

Statutes of the Association of Federations and Associations of Businesswomen from the Mediterranean

AFAEMME

Section I –General Statements

Article 1. – Name, Legal Capacity and Management

a. The Association, called “Association of Federations and Associations of Businesswomen from the Mediterranean referred to as -AFAEMME- is a coordinator of non-profit organizations, with its own legal capacity, established for an unlimited period, under the Article 22 of the Spanish Constitution and the Organic Law 1/2002 from March 22nd 2002, regarding the rights of legal association and its Statutes.

b. For the fulfillment of its objectives, AFAEMME has its own and complete legal identity and capacity and therefore has the capacity of acquire, possess or transfer assets; fulfill all types of actions and contracts; exercise rights and actions and represent its members into all private and public Institutions, Official Chambers of Commerce, Confederations, Federations of Employers, Unions, Professional Organizations, and Companies or Entities of whichever nature.

c. AFAEMME, regulation, function and legal system comply with democratic principles.

Article 2. – Duration

AFAEMME is constituted for an unlimited period of time.

Article 3. – Address and Scope of Activity

AFAEMME headquarters are established in Street/ Provenza, 301, local, Barcelona,

(Spain). This office may be transferred to any other place if it is decided by the General Assembly.

AFAEMME, with the agreement of the Board of Directors, may open, change or close its offices or delegations in any country it considers convenient to achieve its goals.

The territorial scope of AFAEMME is the politically differentiated countries, autonomous communities or regions in the Mediterranean Basin.

The nature of the Associations, Federations, Confederations, Institutions, Foundations, Networks of Businesswomen, Women Entrepreneurs or Executive Businesswomen includes profit and non-profit Organizations connected with the goals and activities of AFAEMME.

Article 4. – Official Languages

The official languages of AFAEMME are Spanish and English.

Article 5. – Objectives

The primary objective of AFAEMME is to bring together the Associations, Federations, Confederations, Institutions, Foundations, Commissions, Networks of Businesswomen, Women Entrepreneurs or Executive Businesswomen (referred to ORGANIZATIONS OF BUSINESSWOMEN), established in the Mediterranean region, represent them in front other bodies and assist them in achieving their common objectives.

To accomplish this AFAEMME will;

- a. Contribute to the cultural and personal development of businesswomen and women in general, and increase their awareness to improve their lives of other women,
- b. Promote labor equality, improve conditions for women in their socio-economic, professional lives, and work to eliminate all forms of discrimination. AFAEMME will strive to increase equality of opportunities between women and men,
- c. Develop relations among Mediterranean businesswomen and maintain permanent relationships, including International Treaties among countries with AFAEMME members,
- d. Coordinate and unite the efforts of AFAEMME members to increase their scope and
- e. effectiveness to promote common activities and projects to accomplish specific

- goals and overcome isolation and solidarity,
- f. Facilitate opportunities among the ORGANIZATIONS OF BUSINESSWOMEN for leadership development and support current women in leadership positions,
 - g. Exercise influence on public opinion, through events, campaigns and presentations to relevant authorities, with the objective of improving the legal, social and professional conditions of women,
 - h. Promote international cooperation for increased equality of opportunity between women and men.

Article 6. - Activities

To accomplish the objectives outlined in Article 5, AFAEMME will develop the following activities;

- a. Support structures that develop the role of women by improving their living conditions, increasing their ability to fully participate in business and community development and removing the obstacles for their complete economic, political and social integration.
- b. Develop research on the social and professional profile of businesswomen and analyze their professional careers, in order to achieve more effective solutions to their share problems. This will focus on the profitability of female-businesses and their ability to create new jobs,
- c. Promote professional development of women and better training for future businesswomen,
- d. Support the work of AFAEMME members by establishing common or specific services to help them complete their work,
- e. Promote the creation of new businesswomen organizations and their integration into AFAEMME, support unity and solidarity among them while strengthening relations with non-member Organizations, and find common topics and opportunities for action that coincide with the foals of AFAEMME,
- f. Support actions and initiatives of public and private sector institutions that encourage the complete incorporation of women in society.
- g. Represent the interest of the members of AFAEMME in its actions,
- h. Establish, maintain and develop relations with relevant international bodies,
- i. Facilitate collective negotiation among its members and encourage social dialogue

- and institutional participation,
- j. Hold conferences, seminars, promotional campaigns and other events to promote the leadership of the businesswomen in the Mediterranean area
 - k. Promote agreements and treaties that fulfill the objectives of AFAEMME.
 - l. Facilitate the reciprocal use of services provided by each member of AFAEMME and increase access to information that would be useful in developing the objectives of AFAEMME;
 - m. Any other activities related to the purpose and objectives of AFAEMME.

