

*[Each page bears the ink stamp of the Government of Catalonia, Justice Department, Territorial Services in Girona, and, except the last page, three illegible signatures in the left-hand margin]*

BYE-LAWS OF THE PROPRIETORS' ASSOCIATION OF THE SANTA MARGARIDA CANALS

**BYE-LAWS**

CHAPTER I

NAME, PURPOSES, ADDRESS AND SCOPE

Article 1.

With the name of Asociación de Propietarios de las Acequias de Santa Margarida [Proprietors' Association of the Santa Margarida Canals], an ASSOCIATION is hereby constituted under Act nº 1/2002 of March, with legal personality and full capacity to enter into agreements and with a non-profit nature. The Association shall be governed by Act nº 4/2008 of April of Book Three of the Civil Code of Catalonia, relating to legal entities.

Article 2.

This Association is constituted for an indefinite time, unless the currently applicable laws or the General Meeting should provide otherwise.

Article 3.

The existence of the Association has the following purposes:

- a) By way of its Executive Committee, to manage, submit, monitor and terminate before any Authorities, Bodies and persons, both public and private, all manner of formalities addressed to achieving the best service for the Association.
- b) To defend the environment and the Empordà Marshes Nature Park, in whose zone of influence the Residential Estate is located, and also the rights of its members, in particular their right of ownership, both individual and collective, and the administration, conservation, maintenance and use of the canals of the Santa Margarida Canals Residential Estate.
- c) Any other purposes analogous to or complementary with the above, addressed in all cases to guaranteeing, improving or organising the use and the services common to the properties located in the Residential Estate.

- d) The Association shall have no profit-making purpose whatsoever, and under no circumstances may the members, jointly or individually, use it for political ends or in defence of professional interests, regulated by the Act of 1 April, 1977.

#### Article 4.

In order to achieve these purposes, the following activities shall be performed:

- a) To exercise the rights corresponding to it before the competent bodies, both public and private, in defence of the interests of the Association as a legal entity. To defend and protect the rights of the Association and its members towards third parties and to order and oversee the coordinated use of its own exploitations.
- b) The Association's goals include that of regulating the sailing activity along the canals and the River Grau in order to protect the Nature Park, in accordance with the provisions of Partial Plan of the Santa Margarida Residential Estate passed by the Girona Provincial Delegation of the Housing Ministry on 9 November 1965, acting as the USERS' COMMITTEE and complying with the sailing regulations.
- c) To oversee the appropriate conservation, dredging, maintenance and repair of the canals and to collaborate with the administration for the maintenance of the breakwaters protecting the mouth of the River Muga and its periodical dredging in order to permit the drainage into the sea of its large surges and to maintain a depth of over 3 metres and with a bed capable of evacuating the said surges.
- d) The Proprietors' Association may not hire labour staff, and all the services decided by the Proprietors' Association, including those of legal defence, must be contracted as such in the market.

#### Article 5.

The Association establishes its address at that of its chairperson: C/Cap Negre nº 3, 17480 Roses, and its territorial scope in which it is mainly to perform its activities shall not exceed the boundaries of the Province of Girona.

## CHAPTER II

### REPRESENTATIVE BODY

#### Article 6.

The Association shall be managed and represented by an Executive Committee.

#### Article 7.

The competent body for applying the provisions contained in these Bye-Laws is the Executive Committee, although it shall at all times be subject to the current legal regulations governing Associations.

#### Article 8.

The APA (Proprietors' Association of the Santa Margarida Canals, Roses) shall be directed and managed by the Chairperson along with the Executive Committee and the General Meeting.

#### Article 9.

The Chairperson of the Association shall assume its legal representation and execute the resolutions adopted by the Executive Committee and the General Meeting, presiding over the sessions held by each body.

To do so, the Chairperson may sign all manner of documents in the name of the Association which may be necessary for its normal running.

#### Article 10.

The Executive Committee shall be formed by:

- A Chairperson
- A Secretary
- A Treasurer

It is necessary to be a member to occupy any of the above positions.

#### Article 11.

The Chairperson and the persons occupying the other positions on the Executive Committee shall be elected by the General Meeting, and their mandate shall be for one year, although they may be re-elected indefinitely. The said positions are not remunerated.

#### Article 12.

It corresponds to the Executive Committee to programme, direct and conduct the Association's administrative and economic management; to submit to the General Meeting the annual income and expenditure budget and statement of accounts of the previous year; to accept or reject proposals of admission of new members; and to respond to urgent orders, admitting no delay, and rendering accounts for them to the General Meeting.

To defend the members' common rights and properties, initiating all necessary legal proceedings to achieve this end.

To prepare an estimate of costs for legal proceedings, specifying the contents and the quota corresponding to each member.

