

AFAGA's statutes

By-laws of the Galician Association of Relatives of Alzheimer's and other Dementias Patients

TITLE I.- THE ASSOCIATION

CHAPTER I.- DENOMINATION, NATURE AND PURPOSE

Article 1.- The ASSOCIATION OF FAMILIARS OF ALZHEIMER'S DISEASE AND OTHER DISEASES OF GALICIA (AFAGA) is constituted for an indefinite period of time.

Article 2.- The Association has its own legal personality and full capacity for the fulfilment of its non-profit and welfare purposes.

Article 3.- The Association shall be governed by these Statutes, the Internal Regulations and subsidiarily by the Law of Associations 1/2002 of 22nd March and other similar legislation.

Article 4.- The registered office of the Association shall be located, for all purposes, at Avenida Martínez Garrido, nº 21- Interior, 36205, Vigo (Pontevedra).

The address may be transferred by agreement of the General Assembly.

Article 5.- The territorial scope of the Association shall be the Community of Galicia.

Article 6.- The Association shall have the following aims:

a) Promote actions and programmes aimed at improving the situation of families and better care for those suffering from Alzheimer's and other dementias.

To represent and be the spokesperson for all relatives, as well as for Alzheimer's and other dementias sufferers in order to defend their rights.

b) To demand from the authorities and public organisations the creation of a support infrastructure for families and continuous, comprehensive and interdisciplinary care for patients, as well as the creation of specific centres for the care of these patients.

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c) To claim budget allocations for research from the relevant public authorities and agencies.

d) To provide and disseminate in the media all information on the possible diagnosis of the disease and its therapy in the media.

e) To develop activities to raise social awareness of the problems caused by these diseases.

f) To develop training activities for family members, professionals and the general public.

g) To maintain the necessary contacts with entities and organisations dedicated to the study of the disease, inside and outside Spain, in order to keep up to date with scientific advances in this field and thus be able to inform the families of the patients.

h) To develop and promote actions for active and healthy ageing, prevention and early detection of cognitive deterioration and situations of dependency.

i) Promote actions to attend families caring for people with neurodegenerative dementia and dependents in all aspects: social welfare, health, dependency, disability, the elderly, women, children, education, social exclusion, justice, security and all those that are detected in the course of its work.

j) To promote and develop social and health research projects in the field of ageing, dementia or dependence.

All the activities carried out by AFAGA, as well as those of its governing bodies and its members, shall be aimed at serving the aforementioned purposes.

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CHAPTER II.- COMPOSITION OF THE ASSOCIATION

Article 7.-The Association shall be made up of all those persons with the capacity to act who are interested in its aims.

The members of the Association may be:

Family Members. Family members will be exclusively all those persons who are relatives of Alzheimer's patients and other dementias. They will have the right to speak and vote in the General Assembly, and only they will be able to form part of the Board of Directors. The relatives of deceased patients may continue to form part of the Association, maintaining the same consideration for these purposes.

Collaborating Members. Collaborating members shall be all those persons or entities who, although they are not relatives of Alzheimer's patients and other dementias, are interested in achieving the aims and objectives of the Association. They will have the right to speak and vote in the General Assembly and may not form part of the Board of Directors. From among these members, the Board of Directors may set up a Scientific Support Committee, which shall be made up of individuals or legal entities of all kinds, provided that they can collaborate in a disinterested and professional manner in achieving the aims of the Association.

Solidarity Members. Solidarity members shall be all those persons or entities interested in the aims and objectives of the Association. They shall have the right to speak but not to vote in the General Assembly and may not form part of the Board of Directors.

Honorary Members. Honorary members will be those persons that the Board of Directors designates as such in view of their relevant merits in any field related to Alzheimer's and other dementias. From the moment of their designation, they shall enjoy the same rights as collaborating members.

CHAPTER III.- ACQUISITION AND LOSS OF THE STATUS OF FULL MEMBER

Article 8.- In order to become a full member of the Association, the following shall be required:

Application for membership made at the offices of the Association.

