

# CLUB NÀUTIC L'ESCALA BYLAWS

## CHAPTER I

### GENERAL REGULATIONS

#### ARTICLE 1. **Name, legal capacity and purpose:**

The Club Nàutic L'Escala is a private non-profit organisation, founded on 19 January 1982 with legal personality and legal capacity and formed by individuals, whose purpose is to promote and carry out non-profit sports activities.

It shall be governed in all matters relating to founding, organisation, operation, winding up and similar issues by the Sports Act, enacted by Legislative Decree 1/2000, of 31 July, by Decree 58/2010, of 4 May, on sports organisations in Catalonia and other implementation provisions, and by its Bylaws and Internal Regulations as passed by the General Meeting. The regulations of the Catalan sports federation to which it is affiliated for its main sport are also applicable.

#### ARTICLE 2. **Activities and purpose**

The Club Nàutic L'Escala's main sport is sailing. It shall also do sport fishing and power boating. The club is affiliated to the Spanish and Catalan Sailing Federation and the Spanish and Catalan Power Boating Federation.

To that end it shall have a number of sports sections. If these sports are done in federation competitions, the organisation shall affiliate to the corresponding Catalan sports federations and this shall be reported to the Registry of Sports Organisations.

The Club's Board of Directors may decide to create new sections for doing other sports. Any such decision shall be ratified by the organisation's General Meeting and reported to the Registry of Sports Organisations.

The purpose of the Club is the promotion of the sports activities it shall undertake.

#### ARTICLE 3. **Geographical area and registered address:**

The Club's customary geographical area of activity is the concession premises where the club is located, without prejudice to the area of recreation or sports activity resulting from its sports level.

Its registered address is its offices in Port de La Clota (L'Escala) in the regional concession which the Club owns on the said premises. Any change in this address must be reported to the federations to which it is affiliated and to the Sports Administration of the Government of Catalonia.

#### ARTICLE 4. **Lifetime:**

The lifetime of the Club is established for an unlimited period.

## CHAPTER II

## **CONCERNING MEMBERS:**

### **ARTICLE 5. Number of members:**

The number of members shall be unlimited. However, the Board of Directors may suspend the admission of new members on the grounds of the physical capacity of the Club's facilities.

### **ARTICLE 6. Classes of members:**

Members may be:

- Honorary
- Founder
- Full
- Sports

Honorary members shall be those people on whom the Board of Directors confers this distinction after proposing it to the General Meeting, and they shall have a preferred position at the events held by the Club. This status confers no other right or duty.

Founding and full members are those adults who pay the membership fee and have a Club share.

Founding members shall lose this status when they transfer their share. Full members shall also lose their status when they no longer have possession of the share. The person who acquires a share from a founding member shall become a full member.

Sports members shall be those people aged over or under 18 who may take part in the activities and facilities of the sports area and the activities it runs in compliance with its rules and regulations.

The procedure for admission of a member shall consist of a written application including the applicant's personal details.

Classes of members are not restricted to the foregoing. The Board of Directors may propose other classes to the General Meeting which shall decide whether to establish them.

### **ARTICLE 7. Rights and duties of members:**

1. Founder and full members shall have the following rights:

- 1.1) Contribute to achieving the Club's specific purposes.
- 1.2) Leave the association.
- 1.3) Take part in the Club's activities in accordance with the Bylaws and other regulations.
- 1.4) Express their views in the association.
- 1.5) Vote and be eligible to stand for the association's representative and governing bodies, provided they have capacity to act and are legally of age.
- 1.6) Invite non-members to the Club's facilities. The latter as guests shall be able to use the Club's services common to any member except the right to use a mooring. The member who invited them shall be directly responsible for any voluntary or involuntary damage they cause to facilities.
- 1.7) Leave the boat they own or exclusively use in Club premises and its anchorage in accordance with the Internal Regulations. Vessels owned by the member include those used by their spouse,

ascendants or descendants or of which they are owners. The right to use a mooring is NON-TRANSFERABLE to all effects and any free space left by a boat may not be occupied by any other boat, except for any use made of it by the Club.

The member shall have the exclusive use of a vessel as long as they can give written proof of being a lessee or have an equivalent use certificate or are a director of the company that owns the vessel. In all cases a favourable report by the Board of Directors, which shall review the documents supplied and oversee the correct use of the mooring, shall be required.

1.8) Attend the General Meeting with the right to speak and vote.

2. Sports members shall have the following rights:

2.1) Those set out in paragraphs 1.1), 1.2), 1.3) and 1.4) of this article concerning full and founder members.

2.2) Apply for launching rights for a light sailing boat as long as the Club has availability.

2.3) Attend sports events, activities and competitions as a member of the club.

3. The obligations of founder and full members shall be:

3.1) Hold a club share.

3.2) Pay the fees set by the General Meeting.

3.3) Abide by all decisions made by the Meeting, the Executive Board of Directors or its member Service Representatives for the good governance of the association and also observe the Club's bylaws and other internal rules.

