

**STATUTES OF THE ASSOCIATION OF HOUSE AND PROPERTY OWNERS FOR**  
**THE CONSERVATION OF CALA LLONGA**

**Adapted to the organic Law 1/2002, of 22 March;  
regulator of the Association's rights.  
(BOE No. 73, dated 26 March, 2002)**

**PRELIMINARY**

**I.-** The Residents' Association of the Cala Llonga Urbanisation, known as the "ENTIDAD URBANÍSTICA COLABORADORA DE CONSERVACIÓN DEL SECTOR CALA LLONGA DEL T.M. DE MAHÓN", duly legalised, recognised and registered with CIF No., G-07.831555, has been operating to date with the approval of those present.

**II.-** Once the Mahon Town Hall, in whose municipality the urbanisation belongs, has received and accepted the urbanisation as agreed over the past few months, it is motive and reason to dissolve the organisation of 'ENTIDAD URBANÍSTICA COLABORADORA DE CONSERVACIÓN DEL SECTOR CALA LLONGA, DEL T.M. DE MAHON '. The dissolution and liquidation of the said organisation was approved in today's AGM.

**III.-** In this same meeting, all those present established the advisability of continuing the tasks of the dissolved organisation within a new organisation hereby constituted, being the new OWNERS' ASSOCIATION. The aim of this association will be to include all the property owners of the urbanisation and continue with the tasks that the current residents' association has carried out to date; receiving funds, balances, creditors and obligations of this entity in order to be able to continue its tasks and functions.

**IV.-** For the aforementioned, and with the aim and finality to create communal interest amongst all property and business owners of the urbanisation; seeking harmony and collaboration between them; collaborating with the Mahon Town Hall and any other organisms and administrations to help carry out the task of improving the communal elements of the area, directly or indirectly, the Owners' Association of the Cala Llonga Urbanisation in the municipality of Mahon is founded and constituted today, and approves the following statutes:

## **Chapter I**

### **Denomination, Aim and Address**

#### **Article 1**

With the constitution of the entity '**ASOCIACIÓN DE PROPIETARIOS DE LA URBANIZACIÓN CALA LLONGA DE MAHÓN (APCLL)**', constituted in Mahon (Menorca), the association gives continues to fulfil the duties of the dissolved organisation "Entidad Urbanística Colaboradora de Conservación del Sector Cala Llonga, del T.M. de Mahón", in accordance with article 22 of the Constitution, and must regulate its activities in accordance with the Law 1/2002 of the 2<sup>nd</sup> March and its Statutes. The association has an indefinite life.

#### **Article 2**

The aims of the association are:

1. To channel opinions, criterias and aspirations of all its members and those affected, to the Mahon Town Hall and/or any competent organism or administration, whichever the case.
2. To maintain and conserve any communal element, which could be owned by or of use to the Association.
3. To collaborate with the Mahon Town Hall in the development of the area as well as the maintenance and conservation of the urbanisation.
4. To realise whatever other task that could benefit the urbanisation.
5. To defend the collective interests of the Association's members before the Mahon Town Hall, Insular Council of Menorca, Balearic Government and/or any other public authority (judicial or extrajudicial) by which it can be affected, especially to make declarations in respect of everything that affects the infrastructure of the area and the urbanisation, i.e. the sewage system.
6. To protect the interests of Cala Llonga and its members in respect of administrative concessions that affects the area and its neighbouring land, shoreline and bays.

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

1. An Annual General Meeting (AGM).
2. Extraordinary General Meetings (EGM) whenever necessary.
3. Periodic meetings of the Committee members, as well as periodic meetings with the Mahon Town Hall and/or any other public authority that may be considered necessary.

Any interest to make a profit remains excluded.

### **Article 3**

The Association's address is established to be in Mahon (Menorca), in Calle San Fernando, No.20, 2º-A, which can be modified via agreement at a Committee meeting.

The Association's scope of action is limited to the Cala Llonga Urbanisation in the municipality of Mahon

## **Chapter II** **Association Members, Rights and Obligations**

### **Article 4**

All persons over 16 years of age who are owners, tenants or other users of property, plots, houses, apartments, premises, garages and any other element in the Cala Llonga Urbanisation of Mahon (Menorca), are entitled to be members. Membership must be requested in writing to the Committee. The committee will make a decision in this respect in the first committee meeting following, and report same at the next AGM.

Any under aged members of the Association do not have the right to vote in the AGM and cannot be elected as a member of the committee.

