

**aeLmhu**  
spanish association of orphan and  
ultra-orphan drug laboratories

# **BYLAWS**





# BYLAWS

## CHAPTER I

### DENOMINATION, DOMICILE, SCOPE, PURPOSES AND ACTIVITIES

#### 1

#### DENOMINATION

Under the name of Asociación Española de Laboratorios de Medicamentos Huérfanos y Ultrahuérfanos (AELMHU), an ASSOCIATION is constituted under the provisions of the Organic Law 1/2002, of March 22nd, regulating the Right of Association, and under the provisions of Article 22 of the Constitution, and consequently it is a non-profit organization.

#### 2

#### LEGAL PERSONALITY

The Association has its own legal personality and full capacity to act in order to administer and dispose of its assets and to fulfill the purposes for which it is intended.

## 3

**DOMICILE AND SCOPE OF ACTION**

The Association's registered office is in Barcelona, Calle Muntaner 292, 1º 2ª, postal code 08021.

The Association will mainly carry out its activities within the Spanish territory.

## 4

**PURPOSES**

The purpose of this Association is to promote the knowledge and benefits of orphan and ultra-orphan drugs, as well as to promote actions and communications for the recognition of the beneficial, in a broad sense, social action performed by these drugs and their producers and/or distributors; to act as a group coordinating the actions of the associates before the health, political and social institutions regarding the promotion, knowledge and benefits of orphan and ultra-orphan drugs; the defense of the best and greater accessibility for the patient and the sanitary entities to them, as well as the promotion of the equity character that they have for the benefit of the society; the collaboration with the natural or legal persons of the medical and sanitary field, as well as with the scientific community in the diagnosis, evolution of signs and clinical symptoms, as well as the treatment and the search of the greater clinical and psychological benefit for the patient affected by rare and extremely rare diseases. Likewise, the promotion of an adequate legal framework for the protection and promotion of these drugs as a unique, special and differentiated category for the treatment of the aforementioned diseases, whose low prevalence could exclude them from the general interest without the coordinated action of the associates.

## 5 ACTIVITIES

For the fulfillment of the purposes listed in the previous article, the following activities will be carried out, without the following list being exhaustive: any activity related to the study, research, promotion, coordination, dissemination, support and diagnosis of medicines for the treatment of rare and very rare diseases, the study of these diseases, as well as the performance of assistance, support and coordination tasks between laboratories, patients, patient associations, public or private entities concerned in the medical, sanitary and scientific fields, in a broad sense, all within the territorial scope of the Spanish State.

## CHAPTER II

# THE ASSOCIATES

### 6 CAPACITY

All legal persons who, freely and voluntarily, have an interest in the development of the purposes of the Association in accordance with its principles, and especially those legal persons constituted as commercial companies or not, whose corporate purpose is the manufacture or production of medicines or medical devices, or pharmaceutical laboratories, which meet the following conditions, may become members of the Association:

- Companies with drugs with EMA Orphan designation.
- Companies with drugs that have lost their EMA OD but are still marketed.
- Companies with drugs without OD but with indication for treatment of a rare disease.

Applicants must submit a written application to the representative body. If the applicant complies with the conditions required in the by-laws, and has the approval of the absolute majority of the Board of Directors, the General Assembly or similar body their admission may not be refused.

Associate status is non-transferable.

Each legal entity member shall appoint a single natural person representative to be the contact person with the Association and to attend the meetings and exercise the right to vote, if applicable. This representative shall preferably be the General Manager of the associate. Likewise, and although there shall only be a single

representative per member for the purpose of holding the assemblies, in the activities or work groups that are developed at the request of AELMHU, other persons who are part of as associate and who, due to their experience and/or specialization, have knowledge of the matter or activity to be developed, may also participate. These persons shall be determined in each situation by the member in question.

## 7 RIGHTS OF ASSOCIATES

The rights that correspond to the associates are the following:

- To participate in the activities of the Association and in the governing and representative bodies, to exercise the right to vote, as well as to attend the General Assembly, in accordance with the Statutes. In order to be a member of the representative bodies, it is an essential requirement to be of legal age, to be in full use of civil rights and not to be subject to the incompatibility reasons established in the legislation in force.
- To be informed about the composition of the governing and representative bodies of the Association, its accounts and the development of its activity. They shall have access to all information through the representative bodies.
- To receive, prior to the assemblies and meetings to be held, all relevant information and documentation to be discussed during the same, as well as the minutes of the assemblies and meetings already held.
- To be heard prior to the adoption of disciplinary measures against it and to be informed of the facts that give rise to such measures, and reasons shall be given for the agreement that, if applicable, imposes the sanction.
- Submit motions and suggestions to the Board of Directors.