3.4) Help to maintain and promote the association's sport or sports by paying any extraordinary fees decided by the General Meeting for this purpose.

3.5) Provide an address for correspondence from the Club and report any changes in this address.

3.6) Contribute to the Club's sports and participation activities in management, consultative or governing bodies as needed.

4. The obligations of sports members are:

4.1) Those indicated in paragraphs 3.2), 3.3), 3.4) and 3.5) above.

#### **ARTICLE 8. Admission of members:**

Applicants can only be admitted as a full member if they own a Club share. The Internal Regulations indicate the categories of shares required to anchor the corresponding vessel.

Only founding or full members are entitled to use a mooring. Likewise, any holder of a Club share must also necessarily be a full member of the Club.

The application must be made in writing, addressed to the Board of Directors, and be supported by two members. The applicant must state their address and undertake to fulfil the obligations inherent in membership. The Board of Directors shall decide on the admission of the applicant.

Each member may only have one club share, without prejudice to any acquired rights.

**ARTICLE 9. Loss of membership:**

Membership is lost:

- At the member's choice, stated in writing and as long as they are current with payment of fees and other obligations. Founder and full members must simultaneously transfer or give up their club share. Until they have transferred or given up their share they shall continue to be members and shall have to carry on meeting the obligations arising from the share.
- In the case of full or founder members if they do not have a Club share.
- By decision of the Board of Directors, after taking disciplinary proceedings under the regulations as a result of a very serious disciplinary offence.
- Any full or founder member who has had their membership withdrawn under disciplinary proceedings shall immediately lose their club share once the decision in those proceedings is final.
- In the event of a serious breach of the obligations of membership, the Board of Directors may decide to suspend membership on a temporary basis. The suspension shall be notified to the member, specifying how they can appeal against the decision. Membership shall be recovered when the breach has been remedied.

**ARTICLE 10. Members' right to information and data privacy:**

The Club Nàutic de L'Escala recognises members' right to information and guarantees the privacy of personal data and that of their customers, which are stored in computer files without prejudice to their legal right to access, change and delete this information.

Notwithstanding the foregoing, and due to the electoral system to be described in these Bylaws, election lists shall be provided with the name and address of members who are eligible to vote based on their membership of this sports association.

**CHAPTER III**

**CONCERNING DISCIPLINARY PROCEDURES:**

**ARTICLE 11. Scope:**

Sports disciplinary procedures cover infringements of competition rules, sporting conduct and association rules.

**ARTICLE 12. Disciplinary powers:**

Disciplinary powers can be used to restrain or penalise members, athletes, coaches and managers.

**ARTICLE 13. Exercise of disciplinary powers:**

Disciplinary powers may be exercised by:

1. Umpires and referees during the course of an internal association game, match or competition. Their decisions are final.
2. The Board of Directors.

**ARTICLE 14. Regulation of system of penalties:**

A system of penalties and disciplinary procedures and resources are established by Internal Regulations, approved by the Board of Directors and ratified by the General Meeting in accordance with the law. The disciplinary system set out in the Sports Act, enacted by Legislative Decree 1/2000 of 31 July, is applicable on a subsidiary basis.

**ARTICLE 15. Appeals against penalties:**

Appeals may be made against disciplinary decisions taken by the Board of Directors:

- a) To the Appeals Committee of the Catalan Federation for the main sport for breaches of sporting conduct within ten working days following notification of the contested decision.
- b) To the courts in the case of a penalty imposed for breach of the rules of association conduct within forty days following notification of the contested decision.

**ARTICLE 16. Liability of the Club:**

The Club shall not accept any liability for accidents, theft and damage to the private property of members or for the sole fact of mooring, parking or driving vehicles on club premises whether on land or at sea.

The Club shall take out insurance to cover ordinary operating perils.

**CHAPTER IV**

**CONCERNING REPRESENTATIVE, MANAGEMENT AND GOVERNANCE BODIES**

**ARTICLE 17. Internal procedures and Club bodies:**

The Club's operations shall be governed by democratic and representative principles and full sovereignty resides in the General Meeting. It shall be subject to a system of budgets and assets based on the principles of non-profit organisations and the accounts shall be audited each financial year.

The Club's representative, management and governance bodies are:

- The General Meeting of Members.
- The Board of Directors.

**ARTICLE 18. The General Meeting of Members:**

The General Meeting of Members is the supreme governing body of the Club and consists of all founder and/or full members aged over 18 whose membership is not suspended when the meeting is called. Its decisions are binding on all members and the Board of Directors.

**ARTICLE 19. Calling and constituting the General Meeting:**

Both ordinary and extraordinary General Meetings shall be called by decision of the Board of Directors on its own initiative or at the request of at least 5% of the founder and/or full members, provided that the proposed topic does not concern an issue already addressed and resolved by the Meeting in the six months preceding the date when the request is made. The meeting shall be called within 30 days of the request.

Ordinary and extraordinary General Meetings shall be validly constituted in the first call when half of the members called are in attendance. The second call shall be validly constituted whatever the number of attendees. There will be a minimum of thirty minutes between the two calls.

