

**BYLAWS OF THE "ANDALUCIA BIRD SOCIETY"  
(SOCIETY FOR THE STUDY OF BIRDS OF ANDALUCÍA)**

**CHAPTER I**

**GENERAL PROVISIONS**

**Article 1, - NAME AND NATURE**

Under the name of "ANDALUCIA BIRD SOCIETY ASSOCIATION" (Society for the Study of Birds in Andalucía), in Ronda (Constituent Assembly held on October 26, 2008), an organization of associative and non-profit organization is constituted, under the provisions of Article 22 of the Spanish Constitution; the Organic Law 1/2002 of 22 March, regulating the right of association; Decree 152/2002 of May 21, which approves the Regulation of organization and performance of Andalucía's Registry of Associations; and other provisions enacted in the development and application of the former and consistent regulatory requirements. The regime of the Association shall be determined by the provisions hereof.

**Article 2, – COMPANY OFFICE**

The company office of the Association shall file in Calle Viña de la Cerca, nº 2 of the town of Ronda (Málaga), Postal Code 29400.

**Article 3, - SCOPE OF ACTION**

The territorial scope of the Association where it will hold its main activities is autonomic.

**Article 4, - DURATION**

The Association is established for an indefinite period of time.

**Article 5 - AIMS AND ACTIVITIES**

The purposes of the Association are:

- a) To collect, organize and record information about bird watching in Andalucía.
- b) To study the birds of Andalucía.
- c) To promote the conservation of birds of Andalucía.
- d) To facilitate the exchange of information among birding fans in Andalucía.

And to achieve these aims it shall develop the following activities:

- Edit periodic information on the birds of Andalucía.
- Edit periodic information on the data obtained from the collection, arrangement and recording for bird watching in Andalucía.
- Creation and maintenance of a website with information related to birds of Andalucía.
- Conduct research on birds in Andalucía.
- Organize activities to promote the conservation of the species.
- Promote birding fieldtrips.
- Create a log to track the birds sighted in Andalucía.
- Publish an annual report with the activities carried out and log entries of birds sighted in Andalucía by its members.
- Organize an annual meeting of all members of the Association.
- Conduct studies on the behaviour of birds in Andalucía.

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- Establish agreements with other associations, administrations or entities duly constituted in Andalucía.
- Provide services to third parties related to the observation and conservation of birds of Andalucía.

**CHAPTER II**

**ADMISSION REQUIREMENTS AND DISMISSAL PROCEDURES, PENALTIES AND SEPARATION OF MEMBERS**

**Article 6, - ACQUISITION OF MEMBERSHIP**

To become a member it is required to be of age and in full capacity to act and to be interested in the purposes of the Association. The application for admission must be accepted by the Board.

**Article 7, - LOSS OF MEMBERSHIP**

Membership shall be lost by any of the following causes:

- a) Member's free will.
- b) Non-payment of membership dues.
- c) Material breach of the bylaws or of the agreements validly adopted by the governing bodies.

In the case of point a) of this article, it will be sufficient to submit a written resignation to the Secretary of the Association. The effects will be automatic, as of the date of submission.

Case b) shall require the issuance by the Treasurer of a public certificate, signed by the President. The effects start from the moment of its notification to the delinquent member of the loss of his membership.

For case c) it will be essential, that the agreement be taken by two thirds (2/3) of the valid votes of the General Assembly. The Board shall provide previous and sufficiently motivating instruction of the corresponding disciplinary measure to the member in question.

**Article 8, - PENALTIES**

No other penalty shall be imposed to the delinquent member in case b).

**CHAPTER III**

**MEMBERS' RIGHTS AND RESPONSIBILITIES**

**Article 9, - RIGHTS**

The rights of the members are:

- a) To participate in the activities of the Association and governing and representative bodies, to exercise the right to vote and to attend the General Assembly, in accordance with the bylaws.
- b) To be informed about the structure of the governing and representative bodies, of its accounting and the development of their activities.
- c) To be heard prior to the disciplinary action against him and be informed of the events giving rise to such measures. The agreement should be motivated if a sanction is imposed.

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- d) The access to documents of the Association, through the Board.
- e) The use of the assets and facilities of common use of the Association, respecting the equal right of other members.
- f) To challenge the decisions of the governing bodies of the Association which he deems opposed to the law or the provisions of the bylaws.

**Article 10, - RESPONSIBILITIES:**

The duties of the members are:

- a) To share the purposes of the Association and assist in achieving them.
- b) To pay the fees, levies and other contributions stated in the bylaws.
- c) To comply with all other obligations arising from the bylaws.
- d) To accept and fulfil the agreements validly adopted by the General Assembly and the Board.