- To delegate his vote in writing to another member.
- To challenge the resolutions of the Association's bodies that it considers contrary to the Law or the Bylaws.

## 8

### **DUTIES OF THE ASSOCIATES**

The duties of the associates are:

- Share the aims of the Association and collaborate to achieve them.
- Contribute to the support of the Association with dues, assessments and other contributions that, in accordance with the Bylaws, may correspond to each member.

The non-payment of any dues shall automatically generate the veto of the member's vote in the next meeting to be held, until it becomes current with payment, without prejudice to the provisions of the following article.

- To attend the assemblies and meetings to be held duly informed, in the event of having been able to have access, prior to their celebration, to the documentation to be discussed during the same, in order to allow the assembly and meeting in question to develop in an agile and dynamic manner.
- Comply with the rest of the obligations resulting from the provisions of the Bylaws, the Code of Good Governance and other internal rules of the Association, including those related to confidentiality.
- To require the members who hold positions on the Board of Directors to faithfully perform their duties.
- To abide by and comply with the agreements validly adopted by the governing and representative bodies of the association.

## 9

### CAUSES FOR TERMINATION OF MEMBERSHIP

They are cause for termination of membership in the Association:

1. The interested party's own will, communicated in writing to the representative bodies.
2. Manifestly separating itself from the pursuit of the purposes of the Association or deliberately impeding the fulfillment of said purposes.
3. Failure to pay the dues agreed upon by the Association.
4. Failure to comply with the bylaws, the Code of Good Governance and/or other internal regulations of the Association, including duties related to confidentiality.
5. To be in a situation of conflict of interest with the purposes of the Association as expressed in Article 4, either on an occasional or continuous basis, and not to notify the Board of Directors for the appropriate purposes. The conflict of interest shall be materialized when the member in question casts his vote against the interests of the Association, for his own benefit or that of a third party.

The causes established in points 2, 4 and 5 above shall also entail the termination of the membership when it is the representative of the member in question who has caused them.

In the event of any of the cases set forth in points 2, 3, 4 and 5 above, the termination file of the corresponding member will be processed, which shall be dealt with by a Conflicts Committee created for this purpose, which shall be composed of the Executive Management, the President of the Association and two members chosen by lot, one of them acting as instructor and guaranteeing a hearing to the interested party. The elected associates shall act through their representatives, as set forth in the last paragraph of article 6



A report shall be issued by said Committee with the proposal to expel or not the member in question. The General Assembly, in an extraordinary meeting, shall be in charge of ratifying or denying the report made by the Committee, being necessary in any case the support of  $\frac{2}{3}$  of the associates present in order to approve the termination motion.

The Conflicts Committee shall be dissolved once its report has been issued.

## CHAPTER III

# THE GOVERNING BODY

### 10 THE GENERAL ASSEMBLY

The General Assembly is the supreme governing body of the Association, made up of the members in their own unwaivable right and in absolute equality, which adopts its resolutions by the majority principle or internal democracy.

All members shall be subject to the resolutions of the General Assembly, including absentees, dissidents and those who, although present, have abstained from voting.

### 11 MEETINGS OF THE ASSEMBLY

The General Assembly shall meet in ordinary session at least twice a year, at the seat of its domicile or at any other place designated by the governing body, including telematically.

The General Assembly shall meet extraordinarily whenever necessary, or at the express request of the governing body.

Only the representatives of the members who are legal entities, as described in the last paragraph of article 6 of these bylaws, may attend the meetings. In the event that a member is unable to attend the meeting, it may delegate its voting right to another member, in accordance with the provisions of article 7 e).

## 12

**CALLING OF THE ASSEMBLIES**

The calls for the assemblies, both ordinary and extraordinary, shall be made in writing, sent to the address that each member has registered in the Association's records or telematically, through an application that allows to record the sending and receipt of the call. The notice shall state the day, time and place of the meeting, as well as the agenda.

The call for the ordinary meeting shall be made by any means that provides evidence of its receipt and shall be sent at least fifteen days in advance. The communication of the notices and the sending of the documentation for the meeting may be made by telematic means and for this purpose the associates shall provide their e-mail address.

The extraordinary meeting shall be called with the same requirements as the ordinary meeting and shall be called seven days in advance.