There shall be a minimum of 15 and a maximum of 60 calendar days between calling the meeting and when it is held. The announcement shall be made in accordance with regulations by publishing it in an advertisement in a large circulation newspaper in the town where the organisation is based or by directly notifying members.

The Meeting shall be chaired by a panel consisting of the President and the other members of the Board of Directors of the Club. Its secretary shall be the Club secretary or the person replacing them who shall take the minutes of the meeting.

**ARTICLE 20. Right to information:**

When a meeting is called members may request any information they need regarding the issues on its agenda. They may also make a written request to see the documents that are to be submitted for approval by the Meeting within the ten days before it is held and the Club shall provide them with a photocopy of these documents free of charge.

The Board of Directors shall uphold the interests of the Club in deciding what information it can provide and shall under no circumstances disclose information that might infringe the privacy rights of individuals or which is harmful to the Club's interests.

**ARTICLE 21. Ordinary and extraordinary meetings:**

Ordinary general meetings shall be held at least once a year in the four months following the end of the accounting period. They shall address at least the following issues:

- a) Notes to the financial statements, budget variance, balance sheet for the accounting period, accounting, setting ordinary fees and approval if need be.
- b) Budget for the following accounting period.
- c) Activity report.

- d) Management projects and proposals.
- e) Proposals put forward by members, which must be signed by at least 5% of the organisation's members and submitted at least five days before the Meeting.
- f) Any other business.

All other meetings convened during the year are extraordinary. In addition to its powers mentioned in the previous point, the General Meeting is the organisation's highest body and has special authority in the following areas:

Setting extraordinary fees, levies, fees for admission, purchase, sale or encumbrance of real estate and moveable property, applying for loans larger than the sum specified as within the remit of the Board of Directors, issuing transferable debt securities, **acquiring interests in corporations or non-profit organisations**, the disciplinary system, proposals to the Board of Directors or from members, amendment of Bylaws, and proposals for merger or separation or winding up of the Club.

**ARTICLE 22. Taking and keeping a record of decisions:**

Decisions shall be taken by a majority of those present at the time of the vote, except in those cases where a qualified majority is required.

The minutes may be approved at the Meeting, at the following one or by the auditors appointed by the Meeting, who shall sign the minutes along with the President and the Secretary.

**ARTICLE 23. The Board of Directors:**

The Board of Directors is the Club's governing body and its role is to promote, manage and run the Club's sports activities and manage its operation in accordance with its purpose and the decisions of the General Meetings.

The General Meeting shall elect the Board of Directors and all positions on it shall be filled by open, in-person, direct, equal and secret voting by all its members.

**ARTICLE 24. Composition and representation of the Board of Directors:**

The Board of Directors shall consist of no fewer than 10 and no more than 18 members. It shall have a President, one or more Vice Presidents, a Secretary, a Treasurer and Director of Finance, a Commodore, Sports, Human Resources, Infrastructure, Safety and Environment, Image and Member Service Representatives and any other members as may be required. The members of the Board of Directors must be at least 18 years of age and their Club membership must not be suspended at the time the election is called.

The President of the Board of Directors, and in their absence the Vice President, shall be the association's legal representative, act on its behalf and shall be required to carry out decisions validly taken by the General Meeting or by the Board of Directors.

## ARTICLE 25. Powers of the Board of Directors:

The Board of Directors shall have the following powers:

- A) Maintain order and discipline at the Club in its facilities, competitions and all kinds of events that are run.
- B) Through its President call the General Meeting when agreed by the Board of Directors, carry out decisions and call elections to fill positions on the Board of Directors.
- C) Admission, suspension or loss of membership.
- D) Write or revise internal regulations, setting the rules and fees for using facilities.
- E) Appoint people to lead the various committees that are set up and organise the Club's activities.
- F) Appoint and dismiss the association's employees and set their wages.
- G) Indicate the number of events and sports activities to be held during the year.
- H) At year-end, submit a report about the Club's activities to the General Meeting along with a statement of accounts for the financial year with the balance sheet and income statement, the budget and schedule for the following year and in general take all sports, financial and administrative measures required for the Club's sports activities.
- I) Appoint an Executive Committee from members of the Board of Directors and chaired by the Club President. This committee shall consist of between three and five people. Its remit is limited to the functions delegated to it by the Board of Directors.
- J) Take all measures needed to carry out the programme approved by the General Meeting and its decisions.
- K) Take disciplinary measures to punish offences committed by Club members and users.
- L) Examine and decide on all matters not assigned to the General Meeting, its President or executive positions, delegated by the General Meeting and arising from the Club's administrative function. These include but are not limited to:
  - 1. Calling elections for positions on the Board of Directors.
  - 2. Collecting and administering the Club's funds.
- M) The Board of Directors also has other powers to implement General Meeting decisions, including but not limited to the following:
  - 1. Accept grants and donations from individuals and public and private organisations.
  - 2. Appoint, suspend and dismiss employees, representatives, agents and other partners, specify their duties and powers and set salaries and compensation of all kinds.
  - 3. Agree to all types of business and contracts related to its purpose and legal, governmental, administrative, financial and administrative litigation issues of any kind. File actions, defences, appeals and claims before the authorities and courts, answer interrogatories and ratify them, authorise documents and grant the authority needed to exercise these powers, and negotiate and settle in arbitration in law or in equity.
  - 4. Collect letters, certificates, parcels, money orders and goods with declared monetary value from Post Offices, rail and shipping companies and in general transport companies, customs and



agencies, as well as sent merchandise and stock, make objections and complaints, open, answer and sign correspondence and update accounts books in accordance with the law, file claims for damaged goods, take out insurance of all types, sign policies and related documents and receive any compensation paid.

