

## ARTICLES OF THE VALENCIAN COMMUNITY DESIGNERS' ASSOCIATION

### SECTION I.- Denomination, territorial and professional sphere, duration, address and purposes.-

#### Article 1.-

The "VALENCIAN COMMUNITY DESIGNERS' ASSOCIATION" was set up in virtue of Law 19/1997 dated 1st April and Royal Decree 873/1977 dated 22<sup>nd</sup> April.

#### Article 2.-

The Association has the territorial sphere of the Valencian Autonomous Community, and is made up of any Design professionals who request membership of their own free will and vouch for their professionalism.

#### Article 3.-

The Association was set up for an indefinite period of time.

#### Article 4.-

The Association has its own legal personality and full capacity to act as required for compliance with its purposes.

#### Article 5.-

The Association has its legal address in Valencia, calle San Vicente 35. The Board of Directors may at any time agree on a change of address, as well as being able to establish any delegations and representatives that it considers fit.

Article 6.-

The purposes of the Association are as follows:

1. The representation, defence and promotion of the cultural, social and economic interests of its members.
2. To seek the most efficient means to raise the technical level and professional training of designers as far as possible.
3. To work constantly towards the aim of clarifying the concept of design itself, according to the parameters required at all times, promoting this in the business world, public concerns and above all vis-à-vis the rest of the society whose welfare is intended to be enhanced by offering a well-thought out and manufactured item.
4. To foster the creation of common welfare services.
5. To organise training and cultural promotion work amongst its members, creating work groups for study and solution of problems of design, or connected with this, whose complexity or scale might require such treatment.
6. To create or foster any kind of activity connected with design or its concerns which might be of interest for the Association.
7. To get in touch and maintain relations with similar state and international Associations, in order to inform the members of any activities under way in the design world and to inform the other organisations of the work done by our own Association, combining efforts and sharing any results..
8. The Association shall not be profit-making under any circumstances.

**SECTION II.- On the Members of the Association.-**

Article 7.-

The Association shall consist of two kinds of members: professionals and collaborators.

Article 8.-

Any designers complying with the following shall be eligible to become professional members of the Association:

- a) Those residing or rendering their services in the Association's territorial sphere.
- b) Those vouching for their professionalism by submitting their application for full membership, signed by a member who has been such for at least three years.
- c) Natural persons.

Article 9.-

Students and scholars of design, Business Groups, Professional Groups connected with design, Official Concerns or any natural or legal person interested in Design may join the Association as Collaborator members.

Collaborator members shall have the same rights and duties as professional members except for the right to vote in General Assemblies and to hold management posts.

Article 10.-

The Selection Committee, formed of the Board of Directors and four professional members designated for a single session, by rota in alphabetical order, shall decide on the admission of new members by secret vote and simple majority. The decision shall be subject to appeal before the Assembly.

The Selection Committee shall be set up when the President considers this appropriate.

Article 11.-

The members of the Association shall have the following rights and duties:

1. Rights:

- a) Full rights of expression and voting at the General Assembly, except for collaborator members, who will only have the right to express their opinion.
- b) Right to be elected President or member of the Board of Directors, except for collaborator members, always in the terms laid down in these Articles of Association.
- c) The right to be informed of and take part in all kinds of achievements and events that the Association may attain in compliance with its purposes.
- d) Right to participate in any activities promoted by the Association.
- e) Right to enjoy any welfare services created by the Association.
- f) Right to examine files, books, receipts and accounts.

1. Duties:

- a) To observe what is laid down in the Articles of Association and Internal Rules of the Association.
- b) To actively participate in the tasks pertaining to the Association, with their own personal cooperation and meeting any quotas or contributions established.
- c) To comply and abide by any decisions passed by the Association's bodies.
- d) To comply with any obligations involved in the post held, where applicable.

Article 12.-

1. Membership of the Association shall be cancelled:

- a) At the member's own request.
- b) Through failure to pay any quotas or contributions established.

- c) Through failure to comply with any of the statutory or regulatory obligations.
  - d) Through failure to comply with the decisions made by any of the Association's bodies.
2. The Board of Directors, after proceedings in presence of both parties, shall decide on the removal of members for the causes established in points b, c, and d.

### **SECTION III.- On the bodies of the Association.-**

#### Article 13.-

The governing bodies of the Association are:

- The General Assembly.
- The President.
- The Board of Directors.

