

# PROPOSED ENGLISH STATUTES

## NOT OFFICIAL

### Chapter I. Denomination, goals and official premises

#### **Article 1**

With the denomination of "Penya Blaugrana London of Great Britain 0385", the association is constituted under Article 22 of the Spanish Constitution. Its activities will be regulated according to the Law of Associations 7/1997 of June 18th (DOGC 2423, Jul 1st) and its statutes.

#### **Article 2**

The purpose of the association is fundamentally to promote, maintain and improve the friendship amongst the socis and sympathizers of FC Barcelona. It will also support FC Barcelona, collaborating with its initiatives related to encourage the practice, diffusion and exhibition of football and other sports, and to promote and participate in the social, cultural, artistic, scientific or entertainment activities necessary to maintain the representation and the public projection of FC Barcelona. It will also organise collective trips. It will perform other entertainment, social, institutional, cultural or sport related acts that are deemed convenient to improve the relationship amongst its members, third parties, the social significance of the association, and the projection of FC Barcelona.

All lucrative purposes are explicitly prohibited.

#### **Article 3**

1. The official address of the association is established in Cobham, Tartar Road Number 45.
2. The social address is the place where the principal activity of the association takes place, even though any other geographical references (local, countrywide or international) might also be used.

### Chapter II. Members of the Association, its rights and obligations

#### **Article 4**

Any person can be part of the association by providing a written request to the Board, which will take a decision about this request at the first meeting that takes place. The Board decision will be notified to the soliciting person. The Board will communicate the number of new and departing members at next General Meeting.

All members over the age of 16 have voting rights in the General Assembly, as well as emancipated minors. All voting members can be elected to be Board members.

1. The Board reserves the right to name honorific members of the penya. These honorific members do not need to pay membership fees and will not have voting rights in the General Assembly, unless they are full members by paying their membership fee.

#### **Article 5**

Rights of association members:

1. Voting rights to the General Assembly, except non emancipated minors who only have voting rights if older than 16 years of age.
2. Elect or be elected as a representative or Board Member, except non emancipated minors.
3. Execute the responsibilities that have been assigned to them in each case
4. Participate in the governing, management, services and activities of the association, faithfully and according with legality and statutes.
5. Recommend to the Board and General Assembly any suggestions that might help enhance the association and facilitate achieving its objectives.
6. Request and obtain answers regarding the running of the association or the Board.
7. Be heard before adopting any kind of disciplinary measures
8. Receive information about association activities
9. Make a proper use of common services belonging or available to the association.
10. Be part of any working groups
11. Have a copy of the statutes

12. Members can have access to FC Barcelona tickets only if they meet these requirements:
- a) Be up to date with the association fee payments
  - b) For general interest matches (Champions League, London matches, etc.) be a penya member before Jan 1st of the current year
  - c) Have attended regularly match screenings organised by the penya
  - d) Have attended the social event associated with the match (if such event is organised)

12.1 For Champions league knockout round matches and final

- a) Be a member before Jan 1st of the current year
- b) For the final, only members eligible for quarter and semi finals are eligible

12.2 Ticket draw. In the event more members apply for tickets than tickets are available to the penya, the following rules apply

- a) One ticket will be directly assigned to the Board, this does not exclude Board members participating in the draw
- b) The draw will be by raffle. Each applicant member will be given a number, and numbers will be selected randomly
- c) Members will need to request tickets by e-mail and pay a deposit (partial or total) to show their interest. This deposit will be refunded if no ticket is assigned to the member.

d) Duties of members with penya tickets

1. Members have the obligation to notify the Board before the raffle any tickets available or likely to be available to them. Violation of this rule will result in a disciplinary hearing.