5. Open, maintain and close on behalf of the Club current accounts, savings accounts, credit accounts and other financial accounts at the Bank of Spain, savings, postal and rural banks, credit cooperatives, banks and other banking institutions and also withdraw funds.

6. Pay, collect, approve and challenge accounts, receive money, goods, etc., draw bills of exchange, accept, endorse and discount commercial and financial bills of exchange, pay, collect and protest bills of exchange, open current accounts and withdraw funds, open savings accounts and withdraw funds, request and formalise bank guarantees, open and withdraw deposits in cash and securities, buy, sell and trade commercial paper and securities, transfer non-endorsable credits, sign cheques, bills, receipts and correspondence, approve credit account statements and open safe deposit boxes.

7. Award loan contracts and receive money under this item, open credit accounts with or without surety and make withdrawals up to an annual maximum equivalent to 10% of the budget each year without the authorisation of the General Meeting.

8. Act on behalf of the Club in bankruptcy proceedings and appoint insolvency administrators, intervene, accept or reject all procedures until the end of the process.

9. Collect, withdraw and receive funds, securities of any kind, money and any loans held by the Club, which is in the head and/or provincial offices of the tax authorities whether regional and national and other national, regional, provincial and municipal bodies and any other private or public organisations as well as individuals.

10. Open on behalf of the Club deposits of public funds or industrial securities or cash at the Spanish Government Depository or any of its agencies, at the Bank of Spain and other establishments of the same kind and withdraw them when appropriate.

11. Attend auctions and tenders, establish the corresponding bonds, enter into contracts with the national government, the regions, provincial councils, municipalities and any other public or private law corporations or organisations, grant powers and authorise the documents that the exercise of these powers requires.

12. Draw up certificates and award contracts as needed, by way of example and not limited to for rents, leasing agreements, etc., with the exception of the purchase and sale of real estate which shall require the prior agreement of the General Meeting.

13. Sign all kinds of public and private documents, correspondence, drafts and cheques and in short take any kind of court or out-of-court measures and perform banking and any other kind of transactions that may be necessary for compliance.

14. Grant the general and special powers it deems appropriate for appropriate management and revoke and replace them by others.

**ARTICLE 26. Responsibility and compensation of members of the Board of Directors:**

The members of the Board of Directors are answerable to the General Meeting for their actions. Any compensation for any members of the Board of Directors must be specifically agreed by the General Meeting and stated separately in the budget. Under no circumstances shall members of the Board of Directors receive compensation according to their positions.

**ARTICLE 27. Operation of the Board of Directors:**

I. Meetings of the Board of Directors are called by its President at least two days in advance, if allowed by the issues to be discussed, stating the agenda. Meetings may also be called at the request of one third of the members of the Board of Directors in which case the meeting shall be called within 7 days of the request. If the meeting is not convened within this period, it may be called by the oldest member of the Board of Directors among the applicants.

II. The Board of Directors shall hold a meeting at least every quarter.

III. At least half of the members of the Board of Directors must be present to constitute the meeting.

IV. Decisions shall be taken by a majority vote of those present.

V. The Secretary shall take the minutes of the meetings of the Board of Directors. They shall be subject to approval by the Board of Directors and must be filed or transcribed in the corresponding book with the Secretary's signature and the approval of the President or the member replacing them.

VI. Members of the Board of Directors may require that their vote against a decision and a brief explanation for it should be included in the minutes.

VII. The President or the member of the Board of Directors replacing them shall chair the meeting and give both sides in each issue a chance to present their case.

VIII. The Board of Directors shall also be validly constituted without prior notice when all its members are present and they agree to constitute the meeting.

IX. The assignment of positions on the Board of Directors, except for the President, shall be made among the members of the Board of Directors, leaving it to the decision of the President.

**ARTICLE 28. Positions and duties of members of the Board of Directors:**

I. The PRESIDENT. The President is the legal representative of the Club before any authority and government agencies and individuals and their duties also include:

a) Managing and directing the progress of the association.

b) Chairing the Board of Directors, the Executive Committee and General Meetings and any other committees that may be set up, since as President they are a member of all of them.

c) Implementing the decisions of the organisation's governing bodies.

d) Managing payments and collections on behalf of the association.

The President also has all the other functions which are not assigned to other Club bodies but are nonetheless necessary for the fulfilment of its purposes and shall report to the Board of Directors for ratification.

