

Association of International Diplomats in Spain

Association Bylaws

Title I

Constitution, Designation, Scope, Duration, Domain, Goals and Activities

Article 1

According to the general Law n° 191 of 24th December 1964 on Associations, the subsequently revised decree n° 1440, 1965, governing complementary norms for the Law on Associations, as well as those set out in the Order of 10 July 1965 and the Royal Decree n° 713 of the 1st of April 1977, the present Association is designated as "The Association of International Diplomats in Spain" (AIDE).

Article 2

The scope of AIDE is limited to the territory of Spain, including the Spanish peninsula and islands. Membership of the Association is open to all spouses of ambassadors who are currently accredited in Spain, spouses of diplomats who are currently accredited in Spain and spouses of functionary diplomats who are currently accredited in Spain, regardless of religion, race or ideology.

Article 3

The Association is established for an indefinite time period.

Article 4

The Association possesses a legal personality and all necessary legal capacity to fulfil its goals.

Article 5

The Association's registered office is located on 46 Alfonso XII Street, 6th FL left APT, Madrid. Board members have the right to agree on changing the Association's registered, location, whenever they believe that it is more appropriate to the Association's interests.

Article 6

The Association's Objectives:

- a) The Association aims to maintain solidarity and close relationships between all nations and people of the world.
- b) Promotion of solidarity between all the Association's members regardless of their nationalities or countries.
- c) To help the members of the Association feel at home in their host country.
- d) Ensure that the Association its members will collaborate on an impartial and unbiased basis in its dealings with institutions and charities based in the host countries.

Article 7

The Board of AIDE is responsible for organizing activities, which promote different cultures within the Association, including at the cultural, artistic, historical and academic level etc. At the same time, the Association's activities should encourage members to know Spanish culture, as well as allow for greater interconnectivity, friendship and solidarity ties between the members. In this context the Association should help in reinforcing the communication channels between nations, and help in the development of common projects.

In the same manner, the Association should aim to raise funds through some of its activities for the benefit of charitable or philanthropic institutions operating in Spain and abroad.

The relationship with other organizations and associations should be carried out at a collaborative basis always be under the proper name of the Association, to maintain the identity of the Association and avoid it being subsumed by another Spanish organization, especially those with greater influence in the country.

Title 2

Association members, rights and responsibilities

Article 8

All spouses of ambassadors, spouses of diplomats and spouses of functionary diplomats have the right to join the Association, on condition that they follow the Association's bylaws and pursue its above mentioned objectives.

In order to join, potential members should complete the necessary membership application form and pay the Association's annual membership fees, which will be determined by the Board.

The Association's official language is Spanish, and therefore all its official documents should be elaborated in that language. The use of a second language such as English or French besides the official one is also permitted.

Article 9

Potential members can apply to join Association at any time. Members can withdraw their membership from the Association at any moment, provided that they have notified the Board at least ten days in advance of their withdrawal. They should explicitly mention

the reason for freezing or withdrawing their membership and the Board will take note of their reasons.

The title of the honorary president or honorary member can be granted to a person who although does not meet the Association's membership criteria, has been publicly recognized for their activities and efforts on behalf of the Association.

Honorary members do not pay the membership fees but enjoy all the rights of membership of the Association except for the right to vote and to be become members of the Board.

Article 10

Rights of Membership

- a) To participate in all the Association's activities and to enjoy any of the Association's benefits or services.
- b) To elect, and be elected to, the Board of the Association and to be kept informed of, or vote on, matters affecting the aims and interests of the Association.
- c) Members can request the Association's support in pursuit of the objectives set out in these bylaws.

Article 11

Members' Responsibilities:

- a) Payment of the membership fee determined during the Association's general assembly and proposed by the Board and in conformity with the Association's current bylaws.
- b) To contribute to the Association's objectives, through fulfilment of the Association's bylaws and by following the measures adopted by its organs.
- c) Members should offer to help the Association, as far as they are able, to achieve the goals set out in its bylaws.
- d) Seek to spread the existence of the Association and its objectives.

Article 12

The Board of the Association can agree to withdraw the membership of any member due to the following reasons:

- a) Incompletion of any of the membership requirements established in the Association's present bylaws.
- b) Breaching any of the accords adopted by the statutory and governing organs of the Association.
- c) Breaching any financial obligations that are necessary to sustain the Association's statutory structure.
- d) Repeated lack of participation in and support for the Association's activities and events.

A member has the right to appeal to the General Assembly following a decision by the Board to withdraw their membership.

Title III

The Association's governing organs and structure

Article 13

The governing organs of the Association are:

- a) General Assembly
- b) The Board

Article 14

The General Assembly is the Association's governing body, and its decisions adopted in conformity with the present bylaws are binding on members.