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Assumption of the commitment to comply with the Statutes of the Association and its Internal Regulations.

Pay the corresponding membership fee.

Article 9.- The loss of the status of full member of the Association shall take place for the following reasons:

- Voluntary resignation.
- Failure to comply with the rules of the Association.
- Repeated non-payment of the membership fee determined by the competent body of the Association at any given time.
- The Board of Directors of the Association shall be responsible for deciding on the termination of membership for the aforementioned reasons and for notifying the member after hearing the person concerned.
- The persons who cause termination of membership may appeal against this resolution through the ordinary courts of law.

The temporary withdrawal of a member may occur:

- a) By personal request.
- b) By agreement of the Board of Directors:
 - Due to the processing of a disciplinary file.
 - For other justified causes that make it advisable, such as behaviour that affects the good progress of the aims of the association or for the delay in the payment of a membership fee.

CHAPTER IV.- RIGHTS AND DUTIES OF MEMBERS MEMBERS

Article 10.- With the exception of the provisions of Article 7 of this regulatory development, all members of the Association shall enjoy equal rights and duties.

In any case, the activity of the association shall be open to any other beneficiary who meets the legal and statutory requirements, with access being assessed according to the capacity of the association's resources and its own sustainability.

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Section One: The rights of members

Article 11.- The rights of full members are listed below:

- 1- To participate in the activities of the Association and to benefit from the services of the Association, the Galician Federation and the Spanish Confederation.
- 2- To elect and be elected for the positions established in these Statutes.
- 3- To be summoned to the General Assemblies.
- 4- To be registered in the file and in the register of members.
- 5- To be informed of the full text of the Association's regulations and of the resolutions adopted by the General Assembly and by the governing bodies. To challenge the resolutions adopted by the General Assembly and the governing bodies.
- 6- To present in writing to the Board of Directors anything that they consider may contribute to making the life of the Association fuller and the achievement of its objectives more effective, and to obtain a response from said body in the event that they so request.

Article 12.- The rights of members shall be acquired from the date on which they are admitted, and shall disappear from the moment they lose their membership, in accordance with the provisions of these Statutes.

Section Two: Duties of members

Article 13.- The members of the Association shall have, in accordance with the provisions of current legislation and the Statutes, the following duties:

- 1- To comply with and abide by the precepts contained in the Statutes and in the Internal Regulations.
- 2- To abide by the agreements validly adopted by the Board of Directors and the General Assembly.
- 3- To pay the membership fee established annually by the General Assembly.

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4- To faithfully carry out the duties inherent to the position to which they have been appointed.

5- To continue to collaborate in the social activities that are in the interest of the good functioning of the Association.

TITLE II.- THE ORGANS OF THE BOARD OF DIRECTORS

Article 14.- AFAGA's governing bodies are: The General Assembly and the Board of Directors.

CHAPTER I.- THE GENERAL ASSEMBLY Section One: General Provisions

The General Assembly is the supreme body of the Association and shall be made up of all its associate members.

Article 16.- Each member of the General Assembly shall have only one vote. Members may delegate their vote in person to a delegate. Each delegate shall have as many votes as the number of members he/she represents.

The Assembly shall meet ordinarily at least once a year, before the 30th June, and extraordinarily whenever deemed necessary by the Board of Directors or at the written request of at least 5% of the associate members.

Article 18.- The General Assembly shall be validly constituted, on first call, when the majority of the full members present or represented with the right to vote are present, and on second call it shall be sufficient whatever the number of attendees present or represented. The second call of the General Assembly may be made within a period of half an hour.

Article 19.- General Assemblies shall be called by the Secretary on behalf of the President, or the person acting in his/her stead, by letter to all members, at least fifteen days in advance, indicating the date, time and place of the meeting, as well as the Agenda.

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Article 20.- The Bureau of the Assemblies shall be presided over by the President of the Board of Directors of the Association or, failing this, by the person designated by the Board, who shall be assisted by the Secretary of the same body, as well as by the Treasurer, if the Agenda includes a financial item, and if the Board considers it appropriate, by the technicians of the same, in the event that it has them.