The meetings of the General Assembly shall be chaired by the President of the Association and moderated by the Secretary or the Executive Management. If the President is absent, the Vice-President shall substitute him/her. The person holding the position of Secretary on the Board of Directors shall act as Secretary on the General Assembly.

The Secretary shall draw up the Minutes of each meeting, which shall reflect an extract of the deliberations, the text of the resolutions adopted and the numerical result of the votes. At the beginning of each meeting of the General Assembly, the minutes of the previous meeting shall be read for approval or disapproval.

## 13

### COMPETENCIES AND VALIDITY OF AGREEMENTS

The Assembly shall be validly constituted on first call with the attendance of at least one third of the associates present or represented; and on second call, regardless of the number of associates present or represented, it shall be held half an hour after the first call and in the same place.

At the meetings of the General Assembly, each member of the Association shall have one vote.

They are within the competence of the General Assembly:

- To approve, as the case may be, the management of the representative body.
- To examine and approve or reject the annual budgets of income and expenses, as well as the Annual Report of activities.
- Approve the annual accounts for each fiscal year.
- To establish the general lines of action that will allow the Association to fulfill its purposes.
- To provide for all measures aimed at ensuring the democratic functioning of the association.
- To establish ordinary or extraordinary dues.
- To elect and dismiss the members of the representative body.
- Expulsion of members, at the proposal of the representative body.
- Approve the internal regulations and their modifications, as well as other internal regulations, at the proposal of the Board of Directors.

- Formation of federations and integration in them.
- Request for declaration of public utility.
- To agree on the transformation, merger, spin-off, dissolution, and liquidation of the Association.
- Modification of bylaws.
- Disposition and disposal of assets.
- To agree, as the case may be, on the remuneration of the members of the representative body, which must appear in the annual accounts approved by the Assembly.

The list of competencies indicated in this article is merely enunciative in nature and does not imply any limitation whatsoever to the broad powers granted to the General Assembly.

Resolutions shall be passed by a simple majority of those present or represented, when the affirmative votes outnumber the negative votes.

However, for resolutions relating to the dissolution of the association, amendment of the Bylaws, disposition or alienation of assets and remuneration of the members of the representative body, a number of votes equivalent to two thirds of those attending shall be required, provided that the corresponding meeting has been specifically called for such purpose.

## CHAPTER IV

# THE REPRESENTATIVE BODY

### 14 COMPOSITION OF THE REPRESENTATIVE BODY

The Association shall be governed, administered and represented by its representative body, called the Board of Directors, a collegiate body made up of a president, vice-president and a minimum of one member up to a maximum of three.

One of the members, by election of the General Assembly, shall act as secretary, and the same or the other members may also act as treasurer, by agreement of the General Assembly.

The election of the members of the representative body shall be made by free and secret suffrage of the associates. The candidacies will be closed, conformed by any representative of an associate legal person, being essential requirements: to be of legal age, that the company he/she represents is up to date with the established dues and has at least one year of seniority to postulate as President, to be in full use of the civil rights and not to be incurs in the reasons of incompatibility established in the legislation in force.

Each nomination shall designate the office to be held by each member of such nomination, including the offices of Secretary and Treasurer.

After the votes have been counted and in the event of a tie, a second voting shall be held for the candidates who were tied in the first round. In the event that two candidacies tie after the second voting, the list headed by the candidate for President with the most seniority in the Association shall be elected.

The offices of President and Secretary must be held by different persons. The office of Secretary and Treasurer may be held by the same person.

The members of the Board of Directors shall hold office free of charge. However, they shall be entitled to be reimbursed for expenses incurred in the performance of their duties, provided that these are duly and formally justified.

#### **ART. 14° BIS THE EXECUTIVE MANAGEMENT**

The representative body may appoint a director to exercise the functions of Executive Management of the Association, who shall carry out functions tending to support and promote both the competencies attributed to the Board of Directors and the purposes of the Association.

By way of illustration only, the functions of the Executive Management are as follows:

- To attend and moderate the meetings of the Board and the Assembly. Notwithstanding the foregoing, the Executive Management shall in no case have the right to vote on any matter to be discussed.
- To collaborate in the due execution of the agreements adopted by the Assembly and/or Board of Directors and, in general, as many organizational functions as may be necessary for the best achievement of the association's purposes.
- Prepare, propose, direct and execute the association's strategic plan.
- Prepare, for approval, the Budgets, Strategic Plans and Annual Accounts for each fiscal year.

- Any other attributions or powers conferred by the Board of Directors, without in any case contradicting the powers held by the members of the Board.