Article 15

The Association's ordinary general assembly meetings are held once a year, meanwhile, extraordinary ordinary general assembly meetings can be convened by the Board or at the request of 20% of the membership.

Article 16

The Association's members should be notified in person or in writing (including by e-mails) by the President or Secretary of the Board of any ordinary or extraordinary general assembly meetings 15 days prior to its convention. A record of the second call of the general assembly meeting's place, date and hour should be taken into consideration. The second call or notice for the reunion of the general assembly meeting should be held on the same day of its first call or meeting. At least half an hour should be left between the reunion of the general assembly meeting's first call and its second call.

Notification should be sent to the Association's members of the general assembly meeting's place, date and time. The points discussed in the general assembly's agenda are to be agreed upon by the Board.

In a specific section for requests and questions, the Board should present any proposals put forwards by members. Such proposals should be written and handed to the Board three days prior to the general assembly meeting.

Furthermore, urgent matters and topics of importance for the Association can be discussed during its general assembly meetings, if 20% of the attendees decide to raise such matters.

Article 17

The General Assembly will be constituted validly, in the first call, when the attendees reach 50% of the membership plus an extra member. At the second call whatever the number of those present will be sufficient.

Article 18

The President of the Board will chair the general assembly meeting. If the President is absent, the 1stVice president will chair the meeting. Also the secretary will act in accordance with the delegated 1st Vice president in case of the President's absence.

Article 19

Votes at the General Assembly meeting should pass by simple majority, except when the Association's bylaws require a qualified majority vote. Each member has the right of one vote.

Association members who are not able to attend general assemblies in person when votes are held, can authorize any other member to vote for them. In this case a written consent should be presented to the Association's President or the person in charge clearly designated which member is to vote on his or her behalf.

Article 20

Functions and responsibilities of the General Assembly:

- a) Approves decisions concerning the representation, management and defence of the Association's bylaws and objectives.
- b) Approves the Association's work plan, in order to achieve its goals and objectives.
- c) Elects and revokes the mandates of Board members.
- d) Allows the Board to inform the membership about the discharge of its duties.
- e) Decides upon the annual fee paid by members, in accordance with the wishes of the membership and in conformity with the Board's proposals.
- f) Approves the budget of the Association and the settlement of its accounts.
- g) Approves or reforms the Association's bylaws.
- h) Decides to dissolve the Association if necessary.
- i) Identifies and resolves members' claims and complains.
- j) Approves the granting of honorary memberships, as recommended by the Board.

To adopt decisions listed in sections g) and h) above, requires the consent of two thirds of the votes from the qualified members

attending the general assembly meeting. These two thirds of the qualified votes should also represent at least 50% plus one of the Association's overall members.

Article 21

Minutes of General Assembly meetings should be kept and signed by the Association's president and secretary.

Article 22

The Board, forms the executive organ of the Association and is in charge of directing, governing and administrating the Association. The Board can consist of up to 11 members as shown below in order of precedence:

- 1°.-President
- 2°.- First Vice President
- 3°.- Second Vice President
- 4°.- Treasurer
- 5°.- Secretary
- 6°.- Member –at- Large Treasurer
- 7°.- Member –at – Large Secretary
- 8°.-Member- at –Large Public Relations
- 9°.- Member- at- Large Protocol
- 10°.- Member- at- Large
- 11°.- Member-at- Large

Board members are to be elected during the general assembly meeting, by a show hands or any other valid and legally approved voting method.

If possible, each geographical region should be represented on the Board.

The positions of President and First Vice President should both be occupied by a spouse of an Ambassador. Other positions on the Board are open to any eligible member of AIDE.

Article 23

Ordinary Board meetings should be held at least once a month. Extra-ordinary board meetings are held at the request of one of the board members or when the Association's President decides to propose an urgent matter to board members.

The Association's President should normally notify board members 8 days prior to the meeting by sending the meeting's agenda to all Board members. The agenda should consist of different points ordered by importance to be discussed during the meeting. In urgent circumstances, Board meetings can be convened without abiding by the terms mentioned above and may also address items not included in an agenda.

Article 24

Board meetings are deemed to be valid, when 50% of board members plus one are present.

Adoption of the Board decisions requires a favourable vote from 50% plus one of the board members.

The discussions and decisions adopted during the ordinary and extraordinary board meetings should be regularly recorded as board meeting minutes. They should be signed by the Association's President and Secretary.

Article 25

Functions and powers of the Board members:

- a) Execute and fulfil the General Assembly's decisions
- b) Implement and direct the Association's activities, in support of the Association's approved objectives.
- c) Propose a plan of action to the General Assembly, and to report on the approved plan.
- d) Present the budget, the balance and liquation of the accounts to the General Assembly for approval.
- e) Draft any documents required as per the bylaws.
- f) Take any necessary decisions on collection of contributions and bank transfers.
- g) Inspect the Association's financial accounts and payment mechanisms and receipts without prejudices to the role and competences of the treasurer.
- h) Oversee the execution of the Association's activities, services and delegation of roles.
- i) Adopt rules concerning the procurement of supplies, goods and services for the Association.
- j) Conduct feasibility studies or commission reports comparing the offers presented by different affiliates.
- k) In situations of extreme urgency, make decisions on behalf of the General Assembly, which must be then be immediately convened to be informed of the decisions.
- l) Admit new members.