### Article 13.

The Executive Committee shall meet whenever so determined by the Chairperson, at his/her initiative or at the request of any of the Committee's members. In order to be valid, its resolutions must be adopted by a majority of votes.

### Article 14.

Apart from the powers set out in Article 9, the Chairperson shall also have the following:

- a) To call, open and close the sessions held by the Executive Committee and the General Meeting, and to direct their deliberations.
- b) To propose the Association's Plan of Activities to the Executive Committee, promoting and directing its tasks.
- c) To order payments validly agreed by the Executive Committee.

In his/her functions, the Chairperson shall be assisted by the other members of the Committee, who shall also deputise for him/her in the event of vacancy or indisposition, in the order established in Article 10.

### Article 15.

It shall correspond to the Treasurer to safeguard the Association's funds and carry out the payment orders issued by the Committee.

Each language group shall elect up to two spokespersons, who shall have the functions entrusted to them in each case and shall form part of the Executive Committee.

### Article 16.

The Secretary's functions are as follows:

- a) To issue the minutes of the sessions of the Executive Committee and the General Meeting, which, once passed, shall be transcribed in the corresponding minutes book and endorsed with the Secretary's signature.
- b) To maintain the file and register of members, recording the new members, whose admission applications shall be handled and communicated by the corresponding Vice-Chairperson.
- c) To prepare the Annual Budget and the Annual Accounts in order for them to be submitted for the approval of the General Meeting.
- d) To oversee compliance with the legal provisions on matters of Associations, carrying out the pertinent formalities, safeguarding the official documents and

books and assisting the administrator who shall be shared with the Residents' Association.

#### Article 17.

The General Meeting is made up of all the members of the Association and is its highest governing body. It shall meet whenever so agreed by the Executive Committee, at its own initiative or when so requested by one-tenth of the members.

The General Meeting shall meet of necessity in ordinary session once a year, during the month of July, in order to pass the Annual Accounts and the Budget, the annual Plan of Action and the management of the Executive Committee, and to elect the members of the Executive Committee.

#### Article 18.

The General Meeting shall meet in extraordinary session whenever so required by the current legislation due to the import of the matters to be discussed, and in all cases in relation to:

- a) Disposal or sale of assets.
- b) Modification of the Bye-Laws.
- c) Winding-up of the Association.

#### Article 19.

Any General Meeting (ordinary or extraordinary) shall be called in writing, by the Vice-Chairpersons in their respective languages, stating the place, date and time when it is to be held and the Agenda.

The Vice-Chairpersons may decide to hold parallel general meetings in their respective languages.

Even when not stated on the Agenda, any Ordinary General Meeting may also discuss other business, which, if not provided for, shall not be possible in Extraordinary Meetings. In addition, even when not stated, the reading and passing, as the case may be, of the Minutes of the previous Meeting shall be an obligatory item on the Agenda of any Meeting.

The Vice-Chairpersons shall send each of the members, in their respective languages, a copy of the draft of the said Minutes, prior to the date for holding the General Meeting, substituting for its reading, unless any question is raised in relation with its contents.

#### Article 20.

Between the date of the call and the date for holding the General Meeting, at the first call, there must be an interval of at least fifteen days. The date and time of the second call may be stated, as the case may be, and there must be a period of twenty-four hours between the two calls. If a second call has not been provided for, it must be made with a minimum of six days' prior notice from the meeting date.

The General Meeting shall be validly constituted, in both ordinary and extraordinary session, at first call, when it is attended by a simple majority of the members, present or represented, and at second call whatever the number of members attending.

Article 21.

The resolutions of the General Meeting shall be adopted by a simple majority of the votes cast by the members present. However, the favourable vote of two-thirds of the members present or represented shall be necessary in order to adopt resolutions consisting in the disposal or sale of assets, removal of the Executive Committee, modification of the Bye-Laws or winding-up of the Association.

Notwithstanding the provisions of these Bye-Laws, the provisions of the current legislation on Associations shall apply when, in view of the matter to be discussed, they require a larger quorum or majority than those stipulated here.

Article 22.

Each member has one vote, and there is no casting vote whatsoever.

Article 23.

The Executive Committee shall be voted on an annual basis.

## CHAPTER III

### MEMBERS

Article 24.

The following persons may be members of the Association: the proprietors of plots bordering on a canal or the River Grau and the proprietors of moorings located in the Santa Margarida and Salata Residential Estate (Roses) who are of full age, have full capacity to enter into contracts and are interested in the achievement of the Association's purposes.

Other persons who may be members of the Association are all those who wish to support and subsidise it (even if not affected proprietors), and they may be advisory members. Such members will not have the right to vote in General Meetings and may not be elected to the Executive Committee.

Article 25.

Any person wishing to join the Association shall submit a written application to the Vice-Chairpersons, stating their personal circumstances and certifying that they meet the necessary requirements. The application shall be forwarded to the Executive Committee, which shall decide on the matter. An appeal may be submitted to the General Meeting against the decision taken on whether or not to admit a new member.

