

STATUTES OF THE ASSOCIATION
THE SOCIETY OF THE ARTS, MALLORCA

Chapter I

Name, purpose and registered office

Article 1

Under the name The Society of the Arts, Mallorca, an association is hereby established which, under the protection of Article 22 of the Constitution, shall regulate its activities in accordance with Law 1/2002, of 22 March, regulating the Right of Association, and with its Statutes. The association shall have an indefinite duration.

Article 2

The purposes of the association are:

Propose a forum to stimulate and excite art lovers of all ages, while growing the Society by attracting new interest through the presentation of art-related events.

To achieve these aims, the following activities will be carried out:

Promote and organise events, conferences, talks, visits and trips, social events and similar occasions, and increase sponsorship and collect membership fees to pay for the costs of these activities.



Any profit motive is excluded.

Article 3

The association's registered office, which may be changed by resolution of the board of directors, is established in Calvia and is located at Gran Vía Puig des Castellet 1, Block 5, Local 2, Boulevard Santa Ponsa, 07180 Santa Ponsa, Balearic Islands.

The association's scope of action is limited to the Balearic Islands.

Chapter II

The members of the association, their rights and obligations

Article 4

All persons with legal capacity may become members of the association. They must submit a written application to the board of directors, which must make a decision at its next meeting and communicate this decision at the following general assembly.

Minors over the age of fourteen who are not emancipated may become members with the documented consent of the persons acting on their behalf. Minor members, where applicable, shall not have the right to vote at

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the general assembly meetings and may not elect members of the board of directors or be elected as members (').

Article 5

The rights of the members of the association are:

1. To attend general assembly meetings with the right to speak and vote.
2. To elect or be elected to representative positions or to hold executive positions
3. Exercise the representation conferred upon them in each case.
4. To participate in the governance and management, services and activities of the association, in accordance with legal and statutory regulations.
5. Present to the general assembly and the board of directors anything they consider may contribute to enriching the life of the association and making the achievement of its basic social objectives more effective.
6. Request and obtain explanations regarding the administration and management of the board of directors or the association's representatives.
7. Be informed about the status of accounts and receive information about the association's activities.
8. Use the common services established or made available by the association.
9. Be part of working groups.
10. Possess a copy of the Statutes.
11. Be informed of the composition of the organs of government and representative bodies.

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12. To be heard prior to the adoption of disciplinary measures against them and to be informed of the facts giving rise to such measures.
13. Challenge the decisions of the association's bodies that it considers contrary to the Law or the Statutes.

Article 6

The duties of the members of the association are:

1. To act in accordance with the rules of the Statutes.
2. To comply with the resolutions of the general assembly and the rules established by the board of directors for their implementation.
3. To pay their membership fees, extraordinary expenses and other contributions that may be applicable to each member in accordance with the Statutes in a timely manner.
4. Maintain the collaboration necessary for the proper functioning of the association.

Article Y

The reasons for leaving the association are:

1. By decision of the person concerned, who must notify the board of directors.
2. Failure to pay the established fees.
3. Failure to comply with statutory obligations.



Chapter III
General Assembly

Article 8

1. The general assembly is the supreme body of the association; its members form part of it by right and cannot renounce this right.
2. The members of the association, meeting in a legally constituted general assembly, shall decide by majority vote on matters within the competence of the assembly.
3. All members are subject to the agreements of the general assembly, including those who are absent, those who disagree, and those present who have abstained from voting.

Article 9

The general assembly shall have the following powers:

- a) To amend the association's statutes.
- b) To adopt agreements relating to the legal representation, management and defence of the interests of its members.
- c) Overseeing the activities and management of the board of directors.
- d) Approve the annual budgets for expenditure and income, and the annual report on activities.
- e) Elect, dismiss and replace members of the board of directors.
Establish the general lines of action that enable the association's objectives to be met.



- g) Set the fees that members of the association must pay.
- h) Dissolve and liquidate the association.

Article 10

1. The general assembly must meet in ordinary session at least once a year.
2. The general assembly must meet in extraordinary session whenever necessary, at the request of the board of directors or when requested by a number of members of the association representing at least 10% of the total membership; in the latter case, it must do so within a period not exceeding fifteen days.