Article 26

President's functions and attributions

- a) Preside over the General Assemblies and Board Meetings.
- b) Chair the discussion and execute the agenda.
- c) Formally represent the Association, sign contracts, delegate authority and run the Association's daily business in consultation with the Board members.

- d) Suggest to board members the appointment of necessary technical support personnel relevant to the Association's activities.
- e) Update and alert the rest of Board members to the nature of their duties and responsibilities, based on the working plan developed during the board's presidency term.

Article 27

The first Vice President has the authority to act as President in cases where the President is absent. If the position of the President becomes vacant, the first vice president has the right to be the Association's acting president.

The First Vice President has the right to carry out any representative or executive task entrusted to her/him by the President.

The first Vice-President will carry out those duties entrusted to her/him by the Board and in conformity with the bylaws of the Association.

The bylaws of the Association stipulate that only spouses of ambassadors have the right to occupy the Association's President or First Vice President positions. Spouses of other diplomats are not allowed to occupy the two above mentioned positions.

Article 28

The Association's second Vice President has the authorization to act as the Association's President or first Vice President, in case of their absence or vacancy of their positions. The second Vice President will carry out those duties entrusted to her/him by the Board and in conformity with the annual work plan.

Article 29

The Secretary is responsible for taking the minutes of the Association's board meetings, and informing members of the date and time of the Association's General Assembly meeting, as decided by the President.

Article 30

Board members are elected for a term of one year. They are eligible for re-election during the Association's General Assembly meeting held annually during the month of September or October. Board members cannot be elected more than twice for the same board position. Board member nominated for a certain position should be present during their electoral session.

Article 31

The Association's Public relations' member –at-large is in charge of all publicity and media-related issues, including issuing invitations to the press, hiring of venues, and the organisation of public relations events, in furtherance of the objectives of the Association and in consultation with the rest of the Board.

Article 32

The Association's Vice Secretary assists the Secretary on all matters and will act as secretary in the Secretary's absence. The Vice Secretary will carry out those duties entrusted to her/him by the President and in conformity with the annual plan of the Association.

Article 33

The Association's member-at-large responsible for protocol will be in charge of all protocol related matters, for each of the Association's events or activities and ensure that everyone is treated in the correct manner.

Article 34

The Association's Vice Treasurer should help in with all the treasury duties and attend all the Association's events with the Treasurer. In case of the Treasurer's absence, the Vice Treasurer has the right to act as the association's Treasurer up till the annual board elections.

Title IV **Economic Affairs**

Article 35

The Association's financial resources are collected from the following :

- a) Annual membership fees
- b) Donations and bequests received by the Association
- c) Income generated from services offered by the Association
- d) The sale of the Association's goods.
- e) Any other source that is in conformity with the Association's legal deposition and its statutory framework.

Any AIDE activity which incurs a financial expense should be documented with the necessary estimates; invoices etc and be in accordance with the norms set out in the bylaws

Article 36

The Board shall establish the administrative and accountancy norms with the President, first Vice-President and Treasurer as countersigning officers.

Article 37

The Treasurer shall keep track of all the Association's charges, receipts and payment documents and shall supervise and monitor all book-keeping.

Article 38

The Treasurer is responsible managing the funds of the Association, based on the instructions of the President and the Board, and shall sign all the charges and payment documents with the prior approval of the President. The Treasurer shall also provide the Board with an update of the Association's accounts every three months.

Title V

The Association's dissolution and liquidation

Article 39

The Association as an entity will be dissolved, when the majority of attendees in its General Assembly agree on that decision, based on article 19 of the Association's bylaws.

Article 40

Unless the General Assembly meeting decides otherwise, board members have the right to act as the Association's liquidators.

Any financial resource present in the Association's treasury at that moment should be donated to a Spanish charity.

Title VI

Bylaws modification

Article 41

The Association's current bylaws can be amended by decision of the General Assembly. Any amendments should be in accordance with the majority vote rule, adopted in article 19° of the statutory framework.

Amendments can be proposed by Board members or a third of the membership and should be submitted 10 days in advance to its approval in front of all Association's members for approval.

Title VII

Entry into force of the Association's bylaws

Article 42

The Association's present bylaws enter into force on the same day of their approval by the General Assembly meeting.

Fiscal year end

Article 43

December 31st of each year is the date for the Association's fiscal year end.

Madrid, 16th of September 2010