**CHAPTER IV**

**GOVERNING AND REPRESENTATIVE BODIES**

**MANAGEMENT SYSTEM**

**SECTION 1**

**MEMBER'S GENERAL ASSEMBLY**

**Article 11, - MEMBER'S GENERAL ASSEMBLY**

The supreme and sovereign body of the Association is the General Member's Assembly or General Assembly, composed of all the members in full use of their social rights.

It adopts resolutions by the simple majority or internal democracy principles and it must meet at least once a year.

Assemblies may be ordinary and extraordinary in the form and with the powers determined in the bylaws.

**Article 12, - CALLING ASSEMBLY STANDING**

Meetings shall be convened by the President of the Association on its own initiative, by resolution of the Board of Directors or by a signed petition of at least 40% of the total number of members.

Approved by the Board to convene a General Assembly, the President shall call it within fifteen (15) continuous days from the date of the approval.

The call request made by the members shall expressly contain the agenda of the session, attaching the documents, if any, necessary for the adoption of the resolutions. The President shall call the Assembly within fifteen (15) continuous days from the request. The application must be filed with the Secretary of the Association.

**Article 13, - ORDINARY GENERAL ASSEMBLY**

The Ordinary General Assembly shall be convened in January of each year, in order to address the following

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agenda:

1. Reading and approval, if applicable, of the Minutes of the previous meeting (whether Ordinary or Extraordinary General Assembly).
2. Examination and approval, if applicable, of the previous year's accounting.
3. Examination and approval, if applicable, of the budget for the year.
4. Examination of the activity report and approval, if appropriate, of the Boards management.
5. Approval, if applicable, of the Activities Program..

**Article 14, - EXTRAORDINARY GENERAL ASSEMBLY**

Outside of the agenda points expressed in the previous article, for the adoption of any agreement it will require the convening of an Extraordinary General Meeting and in particular for the discussion of the following aspects:

1. Total or partial modification of the bylaws.
2. Dissolution of the Association.
3. Appointment of the Board.
4. Disposal and / or sale of assets of the Association
5. Constitution of a Federation, Confederation or Union of Associations or its integration into an already existing organization of this type.
6. Change of the company office of the Association.
7. Dismissal or expulsion of members.

**Article 15, - QUORUM CALL**

The Assemblies, both ordinary and extraordinary, will be validly constituted upon previous written convocation at least fifteen (15) days before the meeting, when attended by at least one third (1/3) or the members (either for the first or the second call), present or represented.

For the computation of the members or total voting numbers, the proxies must be submitted to the Secretary in writing with the original signature of the member who grants the proxy prior to the beginning of the session.

Not being present the President and / or the Secretary of the Association, the election of the persons designated to replace them during the celebration of the Assembly, whether ordinary or extraordinary, shall be done at the beginning of the meeting,

**Article 16, - PROCEEDINGS FOR DELIBERATING, ADOPTING AND IMPLEMENTING AGREEMENTS**

All issues will be debated and voted on in the order they were listed in the agenda. The President will moderate the discussion shifts and may establish as many interventions as needed and floor will be granted by allusions. After discussion of an issue voting will follow.

The resolutions of the General Assembly will be adopted by a simple majority of those present or represented when the affirmative votes outnumber the negatives.

However, a qualified majority of those present or represented is required in the agreements relating to the dissolution of the Association, amendment of the bylaws, disposition or sale of assets and remuneration of Board members.

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The President has the casting vote, the vote that counts double in the event of a tie.

The resolutions adopted shall be executed by the President of the Association or by the person designated in the agreement itself, in the manner and at the time they have been adopted.

**Article 17, - PROXY VOTING OR REPRESENTATION**

The representation or proxy is only valid for the session or call it is issued for. No indefinite proxy or representation is valid.

It must be in writing, indicating personal data and the number of the member delegating his vote and the number of the member receiving the proxy. It must be signed by both members. No member may represent more than five (5) members in the same Assembly.

**SECTION 2**

**BOARD**

**Article 18, - BOARD OF DIRECTORS**

The Board is the official body of government, representation and management of the Association, without prejudice to the powers of the General Assembly as the sovereign body. Only members can join the Board.

The Board shall consist of: A President, a Vice President, a Secretary, a Treasurer and five directors.

The board of directors will be elected for two (2) years and its members may be re-elected as often as they submit their candidacy for re-election.

**Article 19, - SELECTION AND REPLACEMENT**

In order to become a member of the Board the candidate must have attained the majority of age, be in full possession of his civil rights and not have fallen into any grounds of incompatibility with the legislation in force.

The members of the Board shall be elected among the members, in an Extraordinary General Assembly, in accordance with the provisions of the Association's bylaws.