Section II – Membership, Government Bodies

CHAPTER 1-MEMBERS

Article 7 – Categories

There shall be three types of membership: full members, non-voting members and honorary members.

Article 8 - Requirements

Full Members: ORGANIZATION OF BUSINESSWOMEN that follows these requirements;

Legal capacity in country of origin

Purposes and objectives in agreement with those of AFAEMME

Recognition in a country within AFAEMME's scope of activity

Seeks membership in AFAEMME and declares the principles and activities

Acceptance by a simple majority of current AFAEMME members.

Article 9 – Responsibility for National and International Relations

The Board of Directors of AFAEMME will designate a representative that will coordinate the international relations among all AFAEMME members.

Article 10 – Associates and Honorary Members

Associates, are ORGANIZATIONS OF BUSINESSWOMEN affiliates, who do not fulfil the requirements establish in article 8, as well as set up according to requirements a) b) c) and e) established in Article 8, presenting their documentation and declarations of principles and activities, their approval of being part of AFAEMME without voice or vote, must be approved in the correspondent General Assembly

Honorary members are the people or organizations and institutions, that have distinguished by their work for the benefit of AFAEMME. They will be approved in the correspondent General Assembly.

The Founding President, when finishes her mandate, will be Honorary President of AFAEMME, being invited to the Board Meetings and having voice without vote in them.

The Founding Members will be AFAEMME Honorary Members.

Article 11 – Rights of Members

The entities which compose AFAEMME have the following rights;

I – Full Members:

- a. Voice and vote in Assemblies and Commissions.
- b. Enjoy the benefits and advantages from their membership to AFAEMME.
- c. Propose initiatives and suggestions that they consider suitable.
- d. Access the services offered by AFAEMME and request official support for work that requires it.

II – Non -Voting Members:

- a. Voice in the Assemblies and Commissions.
- b. Propose of initiatives.

Article 12 – Duties

1. The duties of all members, full members and non-voting, are the following:

- a. To comply with and enforce these Statutes, as well as regulations consequently enacted.

- b. To contribute to the economic workload of AFAEMME in the amount that correspond to them.
- c. Members that are not up-to-date with payments will not have right to vote in the Assemblies.

Membership of AFAEMME will cease in the following cases:

- a. Voluntary resignation, presented in writing, with obligation of being up-to-date with payments of membership fees.
- b. Failure to pay membership fees for a period of two semesters.
- c. Failure to attend the General Assembly, two consecutive years or four non-consecutive years.
- d. Actions that are contrary to the interests of AFAEMME, as decide by the General Assembly.

CHAPTER 2-BODIES

Article 13 – Governing Bodies

The governing bodies and administration are the following:

- A. The Assembly
- B. The Board of Directors

FIRST SECTION – THE ASSEMBLY

Article 14 – General Assembly

The General Assembly, must meet at least once a year, is the representative body of AFAEMME, the general Assembly has the following duties:

- a. To adopt resolutions agreed by the full members.
- b. To ratify agreements due to their urgency, have not been able to wait for approval by the General Assembly

Article 15 – Convocation of the General Assembly

The date of the General Assembly will be announced by the President with at least, two months' notice, except when issues of major importance or justified urgency arise.

Article 16 – Order of the Day

The agenda of the General Assemblies will include all those topics and issues proposed by full members at least 45 days prior to the date of the meeting.

In addition, the following subjects will form part of the agenda:

- a. Reading and approval of the minutes of the previous Assembly
- b. Election of the members of the Board of Directors, when appropriate
- c. Financial reports and statements, with their analysis
- d. Designation of the place and date of the next General Assembly.
- e. Revision and setting of fees to be paid in the following year.
- f. Approval of the annual budget.

Article 17 – Quorum

The General Assembly will be considered legally constituted, in the first call, when half of the members, plus one, are present or represented. The General Assembly will be allowed to be celebrated in the second call whatever number of members are present and/or represented by proxy.

Resolutions will be adopted if approved by a simple majority vote of the members present and/or represented by proxy.

In the case of an equal number of votes, the President will cast the deciding vote.

Article 18 – Convocation of the Extraordinary Assembly

The Assembly will be convened in Extraordinary conditions when:

- a. A General Assembly agrees to it.
- b. The Board of Directors agrees to it for reasons of urgency.
- c. One-third of the full members request it in writing.

The announcement will indicate the place and date of the meeting and the order of the day.

Article 19 – Constitution and Quorum of the Extraordinary Assembly

The Extraordinary Assembly will be considered constituted, in the first call, when two thirds of its members are present or represented. It will be considered constituted in the second call whatever number of members are present or represented.

Agreement will be adopted by a majority of votes, expressed by secret or nominal ballot, except in those cases when a special Quorum is required to fulfill the present Statutes.