Section Two: The Ordinary General Assembly

Article 21.- The Ordinary General Assembly is responsible for:

- 1- Examination and approval of the Annual Accounts, the Management Report and the Proposal for the Application of the Result.
- 2- Presentation of the budget for the following financial year, as well as the corresponding Plan of Activities.
- 3- Election, re-election and removal or substitution of all or part of the members of the Board of Directors and the determination of the positions.
- 4- Knowledge and approval of the proposals and projects that the Board of Directors submits to the Assembly.
- 5- Approval of the annual membership fees.
- 6- To establish the general lines of action that will enable the Association to fulfil its aims.
- 7- To challenge the resolutions of the Board of Directors.

The resolutions of the Ordinary General Assembly shall be adopted by simple majority of the full members present or represented.

In the event of a tie in the first vote, the President shall have the casting vote.

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Section Three: The Extraordinary General Assembly

Article 23.- The Extraordinary General Assembly is responsible for:

- a) The modification of the Statutes.
- b) To acquire, encumber, transfer or sell real estate.
- c) To approve the Internal Regulations.
- d) To agree on the dissolution of the Association and appoint the corresponding Liquidation Committee.
- e) Change of address.

Article 24.- The resolutions of the Extraordinary General Assembly shall be adopted by a two-thirds majority of the full members attending or represented.

CHAPTER II.- THE BOARD OF DIRECTORS

Section One: General Provisions

Article 25.- The Board of Directors is the governing body of the Association. It shall be made up of the following members:

President
Vice-president
Secretary
Treasurer
Members

Article 26.- The number of members of the Board shall not be less than five nor more than eleven.

Article 27.- All positions on the Board of Directors shall be elective and shall be held by family members.

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Article 28.- The members of the Board of Directors shall hold office for a period of three years and may be re-elected indefinitely. The offices of members of the governing body shall be free of charge, without prejudice to the right to be reimbursed for duly justified expenses incurred in the performance of their duties, and the amounts received in this respect may not exceed the limits established in the Personal Income Tax regulations for them to be considered as allowances exempt from taxation.

Persons holding positions on the Board of Directors may receive remuneration for professional tasks other than those pertaining to their position, provided that it is possible to finance them from funds that are not considered to be public funds or subsidies. Remuneration shall be set in accordance with the normal parameters of the employment relationship within the entity (applicable collective bargaining agreement, professional category, remuneration, working hours and other characteristics of any employment relationship).

The members of the Board of Directors who exhaust the term for which they were elected shall continue to hold their posts until such time as their replacements are accepted.

Section Two: The powers of the Board of Directors

Article 29.- The Board of Directors shall have the following powers:

- a) To represent the Association and establish relations with private entities and public bodies considered to be of interest to the Association.
- b) To comply with and enforce compliance with the Statutes and Regulations, as well as the resolutions of the General Assembly or those adopted by the Board of Directors itself.
- c) To call and set the Agenda of the General Assemblies in accordance with the Internal Regulations.
- d) To administer and control the proper use of the financial resources of the Association, as well as to organise the services and procedures that it deems appropriate to achieve these aims.
- e) To appoint and dismiss the personnel required to attend to the services and objectives of the Association, indicating their functions or duties, working hours, as well as their remuneration.

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- f) To set up working groups to achieve the Association's objectives as effectively as possible and to authorise the activities planned by these groups.
- g) To draw up proposals for the modification of the Statutes and Internal Regulations for submission to the General Assembly for approval.
- h) To interpret the Statutes and the Internal Regulations, ensuring their proper application.
- i) To prepare the programme of activities of the Association to be submitted to the vote of the General Assembly with the corresponding economic budget for the cost of the programme.
- j) To organise and develop the programmed activities.
- k) To draw up the Management Report and the Annual Accounts to be submitted to the General Assembly for approval.
- l) To propose to the General Assembly the fees to be paid by the members of the Association.
- m) To declare the loss of membership of the Association.
- n) To approve, if necessary, supplementary fees to be paid by full members of the Association.
- o) To attend to the proposals and suggestions made by the members, adopting, in this respect, the necessary measures.
- p) Any other functions not expressly attributed to the General Assembly.

