

# CICB CLUB Bylaws

revised January 16, 2024

## CHAPTER I

**Article 1.** In the city of Sant Feliu de Guixols is founded an association in the name “CLUB INTERNACIONAL” commonly known as “CLUB INTERNACIONAL COSTA BRAVA”.

The association is governed by Law 4/2008 of the 28<sup>th</sup> of April in the third book of the civil code of Catalunya related to LEGAL persons, the organic Law 1/2002 of March 22<sup>nd</sup>, regulating the rights of the association and by the present statutes.

### **Article 2. Objectives and goals of the association:**

1. To bring together people of all nationalities who reside in Catalonia, Spain to socialize, enjoy and participate in a wide variety of activities including sport, social and cultural activities.
2. To achieve an understanding of the social and cultural life in Spain.
3. To establish contact with all members.
4. To support cultural, sporting, specific interest and charity activities.
5. To achieve unity between members; to maintain friendly relations and cooperation among them.

### **Article 3.**

The association has its seat at the Golf Costa Brava. Urbanización Golf Costa Brava. La Masia, Calle Costa Brava s/n, 17005, Santa Cristina d'Aro, Girona, Spain.

## CHAPTER II. Members' rights and duties

### **Article 4.**

1. Members of the association will be persons of legal age with capacity to act, in the interest of the association's goals and to be part of their own free will.
2. Persons wishing to join the association will inform in writing the board of directors who will decide on granting or not granting membership. Thanks
3. Membership will only be in force after the entry fee of the amount set by the board is received.

### **Article 5. Members of the association have the following rights:**

1. To take part in the cultural, charity activities of the association and in the social and sporting activities organized for all members. Members may bring guests to club activities. Each guest may attend a club regularly scheduled activity group one time; to continue attendance, each guest is to apply for membership in the club. Any exceptions to this will be by board approval.
2. To take part at the vote in the general assembly.
3. To be appointed members and run for elected positions of the board of directors in accordance with the Bylaws
4. To represent the association when granted to do so.
5. To act in the governing and activities of the association according to the legal laws and statutes.
6. To propose their views and ideas concerning the functioning of the association.
7. To request and obtain explanations on the management of the club by the Board of Directors.
8. To take part in working groups.

9. To be in possession of a copy of the Bylaws and be aware of any major decision regarding the functioning of the club taken by the members of the Board of Directors.
10. To be informed each year of the balance of the accounts of the association, the activities and attendance at club wide events and changes in membership at the annual general meeting.

#### **Article 6. Duties of all members**

1. To acknowledge and follow the Bylaws and agreements adopted by the General Assembly and the board of directors.
2. To agree with the goals of the association and actively participate in their fulfillment.
3. To pay the entry fees as well as periodic fees set by the board.
4. To fulfill faithfully the duties corresponding to their assignment.
5. To establish and maintain friendly contact with all members; welcome new members.
6. Members are to fulfill their commitments to attend organized club functions. When unable to do, members, if possible, are to submit in writing their inability to attend. When the club is responsible for payments to organizations based on the number of those attending, the fee is to be paid by the member unable to attend if the notification is less than 24 hours before the function.

#### **Article 7. Reasons for terminating membership from the association:**

1. Own decision of the member.
2. Failure to pay the fees.
3. Failure to fulfill the duties as described in the Bylaws.
4. If a member is in serious violation of not fulfilling the duties as outlined, the board of directors may vote by a unanimous decision to terminate membership.

### **CHAPTER III. THE GENERAL ASSEMBLY**

#### **Article 8.**

1. The members of the association gathered in a legally constituted general assembly where all matters before it are decided by a simple majority for which it is responsible.
2. All members, including those not attending or who disagree or abstain are subject to every agreement of the assembly.

#### **Article 9. The general assembly holds the following rights;**

1. To approve the finances, budgets and the annual accounts of the management.
2. To elect and dismiss the members of the board of directors as outlined in the bylaws.
3. To modify the Bylaws.
4. To agree on the means of financing the association.
5. To agree on modifying, merging or dissolving the association.
6. To agree on the association joining other federations.
7. To approve the internal rules.
8. To be informed of the membership and discontinuations to association for whatever reasons at the annual general meeting.