SECOND SECTION- BOARD OF DIRECTORS

Article 20 – Composition and Election of the Board of Directors

The Executive body of AFAEMME is the Board of Directors, which will be represented in person by its President or by a member delegated by the President. It will oversee the legal representation of AFAEMME and the fulfilment of the Statutes, Regulations and Agreements of the General Assemblies. The Board of Directors will be constituted by a minimum of five members and a maximum of twenty, to be elected by a free and secret vote.

To be a member of the Board of Directors, the persona must be of age, in full use of its civil rights and compliant with applicable laws.

The election of the members of the Board of Directors will take place in the General Assembly, where members will be allowed to cast their vote by proxy if they are not attending.

The Board of Directors will be elected, from among its members, a President, Vice-Presidents, a Treasurer and Full Members. The candidate for President or Vice-President must have been a member of AFAEMME for at least five years.

The General Secretary will also belong to the Board of Directors and will be elected by the Board based on the proposal of the President, being a remunerated position.

Every member of the Board of Directors will be responsible for their own work, being

responsible in front of the Assembly.

Article 21 – Convocation of the Board of Directors

The Board of Directors must be called fifteen days prior to the date scheduled for the meeting, providing the content in the order of the day. The Board of Directors must meet at least once a year and will meet in Extraordinary meeting at the President's request.

To be validity constituted, a meeting of the Board of Directors must have a plus one of its members present or represented, in addition to the President or her delegated substitute. The agreements of the Board of Directors will be adopted by simple majority, with the President voting only in the case of a tie.

Article 22 – Terms and Resignation of Members of the Board of Directors

The term of members of the Board of Directors will be four years, starting from the date of their election. Members may be re-elected for successive terms.

The following will cause the term of a member of the Board of Directors to end prior to the four non-consecutive times:

- a. Voluntary resignation, presented in writing, with motives explained.
- b. Failure to attend the meetings of the Board of Directors two consecutive years or four non-consecutive years.
- c. Actions contrary to the interest of AFAEMME, as agreed by the General Assembly.

Any vacancies produced in the Board of Directors will be filled in the first General Assembly to be held. However, the Board of Directors may fill these positions provisionally with non-voting members of AFAEMME until a replacement is selected at the following General Assembly.

Article 23 – Competencies of the Board of Directors

The Board of Directors of AFAEMME has the following competences:

- a. Execute the agreements made by the General Assembly to the extent recognized by the Law.

- b. Carry out and leader the key activities for achieving the goals of AFAEMME.
- c. Propose general and specific programs of action to the General Assembly and to carry out those already approved.
- d. Propose to the General Assembly the fees that the members of AFAEMME will have to pay.
- e. Choose from among its members a President, Vice-Presidents, a General Secretary and Voting-Members and Non-Voting Members.
- f. Call meetings of the General Assembly and ensure compliance with its decisions.
- g. Present the balance and account statement of each year at the General Assembly and prepare the budget for the following year.
- h. Prepare the annual report of activities and submit it for the approval of the General Assembly.
- i. Supervise the finances.
- j. Resolve, provisionally, any issue not covered in the present Statutes and bring it to the attention of the General Assembly at the first opportunity.
- k. Any other function necessary for the purpose of achieving AFAEMME's objectives not reserved to the General Assembly.

The Board of Directors will be the permanent executive body between Assemblies and will have the power to make whatever agreements it sees will fit for application of these Statutes.

The decisions will be presented to the first General Assembly for their approval.

Article 24 – The President

The President of the Association exercises the role of President of Assembly and in that capacity her responsibilities include:

- a. Legal representation of AFAEMME within and outside of the Courts, in front of any Public or Private Body, and the ability to pass these powers of legal representation to a Legal representative.
- b. Signing of contracts on behalf of AFAEMME.
- c. Employment and dismissal of employees of AFAEMME.
- d. Opening, operating and cancelation of current accounts in financial entities and banks, signing loans and asking for credit lines, signing checks and other bank

documents, making and receiving payments of any nature and of any quantity, as well as distribute any grant from local, national or international Governments and European Commission.

- e. Working in the name of AFAEMME in all actions and contracts of a civil, mercantile, employment or administrative nature.
- f. Chairing the debates, from the Assemblies and the Board of Directors.
- g. Casting the deciding vote in the case of a tie vote.
- h. Calling meetings of the Assemblies and of the Board of Directors.
- i. Approving the minutes and the certificates prepared by the General Secretary.
- j. The remaining attributes of its post and those delegated by the General Assembly and the Board of Directors.

The members of the Board of Directors will choose the President and her term will last a period of four years, with the possibility of being re-elected. In the case of her absence, she will be substituted by any of the Vice-Presidents, designated by the President.