II. The VICE PRESIDENT. Replaces the President, taking the latter's place in the event of their absence, conflict of interest, illness or vacancy of the post. If there are two Vice Presidents and due to the reasons mentioned above the President is not able to expressly delegate their replacement, the Vice Presidents shall replace the President by consecutive order.

III. The COMMODORE. They are responsible for all issues concerning the organisation of the Club's nautical activities. They shall report any anomalies observed in the mooring of boats to the Board of Directors and with Club staff examine solutions in order to remedy the problem. They shall coordinate maintenance of facilities, maintenance and improvement of the clubhouse and upkeep of the club's fixed and floating material with club staff. They submit an annual facility maintenance budget to the Board of Directors.

IV. The SPORTS REPRESENTATIVE. They are in charge of all sport activity and event organisation issues. They coordinate annual planning and monitoring of activities with the heads of the various sports areas. They submit to the Board of Directors the proposed annual budget for the sports area, which includes at least the necessary personnel and organisation of sports events items.

V. The SECRETARY. The Secretary of the Board of Directors is responsible for archiving documents, writing all those documents that affect the administrative running of the association and keeping the Register of Members and the Minutes Book.

VI. The ECONOMY AND FINANCE REPRESENTATIVE – TREASURER. They are the association's custodian, sign receipts, authorise payments and oversee the books. They also draw up a balance sheet and income and expense accounts during the first month of each financial year which they submit to the Board of Directors and are available to all members.

VII. The HUMAN RESOURCES REPRESENTATIVE. They represent the Board of Directors on all matters affecting staff. They plan staff needs, training programmes and reviews of the annual collective agreement. They submit the proposed annual budget for staff costs to the Board of Directors.

VIII. The INFRASTRUCTURE REPRESENTATIVE. They plan improvement and extension works for the Club over a period of four years. They monitor the implementation of the works and report any problems to the Board of Directors. They submit the proposed annual budget for work planned for the year to the Board of Directors.

IX. The SAFETY AND ENVIRONMENT REPRESENTATIVE. They plan and upgrade safety systems in the Club's facilities, including ones for rescue, emergency and fire-fighting. With the club staff they plan mechanisms to meet environmental regulations prescribed by law by implementing appropriate systems for proper environmental management at the Club. They submit the proposed annual budget for environmental management and safety costs to the Board of Directors.

X. The IMAGE AND MEMBER SERVICE REPRESENTATIVE. They look after the Club's external image and record members' satisfaction with the services they receive. They plan publicity policies (media and sports events) and systems for systematic evaluation of the satisfaction of members and temporary users. They submit the proposed annual budget for image and advertising costs to the Board of Directors.

XI. The MEMBERS. Members may replace any of the other members of the Board of Directors in the functions that are delegated to them and in cases of absence, conflict of interest or illness.

**ARTICLE 29. Removal of members of the Board of Directors:**

I. Members of the Board of Directors may be removed on the following grounds:

1. End of the term of office for which they were elected.
2. Ceasing to be a member of the organisation.
3. Failure to meet any of the requirements to be elected.
4. Death or a disability that prevents them from carrying out the duties of their post.
5. Disciplinary decision that makes them ineligible to occupy a position on the organisation's governing or representatives bodies.
6. A successful vote of no confidence.

II. If the members of the Board of Directors resign or are removed at the same time, a management committee shall be set up in any of the following cases:

- a) Whenever vacancies include more than 50% of the members of the governing body, including the President.
- b) Whenever vacancies include more than 75% of the members of the Board of Directors but not the President.
- c) Whenever the Board of Directors is left with less than ten members.

The management committee shall be set up automatically and consist of the seven most senior members under the chairmanship of the oldest of them. It shall take on the duties of the Board of Directors restricted to the interim management of the Club, meeting its financial and sports obligations and dealing with ordinary procedural matters. The management committee's main purpose shall be to hold elections for the positions on the Board of Directors which must be carried out within three months of taking up posts. This does not apply when the outgoing Board of Directors members have resigned in order to stand as candidates in a fresh election. In this case, if 1/3 of the members of the Board of Directors continue in office, the Board of Directors continues to exist with these members without having to fill vacancies or appoint a management committee. If there are less than 1/3 of members, the members of the Board of Directors who have not resigned together with the members of the election board shall set up a provisional Board of Directors until the conclusion of the elections.

III. If the President is suspended, resigns or is removed, the Vice President shall perform their duties. If the Vice President is absent, they shall be replaced by the Board of Directors member who has been a member of the club for longest.

**ARTICLE 30. Suspension of term of office of members of the Board of Directors:**

The term of office of a member of the Board of Directors may be suspended in the following cases:

1. At the request of the member concerned on reasoned grounds and with the approval of the Board of Directors.
2. Due to suspension of their membership.
3. During disciplinary proceedings with the agreement of the Board of Directors.
4. Due to temporary disqualification under a disciplinary ruling.