### **Article 5**

The Association member's rights are:

1. To be able to assist and vote at the Annual General Meetings.
2. To elect or be elected for any representation or for any post on the committee.
3. Perform the representation conferred on him/her in each case.
4. Supervise in the management, the services and the activities of the Association, in accordance with the legal and statutory rules.
5. Expound at an AGM and to the Committee on all that he/she considers to be contributory to fulfil the purpose of the Association and to efficiently carry out the basic social objectives.
6. Request and obtain explanations from the Committee or any agent of the Association in respect of administration and management.
7. Receive information in respect of the Association's activities.
8. To make use of the available communal services established by the Association.
9. Form part of any working group.
10. Have a copy of the Statutes.

## **Article 6**

Association members' obligations are:

1. To abide by the statutory rules.
2. To comply with the AGM's decisions and the rules by which the Committee carries out its functions.
3. Pay the established community fees punctually.
4. Maintain the collaboration that is necessary for the smooth operation of the Association.

## **Article 7**

Reasons for expulsion of the association:

1. Resignation, which must be communicated in writing to the Committee.
2. Non payment of the fixed fees.
3. Non fulfilment of the statutory obligations.

## **Chapter III Annual General Meeting**

## **Article 8**

1. The AGM is the supreme authority of the Association, formed by its members in their own right and which cannot be waived.

2. Members of the Association gathered at a legally constituted AGM, must decide by majority vote on the matters brought up at the said meeting.

3. All members are bound by the decisions reached at an AGM, including those who did not attend, those that do not agree and those present that abstained from voting.

## **Article 9**

The AGM has the following power:

- a) To modify the Statutes of the Association.
- b) To adopt relative agreements for legal representation, management and defence of its members' interests.
- c) To control the committee's activities and management.
- d) To approve the annual budgets, income and expenses, and the annual reports of the Association's activities.
- e) To elect members of the committee, dismiss them and substitute them.
- f) To establish the general line of action that allows the association to comply with its aims.
- g) To set the community fees to be paid by its members.

h) To dissolve and liquidate the association.

The powers listed in this article are merely a type of declaration and does not limit the responsibility of the AGM.

### **Article 10**

1. The Annual General Meeting must be held at least once a year within three months after the close of the financial year.

2. An Extraordinary General Meeting can be convened whenever deemed necessary by the Committee or when requested by a number of members of the association; a minimum of 10% of its members. In this latter case the meeting must be held within a period of 20 days.

### **Article 11**

1. The AGM, as well as any Extraordinary General Meeting, must be convened in writing. The notice of any meeting must be displayed in a specified place at least 30 days in advance of the meeting. The notice is also to be sent to each individual member of the Association to the address supplied for communication purposes and with the same advanced time period. This communication will be sent by ordinary post, it not being necessary to send it by registered post with acknowledgement of receipt. It is also possible, only when requested by the recipient, to send the notice by e-mail with acknowledgement of receipt, to the address expressly given by the recipient. The notice must specify the date, time and place of the meeting, as well as the order of the day. The agenda must include topics in relation to each issue, which are previously notified to the Committee. Five days before the meeting, all relevant documentation for the issues to be discussed, must be at the disposal of the members for his/her consultation and review, in the social premises

2. The AGM will be presided over by the president of the Association and, in his/her absence, be substituted successively by the vice-president or an elder member of the committee. The secretary at the meeting must be the same person who holds that post in the committee.

3. The secretary has to take the minutes at each AGM, which, with the approval of the president, will be sent by ordinary post or e-mail, whichever applies, to all the members within a period of 60 days from the date of the meeting. It is not necessary for the minutes to be sent by registered post with acknowledgement of receipt. It is understood that the minutes are automatically approved 30 days after being sent, and its decisions are completely effective as from the date of the AGM

### **Article 12**

The AGM will be correctly constituted, at the first calling, when the attendance of the members represents at least 50% of the members, present or represented.

If after thirty minutes a quorum has not been reached the AGM will be considered correctly constituted at the second calling, irrespective of the number of members present.

### **Article 13**

1. Every member of the Association has one vote at the AGM. Those members that are not up to date with their community fees at the beginning of the AGM, will have the right to discuss the various points, but will not have the right to vote on any. Apart from this, his/her presence will not be included in the number of attendants, nor in the quorum required for the approval of any agreements reached.

2. Agreements are reached by a simple majority vote of those present.

3. Decisions in respect of the dismissal of a member, modification of the statutes, dissolution of the Association, constitution of a Federation with similar associations or the integration of an existing one, will require a vote of at least two thirds (2/3) of those present at the meeting, both for the first and second calling. In any case, where various candidates are presented for the election of the Committee, it must be by majority vote by those present and represented.

## **Chapter IV The Committee**

### **Article 14**

1. The committee directs, administrates and represents the Association, and consists of:

- a) The President.
- b) The Vice-president.
- c) The Secretary.
- d) The Treasurer.
- e) A minimum of two and a maximum of six other members.