In the case that the President of an ORGANIZATION OF BUSINESSWOMEN, who is the President of AFAEMME, ceases to hold a position in a member organization, she will not cease to be President of AFAEMME until the completion of her term and will still be eligible for re-election.

Article 25 – Vice-Presidents

The Vice-Presidents of AFAEMME will assist the President in all responsibilities and will represent her during temporary absences.

Article 26 – General Secretary

The General Secretary is the executive person technically responsible for AFAEMME.

The functions of the General Secretary are:

- a. To create the minutes of the Assemblies and of the Board of Directors in the appropriate book and sign, it together with the President.
- b. To write and maintain all the official documentation related to the work of AFAEMME

- c. To send invitations for meetings of the Assemblies and Board of Directors in accordance with these Statutes following the rules of law.
- d. To maintain the membership registration of AFAEMME in collaboration with the Treasurer.
- e. To disseminate the minutes of the Assemblies and the Board of Directors to the AFAEMME members.
- f. To certify agreements made by the Assemblies and the Board of Directors

The responsibility for appointment and removal of the General Secretary belongs to the Board of Directors, at the proposal of the President.

Article 27 - Treasurer

The Board of Directors will choose the Treasurer of AFAEMME.

The functions of the Treasurer are:

- a. To control the movements of the funds of AFAEMME.
- b. To keep the accounting books and other financial information.
- c. To introduce the financial statement information from every year, to the Board of Directors, in addition to any reports if may request.
- d. To answer to the General Assembly about the financial management of the year.
- e. To ensure that AFAEMME complies with all tax obligations.

Section III-Finances

Article 28- Initial Assets

AFAEMME does not have any initial assets.

Article 29 – Economic Resources

The following will constitute the funds that AFAEMME uses to carry out its work:

- a. The ordinary and extraordinary fees and contributions of its members.
- b. The grants, subsidies and contributions that it may receive from public and private organizations and institutions.
- c. Donations, inheritances and legacies.

- d. Any profit produced by its own assets.
- e. Other investments it may receive.

All members of AFAEMME are obliged to pay their membership fees on time in the form and proportion proposed by the Board of Directors and approved by General Assembly.

The General Assembly will be able to establish entry fees, periodical fees and extraordinary fees.

Article 30 – Banking Address

The funds of AFAEMME will be held in a banking establishment of the city of the headquarters of AFAEMME.

The President may also authorize the opening of bank accounts in the cities of residence of the General Secretary and the Treasurer for the funding of specific events.

Article 31 – Budgeting

The budget of AFAEMME, which must be approved every year by the General Assembly, will begin on January 1st, and end on December 31st.

Section IV – Fusion and Dissolution

Article 32 – Dissolution. Quorum

The dissolution of AFAEMME or its integration with another entity may be agreed to by and Extraordinary General Assembly and will require a two-thirds majority vote of the members present or represented.

The reasons for dissolution will be:

- a. By agreement of the General Assembly, adopted with the requisites and the majority established for the modification of the Statutes.
- b. By the clear impossibility of achieving its goals. Article 33 - Liquidation**

Any liquidation of AFAEMME would be directed by a Liquidators Commission, designed by the Extraordinary Assembly. This Commission may establish the directives that must be followed. In the case of liquidation, the Commission will deliver the assets of

AFAEMME to a Beneficiary Institution or non-profit Organization with the same aims that AFAEMME.

Section V – Amendment of Statutes

Article 34 – Proceedings

The modification of these Statutes may be approved only by a General Assembly and/or an Extraordinary General Assembly, specifically convened for this purpose. The convocation of this Assembly must contain the Article or Articles to be amended, as well as the proposed amendment.

An amendment will be approved in the case of a two-thirds majority vote of members present or represented.

Section VI – Provisional and Final Dispositions

Article 35 – Provisional Disposition

The requirements established in Article 20 will not be required for the first election.

Article 36 – First Final Disposition. Internal Rules of Procedure

Within the framework set for these Statutes, an Internal Regulation of Procedure can be developed to address a particular issue. These internal rules must be followed.

Article 37 – Second Final Disposition. Interpretation

The application and interpretation of these Statutes is the responsibility of the Assembly.

The Board of Directors will set up an Ethic Committee with may resolve the litigation

derived from these Statutes of from relations among the members of AFAEMME.

Article 38 – Third Final Disposition

Anything that is not addressed in these Statutes will be ruled by the current Organic Law 1/2002 from March 22nd 2002, which regulates the right of association and its supplementary dispositions and the Article 22 of the Spanish Constitution and the regarding the rights of legal association and its Statutes.

ENSURE that the present Statutes gather the amendments agreed upon in the General and Ordinary Assembly of November 5th, 2009.