Body is the representative organ that manages and represents the Association's interests in accordance with the provisions and directives of the General Meeting. It shall comprise a President, a minimum of one and a maximum of three Vice Presidents, a Secretary, a Treasurer and a minimum of 1 board member and a maximum of six members, appointed by the General Meeting from among the membership of legal age, in full use of their civil rights and who are not disqualified on legally established grounds of incompatibility. They shall have a five-year mandate and shall perform their duties without remuneration. The President, the Vice Presidents, if there were many, and the Secretary of the Governing Body shall also be the President, Vice Presidents and Secretary of the Association and of the General Meeting.

#### **Article 14.- Procedures for electing and replacing members**

Members of the Governing Body shall be chosen by the General Meeting through the presentation of candidacies, which will be permitted appropriate dissemination 15 days before the corresponding meeting is held.

If a member of the Governing Body is absent or ill, another board member may temporarily deputise, after being appointed by the majority of board members, except in the case of the President who will be replaced by the Vice President.

Members of the Governing Body shall step down:

- a) When the period of their mandate expires
- b) Upon express renunciation
- c) By resolution of the General Meeting

#### **Article 15.- Meetings, quorum and adoption of agreements**

The Governing Body shall meet after being convened, with at least three days between convocation and the meeting, as often as its President decides or upon request by 2 of its members. The Governing Body shall be validly constituted by the presence of half its members plus one and its resolutions shall only be valid when carried by a majority vote in the event of a tie, the President shall cast the deciding vote.

To streamline Governing Body meetings, given the nationwide nature of the association and the territorial dispersion of the founding members, the Governing Body may meet through a videoconference on the appointed day, or by any other telematic medium that guarantees communication between all the members attending the meeting.

#### **Article 16.- Powers of the Governing Body**

The Governing Body has the following powers and obligations:

- a) Direct the Association's social activities and undertake its financial and administrative management, agreeing to engage in the opportune agreements and acts, without prejudice to the provisions of Article 11, paragraph i).
- b) Propose projects and campaigns for approval by the General Meeting.
- c) Execute General Meeting resolutions.
- d) Produce and submit the annual budgets and financial statements to the General Meeting for approval.
- e) Produce, as appropriate, the rules for the internal regime.
- f) Decide on the admission of new membership.

- g) Appoint delegates for a given activity of the Association.
- h) Any other power that is not exclusively competence of the General Meeting of Members.
- i) Inform all the membership promptly and within 15 days of steps taken and resolutions adopted.

**Article 17.- President**

The President is authorised to:

- a) Legally represent the Association before all types of public or private bodies.
- b) Convene, chair and end sessions of the General Meeting and Governing Body and direct the deliberations of both.
- c) Authorise with his/her signature documents, minutes and correspondence.
- d) Take any urgent measure required for the smooth running of the Association or its activities, as necessary or advisable, without prejudice to the obligation to immediately inform the Governing Body.

**Article 18.- The Vice Presidents**

First Vice President and, in his or her absence, the Second and next in order, if there were many, shall legally represent the Association by explicit delegation of the President and shall also deputise for the President in his or her absence, due to illness or any other cause and shall have the same powers as the President.

**Article 19.- Secretary**

The Secretary is authorised to:

- a) Adopt any urgent measure required for the smooth running of the Association or its activities, as necessary or advisable, without prejudice to the obligation to immediately inform the entire Governing Body.
- b) Order payments by signing with the Treasurer or the President.
- c) Authorise documents, minutes and correspondence by signing together with the Treasurer.
- d) Direct the Association’s purely administrative work, issue certifications, witness agreements adopted at meetings of the Governing Body and General Meetings, keep files and take custody of the organisation’s documentation and send, as appropriate, communications to the Authorities, with pertinent requirements.

**Article 20.- Treasurer**

The Treasurer shall (i) Keep a record of all the Association’s accounts, (ii) Sign payments together with the Secretary and in the absence of the Secretary, with the President, (iii) Collect and safeguard the funds belonging to the Association, and (iv) Comply with payment orders authorised by the Governing Body.

**Article 21.- Board Members**

Board members shall have the characteristic obligations of their post as members of the Governing Body as well as the obligations arising out of any delegations or working committees that the Governing Body itself may attribute to them.

**CHAPTER V**

**MEMBERSHIP**

**Article 22.- Eligibility for Membership**

People and legal entities are eligible to join the Association if they have a link to social work with vulnerable groups and an interest in the Association’s aims. They must also pay a fee, set

annually by the board. Natural persons must be of legal age, or emancipated minors who have the capacity to act and are not subject to any legal restrictions that affect their right to association. Minors over 14 years of age who are not emancipated need documented consent from their legal guardians. Legal entities require express assent from their governing body. The membership form must be agreed by the board.