#### **Article 10. Annual Meeting**

1. The general assembly is held at least once a year no later than the 28th of February, to submit for approval the annual budgets regarding income and expenses as well as the statement of accounts, membership and activities of the preceding year.

2. The board of directors may call for an extraordinary general assembly whenever it deems necessary and has to do so at every occasion when requested by at least 20% of the members; in this case the assembly is to be held no later than 30 days from the request.

#### **Article 11. Annual Meeting**

1. The general assembly is summoned by the board by means of a call indicating as a minimum the day, the hour and the place of the meeting.

2. The call has to be made 15 days before the date of the meeting by means of an email or by post sent to the address stated in the list of members held by the association.

3. The meetings of the general assembly are held by the president of the association, If not available, the vice president will preside.

4. The secretary will write the minutes of the meeting and will sign it with the president. It will state the text of the agreements adopted the result of the votes and the list of members present at the meeting. The secretary will send all members the minutes of the annual general meeting within 12 days of the meeting.

#### **Article 12. Annual Meeting**

1. The General meeting is valid whatever the number of members present or represented.
2. 10% of the members may ask the board in writing to include one or more topics to be discussed. The assembly will deal with the items on the agenda of the day, unless otherwise approved by the president.
3. Members may engage in discussion during the course of the meeting prior to voting.

#### **Article 13. Annual Meeting**

1. In the meetings of the General Assembly each member of the association has one vote.
2. In order to adopt agreements dealing with modification of the bylaws, dissolving the association, join with similar associations or to integrate with an existing one, or altering existing agreements and the election of members of the board of directors will be carried out by agreement of a simple majority of members' present and/or represented.
3. The candidates, who have formally been proposed, have the right to access the contact details of members who have agreed to allow such access.

### **CHAPTER IV THE BOARD OF DIRECTORS**

#### **Article 14.**

1. The board of directors governs, administers and represents the association. It is constituted of the president, the vice president, the secretary, the treasurer, the events coordinator, whom are elected by the general membership. Any additional board members may be appointed by the board of directors for a specific term and purpose, each of them being different persons and being members of the association for at least one year.
2. The election of the members of the board is carried out by the vote of the general assembly. The elected persons will be in charge after their election. Appointed members may attend board meetings but are not voting members.
3. The members of the board fulfill their appointment without any salary or fee.

#### **Article 15**

1. The members of the board will be in charge for a period of three years although they may be re-elected indefinitely.
2. The end of the appointments before the end of the period can be agreed at their own request or by the decision of the General Assembly.

3. Vacancies on the board will be filled at the next meeting of the General Assembly. In the meantime a member of the association may fulfill the vacancy, appointed by the remaining board of directors.

**Article 16.** The board of directors has the following powers:

1. Represent, lead and administrate the association in the respect of the law as well as follow the decisions of the assembly.
2. Propose to the General Assembly the interests of the association.
3. Propose to the General Assembly the establishment of the members fees.
4. Call the General Assemblies and control the accomplishment of the adopted agreements.
5. Approves and appoints small group coordinators.
6. Present the balance sheet and the statement of accounts to the General Assembly for approval and prepare the budget for the coming activities and calendar year.
7. Establish activity and working groups.
8. To appoint up to two auditors for a two year term to review who will verify the financial records of the club on an annual basis.
9. Open and administer bank accounts.
10. Approve all expenses submitted.
11. Temporarily solve any unforeseen event and inform the membership at the next annual general meeting.
12. Coordinate the club website and calendar.
13. Ensure members rights and duties are recognized and followed.
14. To delegate any other function not previously attributed.

**Article 17**

1. The board of directors summoned by the president or any other person delegated will meet regularly and in any case not less than once every three months.
2. An extraordinary meeting will be held on summons of the president or of one third of the members of the board.

**Article 18**

1. The board meetings are valid if they have been summoned in advance and are a quorum of one half plus one of its members.
2. The members of the board are obliged to attend all the meetings except in the case of justifiable reasons. The attendance of the president and the secretary or a delegated person is mandatory.
3. The board adopts agreements by simple majority voting.