2. The ticket must be returned to the penya if the member cannot attend the event or has obtained another ticket by alternative means. The resale or transfer of penya tickets is strictly forbidden.

e) If the penya is awarded more tickets after the official raffle, these tickets will be raffled among the remaining eligible members

f) If the penya is allocated more tickets than eligible members, these remaining tickets will be raffled among all other members that have express interest

12.3 The Board reserves the right to sell unassigned and unwanted tickets by penya members to recover the investment.

12.4 The Board will make public to its members the number of tickets allocated to the penya, including additional tickets allocated after the raffle

13. Members can openly and respectfully express their opinion on penya matters, without fear of reprisal.

### **Article 6**

Duties of association members:

1. Actively participate and support the association goals to help the association achieve them
2. Contribute to the maintenance of the association with payment fees, membership fees and other economic support dictated by the statutes.
3. Comply with all other obligations specified in the statutes.
4. Accept and comply with all decisions taken by the governing body of the association.
5. Members have the duty to communicate any changes to their personal details (address, name, etc) so that the association has up to date information
6. Members must be respectful with ideas, suggestions or preoccupations expressed by other members of the association. Other members are of course allowed to disagree, but always with respect in order to maintain harmony within the penya.

### **Article 7**

Reasons to cease association membership:

1. By decision of the member, that must communicate its request to cease being a member in writing.
2. Unpaid association fees by its due date.
3. Violation of statutory duties
4. Behave in a racist manner, or behave with physical or verbal violence.

## **Chapter III. General Assembly**

### **Article 8**

1. The General Assembly is the highest government body of the association. All association members have the inherent right to participate.

2. Association members attending the General Assembly can decide by simple majority (1/2 votes + 1) on matters competence of the General Assembly.
3. All association members are subject to any agreements taken by the General Assembly, including members that absent, disagree or abstain.

#### **Article 9**

The General Assembly has the following competences:

- a) Modify the statutes
- b) Elect members of the Board and their duties
- c) Approve the annual financial statement, approve the financial activity of the governing body, and establish any membership payment fees to assist the association.
- d) Approve the dissolution of the association
- e) Approve the merge or breakup with other associations
- f) Ask to be declared an association of public interest
- g) Approve the internal association rules
- h) Approve the definitive expulsion of any members with a previous disciplinary hearing
- i) Publish the number of new and departed members with any other reason than expulsion.
- j) Resolve any other issues that are not directly competence of the government body of the association.

The list of competences in this section is only indicative and does not limit in any form the competences of the General Assembly.

#### **Article 10**

1. The General Assembly will take place at least once a year within the months of September and November.
2. The governing body can call for an extraordinary General Assembly when deemed necessary. An extraordinary General Assembly can also be called if at least 10% of the association members request it. In either case, the General Assembly must take place within 30 days since the request was submitted and officially confirmed.

#### **Article 11**

1. The General Assembly is organised by the governing body with an official announcement, which must at least contain the provisional Agenda, Place, Date and Time of the meeting.
2. The General Assembly must be officially announced at least with 30 days notice, individually to each member via post or email, as per the latest contact details available to the association.
3. The General Assembly will be lawfully constituted without the need of 30 days notice if all members of the association participate in it.
4. The General Assembly is chaired by the association president. In its absence it must be substituted by the vice president or the eldest Board member, in this order. The General Assembly secretary needs to be the Board secretary.
5. The secretary will redact the minutes of each meeting, that need to be signed by the president and the secretary, with a summarised version of the deliberations, the final agreements taken, results from each vote, and the list of attending members.

At the start of each General Assembly the agenda will be read. Five days before the General Assembly, however, the agenda or any other documentation to be discussed at the General Assembly must be made available and public to the association social address.

#### **Article 12**

1. The General Assembly will be lawfully constituted independently of the number of attending and represented members
2. A member can transfer its representation to another member in a General Assembly. This request must be formalised in writing to the secretary
3. A group of members representing at least 10% of the total membership can request to the governing body to include one or more items to the agenda. If the General Assembly has already been announced, this request must take place within the first 1/3 period from the official announcement and the date of the General Assembly. This same number of members can also request to include one or more items to the agenda at the General Assembly, but these items need to be approved by a majority of 3/4 or above.