**Article 23.- Categories of Membership**

The Association will have the following categories of membership.

- a) Full members
- b) Honorary members; awarded this distinction because of their prestige or their substantial contribution towards promoting and developing the Association. The appointment of honorary members falls to the General Meeting. They have speaking and voting rights.

**Article 24.- Reasons for terminating membership**

Members may leave the office on the following grounds:

- a) Voluntary resignation, notified in writing to the Governing Body.
- b) Breach of their economic obligations if they stop paying the periodical fees.
- c) Improper conduct, discrediting the Association with acts or words that severely disrupt acts organised by the Association and normal coexistence with the membership.

In cases of sanction and removal of members, the affected party shall be informed of the events giving rise to such measures. The individual concerned will have the right to be heard and any decision in that regard must be reasoned.

**Article 25.- Members' rights**

Full members shall be entitled to:

- a) Take part in any activities the Association organises to fulfil its purposes.
- b) Take part in Meetings with speaking and voting rights.
- c) Vote and stand for management positions.
- d) Receive information on decisions taken by the organs of the Association
- e) Make suggestions to members of the Governing Body for the purpose of improving compliance with the Association's purposes.

Honorary members shall have the same rights as full members, except in the performance of the duties corresponding to the official positions held by full members on the Association's Governing Body. Positions occupied by Honorary Members on the Association's Governing Body are only honorific in nature.

**Article 26.- Members' obligations**

Full members shall have the following obligations:

- a) Comply with these present Bylaws and the valid resolutions of the General Meetings and Governing Body
- b) Pay fees as established.
- c) Attend General Meetings and any other acts that are organised.
- d) Carry out, as appropriate, the characteristic obligations of the positions they occupy.
- e) Contribute with their behaviors to the good name and prestige of the Association.

**CHAPTER VI  
FINANCING REGIME, ACCOUNTING AND DOCUMENTATION**

**Article 27.- Documentation and accounting obligations**

The Association shall have an up-to-date membership list. It shall keep accounts that show a faithful record of the assets, results, the entity's financial situation and the activities carried out. It shall also have an up-to-date inventory of its assets.

The minutes of the meetings held by its governing board and representation organs shall appear in a Minutes Book.

**Article 28.- Financial Resources**

The financial resources planned for the Association's purposes and activities shall be as follows:

- a) Periodic or extraordinary entry fees
- b) Grants, donations, legacies and bequests that are lawfully received from the membership or third persons, as well as any income provided by the yields those assets might provide.
- c) The Association may obtain income from its activities, as long as this does not involve an unreasonable limitation of the support granted to its beneficiaries.

The members of the Association's Governing Body shall carry out their activity in and for Adelante Africa, without any remuneration from the Association whatsoever.

All travel expenses related to Adelante Africa activity shall also be paid personally by each member, notwithstanding the statements in the following paragraph.

The funds collected by Adelante Africa shall only be used for the NGO's charitable works and to pay external professionals (not members of the Board) for their services which are essential to deliver the charitable works and fulfil the Association's formal obligations.

**Article 29.- Initial starting capital and fiscal year**

The Association does not have a starting capital.

The closing date of the Association's fiscal year will coincide with the last day of the calendar year.

**CHAPTER VII  
DISSOLUTION**

**Article 30.- Dissolution agreement**

The Association will be dissolved:

- a) At the wish of the membership expressed in a resolution of the General Meeting.
- b) Because the General Meeting finds it is impossible to fulfil the purposes contemplated in the Bylaws.
- c) By court decision.
- d) The dissolution agreement shall be adopted by the General Meeting, convened for that purpose, with a two-thirds majority of the membership.

**Article 31.- Liquidation Committee**

In the event of dissolution, a liquidation committee shall be appointed which, when the debts have been paid off, shall distribute any remaining surplus cash to charitable purposes or other entities with similar purposes.

The liquidators shall have the duties laid down in Sections 3 and 4 of Article 18 in Organic Law 1/2002 of 22nd March.

**ADDITIONAL PROVISION**

The Association and these present Bylaws shall be governed by the current **Spanish Law of Associations 1/2002 of 22nd March** and related additional provisions.

REMARK: This is to state that the present Association Bylaws, **including the modification to article 4 related to the change of its registered address**, were approved at the General Meeting held on 27<sup>th</sup> October 2024, in attendance of all the associates and the present Bylaws are signed by the Secretary of the Association, Mrs Jane Cadwallader and by its President, Ms Victoria Ley Vega de Seoane.

Madrid, 27th October 2024