At the Extraordinary General Assembly convened for the appointment of the Board members who wish to exercise their right to be elected, they shall to apply in writing to the Secretary at least twenty-four hours prior to the celebration of the Assembly.

When a vacancy arises, provisionally the Board may appoint another member for his replacement, until the next election of the General Assembly.

**Article 20, - CEASE TO HOLD OFFICE**

The members of the Board shall cease to hold their respective offices for the following reasons:

- a) Death or declaration of death.
- b) Disability, disqualification or incompatibility, according to the provisions of the law.
- c) Judicial resolution.
- d) Ending of the term of appointment. However, until the holding of the next the General Assembly for the election of the new Board, he or they will continue in office, having to express this condition in all documents which need to be signed on behalf of his or their respective offices.
- e) Resignation.

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- f) Agreement adopted by the General Assembly at any given moment and following the statutory formalities.

The resignations and appointments should be communicated to the Registry of Associations for its documentary proof and publicity.

**Article 21, - THE PRESIDENT**

Duties of the president:

- a) To represent the Association before any type of persons, authorities and public and private entities.
- b) To convene meetings of the Board and of the General Assembly, preside them, direct the discussions, suspend and close the sittings.
- c) To execute the decisions of the Board and of the General Assembly, being enabled to perform all kinds of acts and contracts and to sign the necessary documents for these purposes.
- d) To comply with and enforce the decisions of the Board and of the General Assembly.
- e) To order the expenses and payments to be made by Association.
- f) To use his casting vote in case of a tie occurred in any Board of Directors or of the General Assembly's meeting.
- g) To approve the Minutes and transcripts of the Board and the General Assembly.
- h) To perform any other functions inherent to his condition as Chairman of the Board and the Association.

**Article 22, - THE VICE PRESIDENT**

The Vice-President shall perform the duties of the President in case of his vacancy of the office during absence or illness, and may also act on behalf of the Association when so decided by the Board or General Assembly.

**Article 23, - THE SECRETARY**

The Secretary of the Board the following duties:

- a) To attend the meetings of the Board and General Assembly, draft and approve the Minutes of the same.
- b) To call the meetings of the Board and the General Assembly ordered of the President, as well as to convene the members of the Board and of the General Assembly.
- c) To give immediate notice to the Chairman of the request made by the members as provided in the Bylaws.
- d) To receive the communication Minutes of the members of the Board and of the Association as well as the notifications, requests of information, amendments, certifications or any other kind of writings of which he should be aware of.
- e) To prepare the dispatch of all matters and the documents needed for those purposes.
- f) To issue certificates of the approved agreements and any other certifications, with the approval of the President, and the necessary reports.
- g) To have under his responsibility and custody the files, documents and books of the Association, except for the accounting related documentation.
- h) Any other functions inherent in his capacity as Secretary.

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In case of absence or illness and in general, in any justified cause, the Secretary shall be replaced by the younger director of the Board.

**Article 24, - THE TREASURER**

The Treasurer has the following duties:

- a) To raise the funds for the Association, guard them and invest them in the manner determined by the Board.
- b) To make payments with the President's approval.
- c) To sign all receipt and payment documents, with the President's approval.
- d) To keep the accounting books updated and to watch the fulfilment, in date and in shape, of the obligations of the Association's.
- e) To develop the Draft Budget with the ratification of the Board of Directors for approval by the General Assembly, as provided in the Bylaws.
- f) To prepare the Annual Report Account with the ratification of the Board of Directors for approval by the General Assembly, as provided in the Bylaws.
- g) Any other duties inherent to his status as Treasurer and as the responsible person for the economic and financial management of the Association.

**Article 25, - THE DIRECTORS**

The Directors shall have the specific functions assigned by the General Assembly and the Board itself. The number of directors will be determined by the General Assembly in the same calling as for the Board.

**Article 26, - CALLS AND SESSIONS**

1. For the valid constitution of the Board for the purpose of holding meetings, deliberations and adoption of resolutions, half of the members must be present. It will require the presence of the President and the Secretary or those who replace them.
2. The Board shall meet at least once every quarter and as often as necessary for the good performance of the Association, convened by the President, or by the own initiative of any member.
3. The call, with its formal elements (agenda, place, date and time) will be made in writing at least 48 hours before the established time for the beginning of the session.
4. The deliberations will be made the same way as set forth in Article 16 for the General Assembly. Resolutions are adopted by a simple majority of the votes. The President has a casting vote in case of a tie.
5. No agreement can be adopted on issues not on the agenda, except if all members of the Board are present and unanimously agree.
6. In the same manner, the Board shall be constituted without advance notice, when each and all members are present and agree unanimously as mentioned in the previous numeral regarding the agreements. The Board of Directors thus constituted shall be known as Universal Board.
7. The meetings of the Board may attended by those with advisory functions, previously cited or invited by the President, with voice but no vote for the best success in their deliberations.
8. The resolutions of the Board are implemented in the same manner set forth in Article 16 for the General Assembly.