Should the proposed condition of member fall on a legal entity or plurality of persons, on applying for admission, one person shall be designated as the contact for communicating the Association's actions and assuming the right to exercise or delegate the vote and occupy executive positions within the Association.

#### Article 26.

Any member may withdraw from the Association at any time, but in order to apply for withdrawal it is essential to be entirely up to date with the payment of the fees and any other amounts owed to the Association. When the Executive Committee or the General Meeting decide to make extraordinary expenditures, the withdrawing member is not obliged to contribute to these.

The Executive Committee may remove from the Association any members who commit acts which render them unworthy of continuing to belong to it, and any who habitually delay without justification the payment of their fees and other economic obligations towards the Association.

Under no circumstances may members use their properties to answer for their commitments to the Association.

#### Article 27.

Every member has the following rights:

- a) To speak and vote at General Meetings.
- b) To be appointed as a member of the Executive Committee in the manner provided for in these Bye-Laws.
- c) To possess a copy of these Bye-Laws and be informed of the agreements adopted by the governing bodies.
- d) To be shown annually the statements of income and expenditure accounts.
- e) To request the call of a General Meeting under Article 17.
- f) All the other rights arising out of these Bye-Laws.

#### Article 28.

Every member has the following obligations:

- a) To abide by the provisions of these Bye-Laws, which are considered accepted by the fact of applying for admission to the Association, and any terms validly laid down by the governing bodies.
- b) To pay any admission fees and periodical charges which may be agreed by the Executive Committee, and to participate proportionally in any expenses occasioned by the use of the Association's services.
- c) To comply faithfully with the obligations inherent to any position they may occupy.

#### Article 29.

The governing body may penalise any breaches committed by members who default on their obligations. Such breaches may be classified as minor, serious or very serious, and the corresponding sanctions may range from a warning to expulsion from the Association, as shall be established in the internal regulations.

The sanctioning procedure shall be commenced *ex officio* or as a consequence of a complaint or communication. The Executive Committee shall name an examiner, who shall conduct the sanctioning procedure and propose the resolution having given prior hearing to the alleged offender. The final resolution, which must be duly founded, shall be adopted by this governing body.

Any penalised member who does not agree with the adopted resolution may lodge an appeal with the General Meeting, which shall confirm it or agree to dismiss it.

## CHAPTER IV

### ECONOMIC REGIME

#### Article 30.

The Annual Budget must cover the expenses with the anticipated income.

#### Article 31.

The following are foreseen as the Association's economic resources for the correct performance of its social purposes:

- a) Any admission fees fixed by the General Meeting.
- b) Any periodical charges fixed by the General Meeting.
- c) The products of any rights and assets which may correspond to it, and any grants, donations or bequests it may legally receive and accept.
- d) The revenues obtained from any lawful activities which the Executive Committee may agree to perform, always within the purposes defined in these Bye-Laws.
- e) The amounts received for any services provided for the purposes proper to the Association, which in all cases shall be rendered on a non-profit basis.

The Association has no founding equity.

#### Article 32.

The Association's funds shall be administered subject to pertinent inspection by the persons and with the powers established for the Chairperson, Treasurer and Secretary in these Bye-Laws.

The administration of funds shall be performed in accordance with the applicable legal provisions and any which may be determined by the General Meeting or the Executive Committee in accordance with these Bye-Laws.

The administration of funds shall be sufficiently publicised in order for the members periodically to know the Association's economic situation and the allocation of funds, without prejudice to the right acknowledged in paragraph (d) of Article 27.

Article 33.

As stipulated in Article 26, no member may withdraw without first being entirely up to date with his/her economic obligations towards the Association.

Any admission fees which may be established shall not be refunded on the grounds of withdrawal of the member, but shall remain in the power of the Association.

Article 34.

Without prejudice to the provisions generally laid down in Law, the Association and, in its name and without need for express authorisation, the Chairperson, may proceed to claim any amounts pending payment by the members. The fact of not having made such payments within two months of the date of notification shall be sufficient requirement.

Article 35.

In the event of winding-up of the Association, the General Meeting shall appoint, in the same meeting, a liquidating panel composed of three members, which, assisted by the Secretary and the Treasurer, shall take charge of the existing funds in order for any remainder, once the Association's debts have been paid, to be delivered to a charity organisation or, should it exist, another Association which will take charge of the goals and purposes which have been pursued by this Association or are pursued by other similar organisations.

In Santa Margarita (Roses), on the twelfth of August two thousand and ten.

*[signature, illegible]*  
Y. Menéndez  
NID 35216407-A

*[signature, illegible]*  
Esther Rojo  
NID 40442226-S

*[signature, illegible]*  
Georgina *[sic]*  
NID 40424273-W