2. Committee members must be elected at an AGM. Any member not up to date with his/her community fees/payments at the time of the AGM, cannot be elected for any post whatsoever on the Committee.

3. The posts of secretary and treasurer of the committee and the Association can be performed by a professional person who is not necessarily a member of the Association. This option must be approved at an AGM. Both posts of Secretary and Treasurer can be carried out by one person, but it will need to be a professional person who will be called the 'Secretary-Administrator' of the Committee and the Association.

4. The posts of secretary and treasurer are performed free of charge, except in the case when the named secretary, Treasurer or Secretary-Administrator is a professional person, in which case his/her functions are remunerated for an amount determined at the AGM.

### **Article 15**

1. Members of the committee will perform their duties for a period of two years.
2. Anyone leaving their post before the regulated term has expired, can do so by:
  - a) Voluntary resignation presented in writing, expressing the reasons for their decision.
  - b) An illness that leaves him/her incapable to perform his/her duty.
  - c) Resignation as a member of the Association.
  - d) Sanction for an error committed during the financial year of his charge, imposed in accordance with the established article No.13.3 of the statutes.

### **Article 16**

The committee has the following powers:

- a) To represent, direct and administrate the association in the widest terms of the law; as well as carrying out the decisions agreed in the AGM, in accordance with the established rules, instructions and guidelines.
- b) To make the necessary agreements when appearing before a public authority, carry out any legal action and place the pertinent appeals.
- c) To propose the defence of the interests of the Association to the AGM.
- d) To propose the defence of the established community fees to be paid by the members.
- e) To organise the AGMs and ensure that the decisions and agreements are adopted.
- f) To present for approval a balance sheet of the financial year's accounts at the AGM and produce the budget for the next financial year.
- g) To prepare the annual report of the activities and present it for approval at the AGM.
- h) To contract the employees that the Association can have.
- i) To inspect the accounts and ensure that the services are functioning with normality.

- j) To establish efficient and effective work groups to achieve the associations aims and authorise the action that these groups are to carry out.
- k) To name the members of the Committee who will have charge of each work group, at the suggestion of the same group.
- l) To carry out the necessary negotiations before public authorities, companies and other persons, to achieve:
  - a. Grants and/or any other financial help.
  - b. The use of premises and buildings that could be used as a community centre.
- m) To open current and savings accounts in any credit or savings establishment and have access to the funds therein. The disposition of these funds is determined in Article 30
- n) To provisionally resolve any case or action, not covered by the Statutes, and inform of same in the very next AGM.
- o) Any other power that is not specifically attributed to any other governing organ of the association or that has been expressly delegated to them.

#### **Article 17**

1. The committee members must meet regularly, convened by the president, or his/her substitute, and at least once every three months.
2. The committee will meet in an extra-ordinary session when established by the President or if requested by a minimum of three of its members.

#### **Article 18**

1. Committee meetings are validly constituted when the members have been convened in advance and there is a quorum of half its members plus one.
2. Members of the committee must attend all the established sessions, unless they have a justified reason by which they can be excused. It is always necessary for the president, or the person that substitutes him/her, to be in attendance.
3. The decisions and agreements of the committee are valid by a simple majority vote.

### **Article 19**

1. The committee may delegate some of its powers to one or diverse commissions or work groups, if any. To do this a favourable vote of two thirds (2/3) of its members is required

2. It can also appoint, with a minimum quorum, one or two agents to exercise the function conferred on them by the committee, giving them the opportune power in each case.

### **Article 20**

The agreements and decisions of the Committee must be recorded in the minutes. On opening each session of the Committee, the minutes of the previous session must be read in order to be approved or rectified, if reasonable.

## **Chapter V The President, the Vice-President and the Association**

### **Article 21**

1. The president of the Association is also the President of the Committee.

2. The president's duties are to:

- a) Legally direct and represent the Association by delegation of the AGM and the Committee.
- b) Preside and direct the debates, not only in the AGM, but also in the Committee meetings.
- c) Emit a decisive vote in the case of a tie.
- d) Establish the summoning of AGMs and Committee meetings
- e) Endorse the minutes and certificates prepared by the Association's secretary.
- f) To fulfil any other remaining duties that are included in this post by law and that are delegated to him/her by the General Assembly and the Committee.

3. The Vice-president or the eldest member of the committee, in this order, must substitute the President in the case of his absence or illness.

## **Chapter VI The Treasurer and the Secretary**

### **Article 22**

The Treasurer's function is custodian and controller of the Association's resources, as well as to prepare budgets, balances and operation (including opening and closing) of the accounts. He/she must also control the petty cash.