**Article 19**

1. The board may delegate some of its functions.
2. The decisions that have to be approved by the General Assembly cannot be delegated.

**Article 20.**

The agreements decided by the board have to be registered in minutes that have to be signed by the president and kept by the secretary. The secretary will keep a record to be read at the beginning of every meeting of the board for approval, or if necessary modification.

## **Article 21.**

### **The process for removal of a board member is as follows:**

1. Failure to fulfill duties as outlined in the bylaws.
2. The board of directors can by simple majority of all voting board members (except for the member accused of being in violation of the bylaws) remove the accused member if evidence is presented that the duties of said member were not fulfilled. The board will appoint a member to fulfill the remainder of the term of office. Members will receive written notification of the removal within 12 days.

## **CHAPTER V. THE PRESIDENCY AND VICE PRESIDENCY**

### **Article 22.** Functions of the president:

1. Chair and manage the meetings of the General Assembly or the board of directors.
2. Give a casting vote in the case of a tie.
3. Establish summons for the meetings of the General Assembly and the board.
4. Sign the minutes and certificates prepared by the secretary of the association.
5. To manage the club calendar, approve expenditures and events, coordinate the functioning of the website. Maintain member contact list.
6. All other duties assigned by the General Assembly or by the board.
7. In the case of illness or unforeseen events the president will be replaced by the vice President or a voluntary member of the board if the vice president is not available.

### **Article 23.** Functions of the Vice President

1. To act as president at all club functions, meetings, activities when the president is unable to do so.
2. Coordinate the monthly, (GPL) Luncheon between the restaurant and membership.
3. Additional responsibilities assigned by the president or simple majority of the Board.

## **CHAPTER VI. THE TREASURER, SECRETARY, EVENTS COORDINATOR**

### **Article 24.** The Treasurer

1. The treasurer holds the custody and control of the funds of the association as well as prepares estimates, balance sheets for all club activities, maintains a current balance sheet of all all club income and expenses. Submits monthly expense and income statements to president.
2. Additional responsibilities assigned by the board or president.
3. If necessary signs fees, receipts and other treasury documents. Notifies members of late fees. Pays expenses approved by the president or the Board. Presents up to date and accurate income and expense statements at board meetings and at the general assembly.

### **Article 25.** The Secretary

1. The secretary holds the documents of the association, raises, writes and signs the minutes of the meeting of the General Assembly and the board, writes and authorizes necessary certificates.
2. Maintains the list of registered members and the book of all minutes of all meetings.
3. Additional responsibilities assigned by the board or president.

**ARTICLE 26. The Events Coordinator**

1. The events organizer is responsible for organizing, coordinating with all necessary entities and tracking attendance to club events. The events organizer is to share information, request approval for expenditures by the president and Board as requested.
2. Coordinates with the treasurer event attendance, funds collected and other necessary information.
3. Additional responsibilities assigned by the board or president.
4. Keeps a record of and shares annual event activity and attendance numbers at board meetings and at the annual general meeting.

**CHAPTER VII. ACTIVITY AND WORKING GROUPS**

**ARTICLE 27.**

1. Members of the association who wish to create an activity or working group must inform the board and explain the activities they propose to fulfill. If The Board approves the activity, an appointed member will present a ~~monthly~~ report of activities when asked to do so.
2. Activity groups will be lead by a member, approved by the board for an indefinite period of time. All members of the activity group must be members of the club in good standing.

**CHAPTER 28. ECONOMIC MATTERS**

**Article 28.**

The economic resources of the association consist of:

1. Yearly fees set by the General Assembly for its members.
2. Official and private subsidies.
3. Donations , inheritances and legacies.
4. Income obtained from legal activities.

**Article 29.** The General Assembly can set entrance fees, yearly fees and extraordinary fees.

**Article 30.** The financial year is a calendar year and must be closed by March 31st at the latest..

**Article 31.** The bank accounts have to hold the signature of the current president and treasurer.

Release of funds requires one signature, one of which has to be either the president or the treasurer.

**CHAPTER X. DISSOLUTION**

**Article 32**

If the general assembly votes to dissolve the club, all legal requirements in the civil code of Catalonia must be followed in the dissolution process.

**Revised and approved January 16, 2024**