**ARTICLE 31. Filling temporary vacancies on the Board of Directors:**

Vacancies on the Board of Directors resulting from not all positions being filled in an election or the removal or suspension of any of its members, as long as this does not involve the President, shall be temporarily filled by eligible members. Filling vacancies on a temporary basis shall be decided by the Board of Directors and require endorsement at the next General Meeting held by the organisation.

Vacant positions filled under this procedure, and the people appointed to fill them, shall be temporary and only for the time remaining in the term of office of the position. An exception to this rule is a person appointed to replace a member of the Board of Directors whose term of office is temporarily suspended, as in this case the substitute's term of the office shall be limited to the time of suspension of the person replaced, who shall rejoin the Board of Directors once their suspension has ended. Temporary filling of posts shall not change the natural period of the term of office of the posts set out in these Bylaws.

**ARTICLE 32. Term of office of members of the Board of Directors:**

The term of office of members of the Board of Directors shall be six years, they may be re-elected without time limit and the entire Board of Directors shall be elected at the same time.

**ARTICLE 33. Appeals against decisions of the Club's bodies:**

Appeals may be filed against decisions taken by the Club's representative, governing and administration bodies with the courts within forty days from the date of the decision being made, except in cases of disciplinary procedures concerning sporting conduct.

**CHAPTER V**

**CONCERNING THE ELECTORAL SYSTEM**

**ARTICLE 34. Election of the Board of Directors.**

The President and the Board of Directors shall be elected by an in-person, equal, direct and secret ballot of all members entitled to vote using a closed list system and the majority of votes cast in a single round. Eligible voters are all founder and/or full members aged over 18 whose membership is not suspended when the election is called or during the period for announcement of lists and who meet the other conditions set out in these Bylaws.

No member may stand in more than one list. If they are on more than one list they shall be removed from all of them.

Candidates for the President shall present their full list with all the posts provided for in the Bylaws.

**ARTICLE 35. When elections for the Board of Directors must be held:**

The electoral process will begin when one or more of the following take place:

- a) On the end of the term of office of the Board of Directors as specified in these Bylaws.
- b) When a Management Committee has to be appointed.
- c) A vote of no confidence in the entire Board of Directors is passed.

**ARTICLE 36. Requirements to be a candidate:**

The following are prerequisites to be part of a list:

- a) Be a full or founder member in good standing.
- b) Provide sufficient proof of knowledge of either official language of the Region of Catalonia.
- c) Not be subject to a disciplinary sports penalty that renders them ineligible to stand or be subject to insolvency proceedings.
- d) Not be employed by the Club or have a paid contract or run any club service.

- e) Not hold any management position at another club or organisation that promotes the same sport or carries out activities the same as or similar to those undertaken by the Club.

**ARTICLE 37. Start of the electoral process:**

The Board of Directors is responsible for calling elections.

Elections for the Board of Directors of the Club may only be called with the approval of the Board of Directors, or the Management Committee in the cases expressly provided for in these Bylaws, at a specially convened meeting whose agenda must include the following items:

- a) Approve the electoral calendar, including the announcement of elections, the date on which the draw is to be held in public session among all full members to appoint members of the Electoral Board, and the period for displaying the roll of members eligible to vote and filing requests to amend it running from when the Electoral Board is set up.
- b) Presentation and announcement of lists.
- c) Holding the election, the count and announcement of winners. There must be at least 30 and at most 60 working days between the announcement of the election and the day it is held.

Elections due to the end of the natural term of office must be called within the last six months of this term and must take place before it ends. The election shall be announced by an advertisement in a provincial newspaper widely sold in the town where the organisation is located or it shall be sent directly to members and put up on the club's notice board. It shall also be reported to the Catalan federation for the organisation's main sport.

The election announcement must contain at least these points: the number of places to be filled, posts, requirements to be a voter and a candidate, time period for display of the roll of members eligible to vote and requests to amend it and for nominating lists, date and place of the election and opening times of the polling station, how to give proof of identity as a voter, and the date and place of the public draw for the appointment of the members of the Electoral Board.

Elections are called by the Board of Directors. Voting may be timed to coincide with a General Meeting or carried out independently.

**ARTICLE 38. The Electoral Board:**

The Electoral Board shall consist of three members and an equal number of alternates must also be designated. They shall be chosen by lot in public session from among all full members.

All members are required to perform the duties of the posts to which they have been appointed during the election period. The Electoral Board shall also be the election committee responsible for receiving and counting votes. In addition to the three appointed members the Secretary of the Electoral Board shall be the secretary of the Club's Board of Directors. They may speak but not vote and shall take the minutes of meetings and decisions made by the Electoral Board with the approval of the President. If the Secretary stands as a candidate, one of the three appointed members shall perform their duties.

Their appointment shall be published on the Club's notice board within two days of this appointment being made, and the members of the Electoral Board shall formally take up their posts and choose the President. The Club secretary shall be the Secretary of the Electoral Board and may speak but not vote. The Electoral Board shall take decisions by a majority vote and minutes will be taken of its meetings.