#### Article 14.-

The President and the members of the Board of Directors shall be chosen by free and secret vote of the Association's professional members.

### **The General Assembly.-**

#### Article 15.-

The General Assembly is the governing body of the Association in which all its members may participate, with no limitations other than the ones laid down in these articles. Any decisions taken by the General Assembly in accordance with the articles are compulsory for all members.

#### Article 16.-

The following are functions and competence of the General Assembly:

- a) To pass agreements connected with the representation, management and defence of the Association and its members' interests.

- b) To appoint and dismiss the President and members of the Board of Directors.
- c) To approve the Association's budget and statements of accounts.
- d) To approve the action programmes.
- e) To censure the work of the President and that of the Board of Directors.
- f) To modify the Articles of Association and Internal Rules.
- g) To agree on dissolving the Association.
- h) To hear and solve any claims and appeals brought by the members of the Association and candidates.

Article 17.-

The General Assembly shall be able to meet in ordinary or extraordinary sessions.

The Assembly shall meet in an ordinary session in the first two months of the year in order to approve the action programme and the budget of income and expenses for the financial year starting, to criticise the work of the President and of the Board of Directors and to approve the relevant statement of accounts for the previous year.

The Assembly shall meet in an extraordinary session at the request of the President, the Board of Directors, 50% of the members of the Board of Directors or 25% of the members.

Article 18.-

Both ordinary and extraordinary General Assemblies shall be called by the President of the Association by personal written notification to all the members at least 25 calendar days before the date on which this is to be held, stating:

- a) The place, date and time of the meeting.
- b) The agenda of the matters to be brought up.

Article 19.-

The General Assembly shall be validly constituted when there is a number of professional members equal to 50% of these in attendance.

The second call shall be held half an hour after the time stated for starting the first call and with any number of members in attendance.

Article 20.-

Every professional member is entitled to one vote.

Article 21.-

The decisions of the General Assembly, except for the election of the members of the Board of Directors, shall be passed with at least a simple majority of the votes of all the professional members present.

In spite of the foregoing, any decisions which involve a modification of the Articles of Association or the Internal Rules, the appointment of a President or winding up the Association, shall require in first and second call the favourable vote of a simple majority of all the professional members' votes.

**The President.-**

Article 22.-

The President holds the post for representation, management and administration of the Association. As such he or she shall submit to any directives made by the General Assembly and the Board of Directors and execute their decisions.

Article 23.-

The President shall be designated by the Board of Directors from amongst its components, and his or her mandate shall last the same time as the latter's.

Article 24.-

The President shall have the following powers:

- a) To call the General Assembly, both Ordinary and Extraordinary and the Board of Directors, in the form and at the time applicable, in accordance with these Articles of Association, drawing up the order of the day and making any pertinent proposals.
- b) Any other powers pertaining to the President in accordance with these Articles and the Internal Rules and any delegated by the General Assembly and the Board of Directors.
- c) To designate the person who has to occupy the post of Vice-president from amongst the members of the Board of Directors.

Article 25.-

In the event of an absence or vacancy of the Presidency, this function shall be assumed by the Vice-president.

**The Board of Directors.-**

Article 26.-

The Board of Directors is the body entrusted with government of the Association. As such it shall submit to any directives made by the General Assembly.

Article 27.-

The representation of the Board of Directors shall extend to all the acts connected with achieving the Association's purposes.

- a) Representing the Association in all matters and proceedings, administrative and legal, mercantile and penal, before the Authorities of the State, Autonomous Communities and public corporations of all kinds, as well as before any jurisdiction (ordinary, administrative, special, labour, etc.) and on any level, including the Supreme Court, the Higher courts of the Autonomous Communities and the Constitutional Court, in all kinds of proceedings to which it is entitled in the defence of its rights, in court and outside this, giving and granting the appropriate powers to court attorneys and appointing lawyers to represent and defend the Association before said courts and bodies.