### **Article 13**

1. Each member attending or being represented at the General Assembly has the right to one vote.
2. The agreements are adopted by simple majority of the present and represented members, except to adopt agreements about member expulsions, Board dissolution, changes to this statutes, dissolution or merges of the association, which will require at least 2/3 of the votes.
3. If the General Assembly needs to appoint a governing body, and multiple candidacies are presented, the candidacy with more votes is elected.

## **Chapter IV. The Board**

### **Article 14**

1. Governs, manages and represents the association. The board must have at least a president, a secretary, a treasurer and two additional board members. Optionally the board can have a vice president. If no vice president is named, the eldest board member will be the acting vice president. All these positions must be held by different members.
2. A new board must be elected by secret vote at the penya social base. Vote must be in person and cannot be transferred. Only members aged 18 and over can vote. Elections must take place on a match day to guarantee maximum attendance. Elections cannot take place 30 days after the General Assembly. Elections must be officially announced with 30 days notice, and candidates must officially announce their candidacy to the secretary 15 days before elections.
3. The new and departing board and positions must be certified by the departing secretary and president, and must be communicated to the Association Register (Catalonia)

### **Article 15**

1. The Board is elected for a period of two years, without any prejudice to being re-elected
2. The Board can be dissolved before the end of its term due to the following reasons:
  - a) Voluntary resignation with a written statement exposing the reasons
  - b) Illness that makes impossible carry out the duties
  - c) Stop being a member of the association
  - d) Failure to comply with its responsibilities, with the agreement of qualified majority (2/3) in a General Assembly, as specified in Article 13.2
3. Any Board vacancies must be officially re-appointed at the next General Assembly. In the meantime, an association member can temporary perform these duties.
4. If the president and half of Board members resign, the Board will be dissolved and an Interim Committee will take charge. This Interim Committee will be comprised by the five eldest members of the association, excluding departing Board members. This Interim Committee will immediately call a General Assembly or elections to choose another Board, and will perform any Board duties as deemed necessary during the interim period.

### **Article 16**

Duties of the Board:

- a) Govern, manage and represent the association within the boundaries of the law, and carry out the agreements approved by the General Assembly.
- b) Make agreements and deals with third parties in representation of the association, and take legal action and appeal as necessary.
- c) Propose any membership payment fees to the General Assembly
- d) Call the General Assembly and ensure the agreements approved in it are implemented.
- e) Present the financial statement of the previous financial year to the General Assembly to be approved, and to prepare the budget for next financial year.
- f) Hire any employees of the association
- g) Inspect the accounting and ensure the association services function normally
- h) Create working groups to achieve the goals of the association in the most efficient manner, and authorise any activities these groups might propose.
- i) Appoint any Board members that will take responsibility of working groups, in agreement with the working group
- j) Deal with third parties and institutions to arrange:
  - grants, loans or other financial helps
  - usage of premises that can be used to socialise

- k) Open bank and saving accounts at any financial institution, and manage the association funds according with Article 29
- l) Provisionally resolve any other issues not present in these statutes, and report them at the next General Assembly

#### **Article 17**

- 1. The Board will meet when deemed necessary throughout the year, but must meet at least once before each General Assembly
- 2. Board meetings must be called by the president, or the member substituting the president, when deemed necessary by its members.

#### **Article 18**

- 1. The Board is officially in a meeting if the meeting has been called in advance and the majority of its members are present, or when all members of the Board decide to celebrate it.
- 2. Board members are required to attend all Board meetings, even though due to mitigating circumstances can delegate their vote to another Board member. The secretary must attend all Board meetings.
- 3. All decisions taken in a Board meeting are by simple majority.
- 4. Board members exercise their duties with diligence and loyalty, and need to keep secret any confidential information of the association, even after departing from the Board. Their duties are exercised free of charge, even though they have the right to be reimbursed of any expenses properly justified and seek compensation for any derived damages.