Article 11

1. The convening of general assembly meetings, both ordinary and extraordinary, must be done by any means that allows for a record of the same. Announcements of the meeting must be posted in the designated locations at least 15 days in advance. The notice must also be sent individually to all members. The notice must specify the date, time and place of the meeting, as well as the agenda. The agenda for the general assembly meeting must include the issues raised by each working group, provided that these have been communicated to the board of directors in advance.
2. The president of the association chairs the general assembly meetings. If the president is absent, the vice-president shall replace him or her. He or she must act



as secretary, the person who holds this position on the board of directors or the person who replaces them.

3. The secretary must take minutes of each general meeting, at which the minutes of the previous meeting must be read out for approval or amendment. In any case, the minutes and any other documents must be made available to members at the club's premises five days in advance.

Article 12

1. The general assembly meeting shall be validly constituted on first call with the attendance of at least one third of the members with voting rights, either present or represented.
2. It shall be validly constituted on second call regardless of the number of members present or represented. The second call must be made half an hour after the first and in the same place, and must have been announced together with the first.

Article 13

1. At general assembly meetings, each member of the association shall have one vote.
2. Resolutions must be passed by a simple majority of votes of those present or represented.
3. In order to adopt agreements on the separation of members, the amendment of the statutes, the dissolution of the association, the constitution of a federation with similar associations or integration into an existing one, the disposal or



disposal of assets and remuneration of the members of the representative body, and the election of the board of directors if several candidates are presented, a qualified majority of those present or represented is required, which shall be achieved when the affirmative votes exceed half of those present or represented, both at the first and second meetings.

Chapter IV
The board of directors

Article 14

1. The board of directors governs, administers and represents the association and is composed of
by:
 - a/ the chairperson
 - b) the vice-president c) the secretary
 - d) the treasurer
 - e/ a minimum of 1 and a maximum of 3 members
2. The election of the members of the board of directors must be carried out by vote of the general assembly.
3. The position is unpaid.

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Article J5

1. Members of the board of directors serve for a term of four years.
years.
2. The termination of office before the end of the statutory term of office may occur for any of the following reasons:
 - a/ Voluntary resignation submitted in writing to the board of directors.
 - b) Illness that renders the member unable to perform their duties.
 - c) Resignation as a member of the association.
 - d) Sanction for a fault committed in the exercise of the position.

Article 16

The board of directors has the following powers:

- a/ Represent, direct and administer the association in the broadest manner recognised by the Law and also comply with the decisions taken by the general assembly, in accordance with the rules, instructions and guidelines established.
- b) Make the necessary arrangements in relation to appearances before public bodies and to take all types of legal action and lodge the relevant appeals.
- c) Propose to the General Assembly the establishment of the fees that the members of the association must pay.



- d) Submit the balance sheet and statement of accounts for each financial year to the General Assembly for approval and draw up the budgets for the following financial year.
- e/ Prepare the annual activity report and submit it to the General Assembly for approval.
- Ç Hire any employees that the association may have. p/
Decide on the admission of new members.
- h} Any other power that is not specifically attributed to another governing body of the association or that has been expressly delegated to it.

Article 17

1. The board of directors —whose members must be convened in advance by the chairperson— must meet in ordinary session at intervals decided by its members, which in no case may be less than three months.
2. It must meet in extraordinary session when so determined by the chairperson, or if requested ^{by 60%} of its members.
3. Only members may form part of the board of directors. To be a member of the board of directors, it is essential to be of legal age, to be in full possession of one's civil rights and to have no grounds for incompatibility established in current legislation.







4. Any vacancies arising during the term of office of any member of the board of directors shall be filled on a temporary basis by persons chosen from among the aforementioned members until a final election is held by the general assembly convened for this purpose.

Article J8

1. The board meeting shall be validly constituted if the members have been convened in advance and there is a quorum of half plus one.
2. The members of the board of directors are obliged to attend all meetings that are convened, although they may be excused for justified reasons. The attendance of the chairperson and secretary, or their substitutes, is always required.
3. The board of directors must make decisions by a simple majority vote of those present.

Article 19

The decisions of the board of directors must be recorded in the minutes book. At the beginning of each board meeting, the minutes of the previous meeting must be read aloud for approval or correction, if necessary.



Chapter V

The president and vice-president of the association Article 20

1. The president of the association is also the president of the board of directors.
2. The duties of the president are:
 - a/ To manage and legally represent the association, by delegation of the general assembly
and the board of directors.
 - b) Preside over and direct the debates, both in the sessions of the general assembly and those of the board of directors.
 - c) Cast a deciding vote in the event of a tie.
 - d) To convene the meetings of the general assembly and the board of directors.
 - e) To endorse the acts and certificates drawn up by the secretary of the association.
 - f) The remaining powers inherent to the position and those delegated by the general assembly and the board of directors.
3. The Vice-President shall replace the President in the event of absence or illness.