He/she must sign receipts for the fees and other documents of the treasury. He/she must pay invoices previously endorsed by the President and approved by the Committee. He/she must make the deposits in the established credit or savings accounts.

### **Article 23**

The Secretary is the custodian of the Association's documents, and must draw up and sign the minutes of the AGMs and the Committee meetings, prepare and issue the necessary certificates and have a register of all the members. In the event that this post is carried out by an un-associated qualified professional, he can also perform the function of legal and judicial assessment for the Committee and the Association.

### **Article 24**

As established in Article 14 of these Statutes and in the event that the association decides on the option of having a Secretary-Administrator, this then means that there will not be a post of Treasurer, as this Secretary-Administrator will carry out the work of both posts, as explained in Articles 22 and 23 of these Statutes, as well as all the functions of management, administration and the administrative address of the association.

## **Chapter VII Assignments and Work Groups**

### **Article 25**

The creation or constitution of any assignment or work group must be raised by the members of the Association who wish to take part in it, and it is their duty to present the proposal to the Committee. The Committee must approve this, except in the case when the vote is four fifths (4/5) part against. The Committee can directly constitute commissions and work groups when they have the support of a minimum group of two members. The Committee must take care to analyse the different commissions and work groups. The person in charge must present a detailed report of action to the Committee once a month.

## **Chapter VIII Economic Regime**

### **Article 26**

This Association has a fundamental right to inherit the assets and liabilities consistent with the approved balance in the last AGM of the liquidation and dissolution of the "ENTIDAD URBANÍSTICA COLABORADORA DE CONSERVACIÓN DEL SECTOR CALA LLONGA, DEL T.M. DE MAHON", which has been substituted by this new Association.

In this way, the bank balances, credits and debts of that association have been passed to the new Association, as well as taking over the position of claimant in all the judicial and extra judicial processes that were initiated before its liquidation and dissolution and that are still being processed against owners who are in debt with the Association.

### **Article 27**

The economic resources of the Association are as follows:

- a) The Association's membership fee decided in the AGM
- b) Official or private grants or subsidies.
- c) Donations, inheritances or legacies.
- d) The revenue of its own resources or any other income it can obtain.

### **Article 28**

All members are obliged to economically maintain the Association via community fees, the manner and proportion of which is determined at the AGM by proposal of the Committee. The AGM can establish regular or periodic fees —which must be paid quarterly, bi-annually or annually according to Committee arrangements— and extraordinary fees.

The fees indicated in the previous paragraph do not have to be the same for all the members, subsequently the general assembly, at the request of the committee, can - if they consider it to be relevant - set different members' fees in consideration of their circumstances ie: owners, tenants and users of business premises, detached and semi-detached houses, plots or members who have a specific interest in the area. This also applies in the case of several members from the same family or who represent the same property, whereby the fee would be set by the general assembly at the request of the committee.

However, independently of the fee which each member is expected to pay, their membership and voting rights will be equal ie: as previously mentioned, one vote per member.

**Article 29**

The financial year will commence from 1<sup>st</sup> September and will close on 31<sup>st</sup> August of each year. The Committee has the power, if considered opportune, to change the period of the financial year, which must always be annually, except for the first financial year of the Association when it can be less, informing the members at the first AGM held.

**Article 30**

The current and savings accounts held in the credit and savings banks must hold the following signatories, the President, Vice-President and Treasurer. In the event that the post of Treasurer is assumed by the Secretary-Administrator, then his/her signature must be on the documents in relation to the banks. In order to make use of the funds, it will be sufficient to have two of the three possible signatories.

## **Chapter IX The Dissolution**

**Artículo 31**

The Association can be dissolved by an agreement reached at an Extra-ordinary General Meeting specifically summoned for this purpose.

**Article 32**

1. Once the dissolution has been agreed, the General Assembly must take appropriate measures, not only for the purpose of the goods and rights of the Association, but also for the purpose of finalising and liquidating any pending operations.
2. The General Assembly has the power to appoint a liquidator when necessary.
3. The members of the Association are exempt of any personal responsibility. Their responsibility is limited to the compliance of their obligations that they have contracted voluntarily.
4. Any remaining funds from the liquidation can be given directly to charity or any non-profit making organisation as decided by the General Assembly, or it can also, if agreed by the Assembly, be shared out proportionally between all the members as registered in the last census of the Association. Those members who are in debt with the Association will not have any rights to participate in this distribution.

5. The liquidation duties and execution of the agreements as set out in the previous points of this same article is the domain of the Committee, unless the General Assembly has designated this task to a specific liquidator.

FOR THE RECORD:

These Statutes were prepared, including the modifications, and agreed on at the AGM dated 18th. August, 2009.

Cala Llonga (Mahón/Maó – Menorca), 18th., August, 2009.