The Electoral Board shall hear and rule on complaints during the electoral process, the removal and rejection of lists and their announcement, decide on incidents and in general hear and rule on requests submitted by members who are candidates and publish and announce the results.

Complaints must be submitted to the Electoral Board within three days after the events giving rise to them. The Board's decisions, which shall be enforceable, shall be issued within the following three days.

Appeals against the Electoral Board's decisions may be filed with the Appeals Committee of the Catalan Federation for the organisation's main sport within the 3 days following notification of the decision being challenged or when a complaint has been tacitly rejected since no decision about it has been made within the established deadline.

#### **ARTICLE 39. The roll of members eligible to vote:**

The lists of members entitled to vote under the Club's Bylaws must be displayed or made available to members at the Club's headquarters from the day following the setting up of the Electoral Board and for the time stated in the election announcement which shall not be less than 5 days or more than 10. The lists shall identify members by stating their full name, membership number and date of joining the Club. All members may view the roll during the time the lists are on display. Requests to amend the lists should be addressed to the Electoral Board before the deadline established in the election announcement.

#### **ARTICLE 40. Presentation of lists:**

Nominations for members of the Board of Directors addressed to the Electoral Board may be submitted from the day following the approval of the final roll by the Electoral Board during a period of not fewer than 7 or more than 15 days. They must be signed by the candidates as proof of their acceptance and accompanied by a photocopy of their National ID card. Lists must be closed and presented in writing with the full name and membership number of the members who are candidates headed by the person who seeks to be the President. Lists must include at least 10 candidates, which is the minimum number required to fill the compulsory posts stipulated in Article 24 of these Bylaws, and a maximum of 18 plus three alternates. The announcement of the beginning of the period for nominations will be published on the Club's notice board and in a large circulation provincial newspaper.

#### **ARTICLE 41. Announcement of nominations:**

A list needs the signatures of at least 10% of the members eligible to vote on the organisation's roll. Members may not nominate more than one list; if they do so their signature will be removed from all the lists they have signed.

The Electoral Board shall announce in writing with reasons which lists have been accepted and which are not valid within three days from the day following the end of the nomination period. Once lists have been



declared valid, a copy of the roll of members entitled to vote approved by the Electoral Board shall be provided including the addresses of these members in the Club's records for the sole purposes of the electoral campaign and which may not be used for any other purposes.

All members of the list shall be jointly and severally liable for the proper use of the roll in accordance with the Data Protection Act and other legislation.

Elections may not be held within the 7 days following the announcement of the nominations, and must be held within at most 60 days.

If only a single list is submitted or is valid, the Electoral Board shall directly announce that its members have been elected to the Board of Directors.

If no list is presented or none of those presented is valid, the Electoral Board shall notify the Board of Directors or Management Committee, which shall call new elections within three months.

#### **ARTICLE 42. Voting:**

Members shall cast their votes in person on the day of the election within the times decided by the Electoral Board at the Club's headquarters and must give proof that they are entitled to vote by presenting either of the following:

- a) National Identity Card.
- b) Passport.

#### **ARTICLE 43. Result of the election and taking office:**

The winning list shall be notified to the Board of Directors and the Registry of Sporting Organisations and, where appropriate, the Catalan Federation to which the Club is affiliated by means of certification in the three days following the election.

The elected candidates shall take up their duties when the outgoing candidates they are to replace leave or immediately if the latter, for whatever reason, have already been removed or have left the Board of Directors or the Club.

#### **ARTICLE 44. Vote of no confidence:**

I. Holding a vote of no confidence in the President of the Club, the entire Board of Directors or any of its members must be requested in writing and by the majority of the members of the Board or at least 15% of the members of the General Meeting.

II. Once the request for the vote of confidence has been submitted, a committee of five people will be set up in the following 10 days consisting of two members of the Board of Directors appointed by it, the first two members to have signed the request and a representative of the Catalan Federation of the main sport who will be the President if the Club is federated.

III. Once it has been confirmed that the request complies with the requirements set out in the first point above, the Board of Directors shall announce the date of the vote which is to be held within not fewer than

10 or more than 20 days. The announcement must comply with the terms of the Bylaws for calling meetings.

IV. The vote of no confidence must be passed by the General Meeting which must be attended by at least 20% of the Club's full members. To be successful the vote of no confidence shall require the vote in favour of 2/3 of the members who have voted in a direct, in-person ballot.

V. Once the vote of no confidence has been successful, the President, the Board of Directors and/or the members it concerns shall automatically be removed and the system for temporarily filling posts as set out in Articles 29 to 31 these Bylaws shall be followed.

## **CHAPTER VI**

### **CONCERNING THE CLUB'S FINANCIAL SYSTEM**

#### **ARTICLE 45. Asset and financial system:**

I. The Club is subject to a system of budgets and own assets based on the principles of non-profit organisations with applicable legal restrictions. The main purpose of the assets it has available is to promote the organisation's sports activities. Any income once obligations have been met is to be used to pursue its objectives as a club and profits may not be distributed among its members and managers.