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Chapter VI
The Treasurer and the Secretary

Article 21

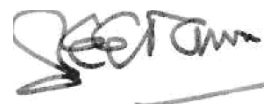
The treasurer is responsible for safeguarding and controlling the association's resources, as well as preparing the budget, balance sheet and settlement of accounts. They must keep a cash book. They must sign receipts for fees and other treasury documents. They must pay invoices approved by the board of directors, which must first be signed by the chairperson.

The president replaces the treasurer in the event of absence or illness.

Article 22

The secretary is responsible for safeguarding the association's documentation, drawing up and signing the minutes of the general assembly and board of directors meetings, drafting and authorising any certificates that need to be issued, and keeping the membership register.

The treasurer replaces the secretary in the event of absence or illness.



Chapter VII
The members

Article 23

The members have the duties inherent to their position as members of the board of directors, as well as those assigned to them by the board of directors in delegations or working committees.

Chapter VII
Committees or working groups

Article 24

The creation and constitution of any committee or working group must be proposed by the members of the association who wish to form it. They must inform the board of directors and explain the activities they propose to carry out.

Chapter VIII
The electoral system

Article 25



The board of directors must call elections at least one month before the end of the term of office.

Article 26

The general assembly must elect the members of the board of directors by free and secret ballot, in an extraordinary electoral session convened for this purpose. All members of legal age who are up to date with their obligations to the association on the date of the meeting shall have the right to vote in the election and to be elected to the board of directors.

Article 27

1. Members who wish to stand for election must notify the board of directors at least fifteen days before the date on which the elections are to take place. The board of directors must publish the nominations within five days, at which point a five-day period for lodging complaints will begin. Complaints must be resolved within three days of the deadline.
2. Members who so wish may form a group and put forward a complete list of candidates, comprising as many candidates as there are positions to be filled. The member heading the list must notify the board of directors in accordance with the procedure set out in the previous section.



Article 28

1. The electoral board must be made up of the chairperson, the secretary and another member of the board of directors, provided that they are not candidates, or otherwise by the persons who replace them in accordance with the statutes.
2. The electoral board must be constituted on the same day as the assembly and must verify the candidacies submitted within the deadline and in the appropriate manner, in order to then announce the eligible candidacies.

Article 29

1. Each member must cast their vote in the ballot box. The candidate who receives the most votes must be declared the winner. In the event of a tie, a new vote must be held between the tied candidates and the candidate who receives the most votes must be declared the winner.
2. If only one candidate has been nominated, no vote shall be held and the nominated candidate shall be declared elected.

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Chapter X Financial regime

Article 30

This association has no founding assets. Article 31

The association's financial resources are obtained from:

- The fees set by the general assembly for its members.
- Official or private subsidies.
- Donations, inheritances or bequests.
- The revenues from the assets themselves or other income that may be obtained.

Article 32

All members of the association are obliged to support it financially, through membership fees, in the manner and proportion determined by the general assembly, at the proposal of the board of directors. The general assembly may establish admission fees and periodic monthly fees, which must

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paid monthly, quarterly or half-years, as determined by the board of directors— and extraordinary fees.

Article 33

The financial year coincides with the calendar year and ends on 31 December.

Chapter X Dissolution

Article 34

Associations are dissolved upon fulfilment of the purposes for which they were created or, failing that, by the will of the members expressed at a general meeting convened for this purpose, as well as for the reasons set out in Article 39 of the Civil Code and by final court ruling.

Article 35

1. Once dissolution has been agreed, the general assembly must take the appropriate measures regarding the destination of the association's assets and rights, as well as the purpose, termination and liquidation of any pending operations.



2. The members of the association are exempt from personal liability. Their liability is limited to fulfilling the obligations they have voluntarily undertaken.
3. The net surplus resulting from the liquidation must be delivered directly to the charity or non-profit association designated by *the* general meeting.
4. The functions of liquidation and execution of the agreements referred to in the preceding paragraphs of this article are the responsibility of the board of directors, unless the general assembly has conferred this task on a liquidation committee specially appointed for this purpose.

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Timothy Robinson, Chairman: Jan



Edward Erlank, Secretary:



Sharon MacLaren, Treasurer:

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