#### **Article 19**

- 1. The Board can delegate any of their powers into one or several commissions or working groups if agreed by at least 2/3 of the board members
- 2. The Board can also appoint, with the same quorum, one or more members to manage the commission or working group

#### **Article 20**

- 1. All agreements taken in a Board meeting must be documented in the meeting minutes, which needs to be signed by the secretary and the president. Before starting each Board meeting, the minutes from the previous meeting must be read in order to be approved or rectified if needed.

### **Chapter V. The President and Vice President**

#### **Article 21**

- 1. The president has the following duties:
  - a) Lead and represent the association legally, in representation of the General Assembly and the Board
  - b) Preside and lead any debates, in the General Assembly and Board Meetings
  - c) Make a decision vote in any draw votes
  - d) Decide when to call the General Assembly and Board Meetings
  - e) Approve the minutes and certificates redacted by the secretary
  - f) All the other requirements of the position, and those that the General Assembly or the Board decides to confer
- 2. The president is replaced in case of absence or illness by the vice president or by the eldest Board member, in this order

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

#### **Article 22**

- 1. The treasurer looks after and controls the association resources, as well as creating the budget, financial reports, book keeping, and sign any member payment fees or other treasury documents. The treasurer pays the bills approved by the Board, which need to have been approved by the president, and also manages the bank and saving accounts.

#### **Article 23**

1. The Secretary looks after the documentation of the association, writes and sign the minutes of the General Assembly and Board Meetings, writes and authorizes any certificates that might be needed, and keeps the list of association members.

## **Chapter VII. The Commissions and Working Groups.**

### **Article 24**

1. The creation and constitution of any commission or working group needs to be proposed by the association members that wish to form part of it, who need to inform the Board and explain the activities and its goals.

2. The Board needs to agree with all the commissions or working groups, and their representatives must present a monthly written report to the Board.

## **Capítol VIII. El règim econòmic**

### **Article 25**

This association has no foundational capital.

### **Article 26**

The economic resources of the association are:

- a) The fees that the General Assembly determines from its members
- b) Any public or private grants
- c) Any donations or inheritances
- d) Any interests generated by the association resources or derived benefits

### **Article 27**

All the members of the associations have the duty to support it financially, via membership fees or other payments as decided by the General Assembly. The General Assembly can decide the periodicity of the payment fees as monthly, three-monthly, biyearly, annual or extraordinary.

### **Article 28**

The economic exercise coincides with the natural year and closes on December 31st.

### **Article 29**

The association bank and saving accounts must have the signatures of the president, treasurer and secretary. To withdraw funds only two signatures are needed, one of them needing to be from either the treasurer or president.

## **Chapter IX. Disciplinary regime.**

### **Article 30**

1. The governing body can take disciplinary action against members that do not fulfil their obligations or breach their obligations.

2. Sanctions can be categorised as minor, serious or very serious. These sanctions can be from a warning to expulsion of the association, according to the internal rules. The disciplinary process can be started either by the Board or due to a complaint from another member.

3. The Board appoints a member that will lead the disciplinary hearing and will recommend a resolution, having heard the accused beforehand. The final resolution will be adopted by the Board.

4. The sanctioned member that disagrees with the resolution can ask the General Assembly to confirm or drop the sanctions.

## **Chapter X. Dissolution.**

### **Article 31**

The association can be dissolved if agreed by a General Assembly called in extraordinary session only for this purpose.

**Article 32**

1. Once the dissolution has been agreed, the General Assembly must take appropriate actions to liquidate the goods and rights of the association, and complete any outstanding actions.
2. The General Assembly can choose a Liquidator Commission if deemed necessary.
3. The association members are exempt of any personal liability. Their responsibility is limited to the duties that they have voluntarily accepted.
4. The remaining goods must be delivered directly to the FC Barcelona Foundation, or to any other non for profit organisation with goals similar to those determined by the General Assembly.
5. If the General Assembly doesn't appoint a Liquidator Commission, the liquidation and execution of the agreements taken in this article are a duty of the Board