The Club may directly or indirectly promote the construction of and/or operate sports facilities and amenities of all kinds, as long as any financial return on them is used for the purposes set out in these Bylaws.

II. The General Meeting may only give authorisation to the Board of Directors for acquisitions, encumbrances and sale of assets or to accept loans during the financial year up to a total sum that is not greater than 20% of its revenue budget. This limit may only be exceeded with the approval of 2/3 of the attendees at the Meeting. The issue of debt securities that are secured by aliquot shares of assets for members of the organisation may not be authorised.

The issue of transferable debt or the disposal or encumbrance of real property whose value is greater than 20% of the revenue budget approved for the financial year must be debated at the General Meeting and approved by 2/3 of attendees.

Taking out a loan for more than 50% of the annual budget or issuing debt securities shall require a favourable report by the General Secretariat of Sports.

III. The Club's financial management shall be professionalised under the oversight of the Board of Directors.

IV. The Board of Directors shall have authority over the organisation's finances up to the limit of the total planned expenditure in the annual budget with a maximum variation of 20%. If it is agreed to exceed this amount, a General Meeting must be called to authorise the supplementary budget.

V. Any profit obtained by the sale of sporting facilities and the land where they are shall be entirely invested in the acquisition, construction and improvement of property used for the same purpose based on the organisation's sports objectives, unless there is a favourable report from the General Secretariat of Sports.

## **CHAPTER VII**

### **CONCERNING THE CLUB'S DOCUMENTS SYSTEM:**

#### **ARTICLE 46. The association's books:**

The organisation's documents system shall consist of the register of members, a book of minutes for the Board of Directors and one for the General Meeting of Members, a book for the asset ledger and another for revenue and payments, and also a balance sheet and other measures required under prevailing regulations.

#### **ARTICLE 47. The Register of Members:**

The register of members shall contain the names of members, their National Identity Card (DNI) number, occupation and any representation, governing or administration positions they hold in the association. Dates of joining and leaving and taking up and leaving these positions will also be specified.

#### **ARTICLE 48. The Minutes Book:**

The minutes book shall contain the meetings of the General Meeting and the Board of Directors, stating the date, attendees, issues dealt with and decisions taken. The minutes shall always be signed by the President and the Secretary.

#### **ARTICLE 49. Asset Ledger:**

Asset ledgers shall contain the assets and the rights and obligations of the club. The revenue and expenses book shall contain the club's revenue and expenses and shall specify their source and investment or use.

#### **ARTICLE 50. Certification of books:**

The minute books of the governing bodies and accounting books must be filed with the appropriate administrative bodies, the Catalan federation for the organisation's main sport or receive notarial certification.

## **CHAPTER VIII**

### **CONCERNING AMENDMENT OF THE BYLAWS AND WINDING UP OF THE CLUB:**

#### **ARTICLE 51. Amendment of the Bylaws and cases of merger, takeover or winding up:**

The Bylaws may be changed or amended by agreement of the General Meeting, convened for that purpose, by a vote in favour of 2/3 of the members present.

The organisation can be wound up by court ruling, merger or takeover by other associations or clubs and for other reasons set out in the current legal system.

The winding up of the Club due to any of these reasons entails the cancellation either ex officio or upon request of its registration in the Registry of Sport Organisations.

The decision for merger or takeover by other associations or clubs must be adopted by at least a 2/3 majority of members present at the General Meeting convened for that purpose.

Exceptionally, the organisation shall be wound up by a decision passed at a General Meeting convened for that purpose by a majority of 2/3 of the members present, and provided that they represent a majority of all members entitled to vote.

#### **ARTICLE 52. Winding up of the Club:**

Once the Club Nàutic l'Escala has been wound up and all its obligations and reversion fund settled, the remainder of its assets shall be allocated in the manner decided by the Extraordinary General Meeting, which shall use them for the benefit of the community in which it is located under its Bylaws.

If the winding up is due to another cause and the Extraordinary General Meeting, or failing that the Board of Directors, has not arranged the distribution of its assets, they shall be assigned in accordance with the decisions of the Sports Administration of the Government of Catalonia.

## **CHAPTER IX**

### **EQUALITY BETWEEN MEN AND WOMEN:**

#### **ARTICLE 53. Equality in the organisation and operation of the Club:**

The Club shall fully respect the principle of equality in its organisation and operations by building in a gender perspective and putting in place equality measures or plans to achieve this goal.

### **TRANSITIONAL PROVISION**

ONE. All members of the current Board of Directors elected at the last election shall continue in office until the end of their four-year term save in the event of the occurrence of any of the circumstances referred to in paragraphs b) and c) of Article 35 of these Bylaws.

TWO. The amendment made to Article 32 of the Bylaws concerning the new term of office of the Board of Directors shall not apply to the current Board of Directors, which shall be governed by the four-year term specified before the amendment.

**FINAL PROVISION**

SINGLE. These bylaws shall come into force on their approval by the General Meeting of Members, but shall not be valid until they are duly ratified and registered in the Registry of Sport Organisations.