Section Three: Election and removal from office

Article 30.- All full members of the Association are entitled to stand for election to the Board of Directors and only family members are entitled to stand for election.

All positions on the Board of Directors are elective and the election procedure shall be carried out as established in the regulations.

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Article 31.- Any member of the Board of Directors may resign from their position prior to the expiry of their statutory term, for the following reasons:

- 1- By voluntary resignation presented in writing to the Board of Directors.
- 2- Due to illness that renders him/her unable to carry out his/her duties.
- 3- Dismissal agreed by the General Assembly.
- 4- To cease to be a member of the Association.

Section Four: The composition of the Board of Directors

Article 32.- To be a member of the Board of Directors, the condition of socio-family member is required.

Article 33.- The determination of the positions of the Board of Directors shall be carried out by the General Assembly.

Section Five: Powers of the members of the Board of Directors

Article 34.- The President of the Board of Directors, or where appropriate, the Vice-President, shall be the legal representative of the Association, acting on its behalf.

He/she shall also have the following functions:

- a) To convene and chair the meetings of the General Assembly and the Board of Directors. He/she shall decide with his/her charitable vote any ties that may occur both in the Assembly and in the Board.
- b) To draw up the Agenda for the meetings of the Board of Directors.
- c) To direct the debates, opening, closing and suspending sessions.
- d) To direct and legally represent the Association before third parties.
- e) To endorse the certifications issued by the Secretary and any other type of bills, as well as to approve the documents issued by the members of the Board of Directors or by the General Assembly.

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- f) To delegate powers to the other members of the Board.
- g) To order payments agreed by the Board of Directors.
- h) To resolve matters of an urgent nature, reporting to the Board of Directors at the first meeting held.

Article 35.- The Vice-president substitutes the President in all his/her functions in the event of vacancy, absence, illness, impossibility or delegation.

Article 36.- The Secretary shall have the following functions:

- a) To summon in the name of the President to the General Assembly or to the Board of Directors such certifications as may be necessary.
- b) To keep custody of all the documentation, especially that which is legally obligatory.
- c) To keep the register of members.
- d) To attend as many meetings as may be convened.

Article 37.- The Treasurer shall be responsible for the administration and supervision of all the Association's assets. In addition, his/her duties shall also include

- a) To authorise with his/her signature and that of the President all documents that give rise to movements of funds and to check the accounting record of all income and payment operations, as well as the situations of creditors and debtors.
- b) To draw up the Annual Budget, periodically controlling its evolution, as well as its annual liquidation, which shall be submitted for the approval of the Board of Directors and, subsequently, of the General Assembly.
- c) To report as often as required by the Board of Directors on the evolution of the available cash flow, as well as on the forecast of income and expenditure and subsidies.
- d) To prepare the Annual Accounts, which shall consist of the Balance Sheet, the Profit and Loss Account and the Financial Report, which the Board of Directors shall submit to the General Assembly for approval.

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- e) To be responsible for the archiving of all accounting documentation and the control of the obligatory books.
- f) To safeguard and control the resources of the association.
- g) To organise the fee collection service.
- h) To keep the Association up to date with its fiscal obligations.
- i) To attend all meetings called by the Board of Directors.

Article 38.- The members shall have the following competencies:

- a) To advise and support the other members of the Board of Directors on any necessary matters.
- b) To form part of the commissions that may be created from time to time.
- c) To cast their vote for the resolution of those matters that are submitted to it.
- d) To attend all meetings called by the Board of Directors.

Section Six: Meetings and resolutions of the Board of Directors

Article 39.- The Board of Directors shall convene the Assembly once a year on an ordinary basis and, on an extraordinary basis, when convened by the President or when requested in writing by at least one third of its members.