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**Article 27, - POWERS OF THE BOARD OF DIRECTORS**

The Board has the following powers:

- a) To prepare the Activity Program of the Association.
- b) To grant general or special powers of attorney.
- c) To organize and develop the activities approved by the General Assembly.
- d) To approve the Draft Budget, prepared by the Treasurer, for final approval by the General Assembly.
- e) To approve the Annual Accounting Report prepared by the Treasurer for the final approval by the General Assembly.
- f) To prepare the Annual Activities Report to be informed to the General Assembly..
- g) The creation of the Working Committees as it deems appropriate, for the development of the duties assigned and the approved activities, as well as any other issues arising from the implementation of the social purposes. These commissions shall regulate their internal operation in their inaugural meeting.

**Article 28, - NON REMUNERATIVE CHARACTER**

The members of the Board shall hold office free of charge and in no case they shall receive any compensation for the performance of their function, but have the right to be reimbursed for expenses incurred in the performance of their functions, as long as those expenses are duly and formally justified.

**SECTION 3**

**PROVISIONS COMMON TO THE ASSOCIATION**

**Article 29, - OF THE MINUTES**

1. Of each session to be held by the General Assembly and by the Board of Directors, Minutes shall be recorded by the Secretary, specifying the Quorum necessarily required for the valid constitution of the meeting (in the case of the Board, assistants need to be specified), the order the day of the meeting, the circumstances of place and time in which they were held, the main points of the discussions and the contents of the resolutions adopted.
2. The Minutes shall include the requests of the respective members and / or partners, the vote against the adopted resolution, their abstention and the reasons for their non favourable vote.
3. The Minutes shall be approved in the next session, however, the Secretary can certify on specific agreements which have been adopted, without affecting the subsequent approval of the Minutes.
4. The Minutes shall be signed by the Secretary and countersigned by the President.

**Article 30, - OPPOSITION OF AGREEMENTS**

Members may challenge the resolutions and proceedings of the Association as they deem them contrary to the By-laws, within forty (40) days from the date of their adoption, urging their correction or cancellation and/or if preventive suspension or accumulating both claims in accordance with the procedures established in the Civil Procedure Code.



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**CHAPTER V**

**DOCUMENTARY AND ACCOUNTING SYSTEMS, INITIAL PATRIMONY AND ECONOMIC RESOURCES**

**Article 31, - BOOKS OF THE ASSOCIATION**

The Association shall have the following documents:

- a) A membership book containing an updated list of its members.
- b) Ledgers order to obtain the true and fair view of the result of the financial position of the entity, as well as activities. Such accounts shall be kept in accordance with the regulations specified in applicable thereto.
- c) Inventory of property.
- d) Book of Minutes of the meetings of the governing bodies and representation.

**Article 32, - INITIAL PATRIMONY**

The Association has no initial patrimony.

**Article 33, - FINANCING**

The Association for the development of its activities will be financed with:

- a) The membership fees, ordinary or extraordinary.
- b) The resources derived from the performance of its patrimony, if applicable.
- c) Gifts or grants that may be granted by natural persons or legal entities, both public and private.
- d) Donations, wills or legacies accepted by the Board.
- e) Income from its activities.

**Article 34, - FINANCIAL YEAR AND BUDGET**

1. The financial year shall coincide with the calendar year, beginning on January 1 and ending on December 31 of each year.
2. Annually the Treasurer, in cooperation with the Board shall prepare the budget to be approved by the General Assembly.
3. The accounts of the Association shall be approved annually by the General Assembly.

**CHAPTER VI**

**DISSOLUTION AND DESTINATION OF THE SOCIAL CAPITAL**

**Article 35, - CAUSES OF DISSOLUTION**

The Association can be dissolved for the following causes:

- a) By resolution adopted in an Extraordinary General Meeting called expressly for that purpose if there is the backing of at least 60% of the votes of the present members or members validly represented.
- b) By causes stated in article 39 of the Civil Code.
- c) By firm judicial decision.

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In the event of the approval of the dissolution of the Association in an especially called session of the General Assembly, a liquidation committee shall be elected who shall be responsible for ensuring the compliance with the provisions stated in the Associations Law.

**Article 36, - PATRIMONY DESTINATION**

The dissolution of the Association will open a settlement period, in which end the association will retain its legal personality.

The resulting assets after completion of the transactions contemplated in the Associations Law will go to non profit organizations which pursue similar general interests as those conducted by the Association.