- b) Directing and administrating the Association, dealing with management of its affairs on a constant basis.
- c) To make all kinds of contracts about all types of property or rights, by means of whatever agreements or conditions it considers fitting, and to set up and cancel any mortgages and other encumbrances or real property rights over the Association's property, as well as waiving, with or without payment, all kinds of privileges or rights.
- d) To be empowered to sign and act on behalf of the Association, in all kinds of banking operations, opening and closing current accounts, availing itself of these, or savings or credit accounts, either at sight or deferred; to take out loans with or without guarantee and cancel these; to make transfers of funds, income, credits or values, using any procedure for drafting or ordering payment of money; to approve balances of closed accounts, set up and withdraw deposits or guarantees, to compensate accounts, formalise exchanges, etc., all with either the bank of Spain and official Bank or with private banking concerns and Savings Banks and any State Administration bodies.
- e) To use bills of exchange, promissory notes and other order instruments, as drawer, acceptor, guarantor, endorser or holder of these.
- f) To appoint, assign and dismiss all the staff of the Association, determining the wages and considerations appropriate, within the limits set in the budget approved by the General Assembly.
- g) To grant empowerments, even with substitution powers.

#### Article 28.-

The Board of Directors shall be made up of at most 15 members and at least 5, elected by the General Assembly from among the professional member candidates, by direct, free and secret vote, with the candidates obtaining most votes being designated.

To be a member of the Board of Directors, persons shall have to vouch for having been a member for at least three years, with at least two posts on this being reserved for two members with under 3 years membership as such.

The members of the Board of Directors shall be elected for a term of two years.

Article 29.-

The members of the Board of Directors shall designate the Secretary and Treasurer from among their number.

Article 30.-

The Board of Directors shall have the following powers and functions:

- a) To review the work of the President and the Secretary and Treasurer.
- b) To propose the general action programmes to the Assembly.
- c) To prepare the annual report of activities, submitting this to the Assembly for its approval.
- d) To present budgets, liquidations of accounts and proposals on modification of quotas to the Assembly for its approval.
- e) To watch over execution and compliance with the agreements of the General Assembly.
- f) To inspect and watch over the proper operation of the general services rendered by the Association.
- g) To decide on the admission of members as part of the Selection Committee.
- h) To decide on dismissal of members.

Article 31.-

The Board of Directors shall meet at an ordinary session once a quarter and in an extraordinary session when this is called at the request of the President or of 50% of its members.

Article 32.-

The call will be made by the President of the Association by individually informing all its members and sent at least 10 days before the date intended for the session, stating the place, date and time and the agenda.

Article 33.-

The Board of Directors shall be considered to be validly constituted when half plus one of its members are in attendance, as well as the President.

Article 34.-

The decisions shall be taken by a majority vote of those attending. Each member of the Board of Directors has a right to one vote.

The President of the Association shall preside over the Assemblies and have the casting vote.

Article 35.-

Work commissions may be set up at the request of the General Assembly, the Board of Directors or the President. The Board of Directors and the President shall furthermore be able to designate one or more commissioners from the members of the Association for executing particular missions.

Article 36.-

The Board of Directors shall appoint the Manager of the Association, who will be entrusted with the daily running of the Association's activities and act as head of the staff and services of the Association. The Manager shall exercise the powers delegated on him or her by the President and the Board of Directors.

**SECTION IV.- Economic system.-**

Article 37.-

The economic resources of the Association are:

- a) The quotas paid by its members.
- b) Any donations and bequests made in its favour.
- c) Any subsidies or assistance that it may be granted.

- d) The sales of its property and values.
- e) The income stemming from the sale of publications and services rendered.
- f) Any other resources obtained in accordance with legal provisions and these Articles.

Article 38.-

For each financial year, which shall last one calendar year, the Board of Directors shall draw up the ordinary budget of income and expenses, which shall have to be approved by the General Assembly.

Article 39.-

Any members of the Association who wish to know its economic state shall have to write to the President ten days in advance of the first working day of each month, on which date access to whatever accounting records they may wish to see shall be allowed in office hours at the Association's address.

Furthermore, the accounts books shall be available to any members who wish to consult them during the five days prior to holding the Assembly.

**SECTION V.- Winding up the Association.-**

Article 40.-

Winding up shall have to be decided at an Extraordinary Assembly convened for said purpose in accordance with what is laid down in these Articles.

Article 41.-

In the event of winding up, the Assembly shall designate an odd number of administrators and agree on the use to be made of the Association's assets, with the exception of any material that can be inventoried and installations supplied by the Institute for Valencian Small and Medium-Sized Industry, IMPIVA, by the Generalitat Valenciana authority or other bodies, which shall be returned to them in the same way as it was supplied.