Article 40.- The Board of Directors shall hold a meeting and adopt valid resolutions provided that half plus one of the members are present or represented at the first call. On second call, the meeting shall be valid regardless of the number of members present or represented. This second call may be held on the same date on which the first call was made, thirty minutes after the time set for the second call.

Article 41.- The Board of Directors shall adopt resolutions by simple majority of the votes of those present and represented.

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Article 42.- Notice of meetings shall be given by the President or the person acting in his/her stead by letter to the members. A meeting of the Board of Directors may be held without the need for prior notice if all of its members are present, if so decided unanimously.

Article 43.- The members of the Board of Directors may attend its meetings by means of representation delegated to other members of the Board of Directors.

Article 44.- Each member attending or represented shall have one vote.

TITLE III.- ECONOMIC AND LABOUR REGIME

CHAPTER I.- ECONOMIC RESOURCES

Article 45.- The founding patrimony of the Association is non-existent.

Article 46.- The financial resources shall come from membership fees, private voluntary contributions, subsidies, service fees, donations, inheritances and legacies and any other atypical income.

The Ordinary General Assembly, at the proposal of the Board of Directors, shall approve a compulsory membership fee for each member of the Association. The purpose of this fee shall be to cover the expenses necessary for the development of the Association's functions.

Article 48.- Three months after the end of the calendar year, the Board of Directors shall be obliged to:

- 1- Proceed to the closing of the Annual Accounts, which shall comprise: Balance Sheet, Profit and Loss Account and the Financial Report.
- 2- Draw up the Budget for the following financial year.
- 3- The closing of the financial year shall take effect on 31 December of the current year.

Article 49.- These documents shall be submitted to the General Assembly for approval.

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CHAPTER II.- STAFF IN EMPLOYMENT

Article 50.- The Association may provide itself with the necessary and competent personnel for the smooth running and achievement of the aims of the Association itself.

Article 51.- The Board of Directors shall have the power to contract such personnel under a service leasing system or by means of labour contracts, as the case may be.

TITLE IV.- AMENDMENT OF THE STATUTES AND DISSOLUTION OF THE ASSOCIATION

CHAPTER I.- MODIFICATION OF STATUTES AND ARTICLES OF ASSOCIATION

Article 52.- Any member of the Association may propose to the Board of Directors the modification of these statutes. The members of the Board of Directors may also do so.

Once the aforementioned proposals have been made, the Board of Directors shall proceed to approve by majority vote the draft modification to be submitted to the General Assembly.

Article 53.- For approval by the Assembly, the consent of two thirds of those present or represented shall be required, both at the first and second call of the Extraordinary General Assembly.

CHAPTER II.- DISSOLUTION

Article 54.- The Association shall be dissolved for the causes established in the applicable legislation in force. It may also be dissolved at the proposal of the Board of Directors, by agreement of the Assembly convened for this purpose in an extraordinary meeting, adopting the agreement with the same requirements as the agreements to modify the Articles of Association.

Article 55.- In the event of dissolution, the General Assembly shall appoint a liquidation committee which shall proceed to realise the Association's assets. This liquidation committee may act as the last Board of Directors, subject to ratification by the Assembly.

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Article 56.- Once the payment of the pending obligations has been fulfilled, the resulting patrimony in the event of dissolution shall be destined in its totality to one of the entities considered as beneficiary entities of patronage for the purposes foreseen in Articles 16 to 25, both inclusive, of Law 49/2002, of 23 December, on the Tax Regime of Non-Profit Entities and Tax Incentives for Patronage and which are dedicated to persons with intellectual disabilities and to the realisation of purposes of general interest similar to those of the present Association.

DILIGENCE for the record:

That these statutes of the Association of Relatives of Alzheimer's Patients and other Dementias of Galicia (AFAGA) of Vigo (Pontevedra) are drafted including the amendments agreed at the Extraordinary General Assembly held on 23 May 2012.

In Vigo, 10th May 2013.

The Secretary: Aida Iglesias

The President: Juan Carlos Rodríguez Bernárdez