The relationship between the Association and the Executive Management shall be a labor or commercial relationship, as the case may be, the duration of which shall be established in the contract signed for such purpose.

## 15

### **TERM OF OFFICE IN THE REPRESENTATIVE BODY**

The members of the representative body shall hold office for a period of two years, and may be reelected indefinitely.

Termination of office before the expiration of the statutory term may be due to the following reasons:

- Voluntary resignation submitted in writing and stating the reasons for the resignation.
- Illness that incapacitates for the exercise of the position.
- Disqualification from office.
- To resign as a member of the Association.
- Separation agreed by the General Assembly.
- Sanction imposed for a misdemeanor committed in the exercise of the office.
- Any other established by law or the bylaws.



The vacancies that occur in the representative body shall be filled among the same members of the Board of Directors already existing at that time until a new assembly is held for the purpose of electing a new Board of Directors. Once the vacancy has been filled with the members of the Board of Directors, the representative body may count, provisionally, until a new assembly is held for the purpose of electing a new Board of Directors, with a representative of an associate for the position of member that may be vacant, who must accept the appointment at the first assembly held, prior validation of the appointment by the General Assembly, with the support of 2/3 of the associates present.

In the event that vacancies occurring in the representative body cannot be filled with a minimum of three members, the existing Board of Directors shall be obliged to call for elections in order to constitute a new representative body.

## 16

### COMPETENCIES OF THE REPRESENTATIVE BODY

The representative body has the following powers:

- To hold and exercise the representation of the Association and to carry out the management and administration of the Association in the broadest manner recognized by law and to comply with the decisions taken by the General Assembly, and in accordance with the rules, instructions and general guidelines established by this General Assembly.
- To make the necessary arrangements for appearing before public bodies, for the exercise of all kinds of legal actions and for filing the pertinent appeals.
- Resolve on the admission of new associates and process the voluntary cancellations requested, keeping an updated list of all associates.

- Propose to the General Assembly the establishment of the dues to be paid by the members.
- To call the assemblies and to control that the agreements adopted therein are complied with. In particular, and with regard to resolutions on the modification of the Bylaws, the Register of Associations shall be notified of the content of the modification within one month from the date of the Assembly called for this purpose.
- To present the balance sheet and the statement of accounts for each fiscal year to the General Assembly for its approval, and to prepare the budgets for the following fiscal year.
- To keep accounts in accordance with the specific standards that provide a true and fair view of the entity's net worth, results and financial position.
- To carry out the inventory of the Association's assets.
- To prepare the annual report of activities and submit it to the General Assembly for approval.
- To provisionally resolve any unforeseen case in the present Bylaws and to report thereon at the first subsequent General Assembly.
- Any other power not specifically attributed in these bylaws to the General Assembly.

## 17

### MEETINGS OF THE REPRESENTATIVE BODY

The representative body, previously convened by the President or by the person replacing him/her, shall meet in ordinary session once a month, with the exception of the month of August. It shall meet in extraordinary session at the request of the President or 1/3 of its members.

The Board of Directors may meet, when necessary, by videoconference, multiconference or any other system that does not imply the physical presence of the members of the Board. In these cases it is necessary to guarantee the identification of the persons participating in the meeting, the continuity of communication, the possibility of intervening in its deliberations, the casting of votes and the record of their receipt and authenticity. The meeting shall be understood to be held at the place where the Chairman is located.

The representative body shall be validly constituted with prior notice and with the attendance of at least two of its members.

The members of the representative body are obliged to attend all the meetings that are called, being able to excuse their attendance for justified causes. In case of absence of the President, the Vice-President shall act as President.

In the representative body, resolutions shall be adopted by a simple majority of votes of those in attendance. When the number of members of the representative body with the right to vote is even, ties in voting shall be resolved by casting the deciding vote, successively, in order of age, for each of the members of the body.

The resolutions of the representative body shall be recorded in the minutes book.

At the beginning of each meeting of the same, the minutes of the previous meeting shall be read for approval or correction and signed by the Secretary with the approval of the President.

In the meetings of the Board of Directors, both ordinary and extraordinary, all those associates who are interested in discussing a specific topic with the Board of Directors, submitting a proposal or expressing a concern about the functioning of the Association, may participate as guests.

## 18 THE PRESIDENT

The president of the Association shall also be the chairman of the representative body.

The President shall have the following functions, among others:

- Those of management and legal representation of the Association, by delegation of the General Assembly and the representative body.
- Chairing and directing the debates of the governing and representative bodies.
- To sign the notices of meetings of the General Assembly and of the representative body.
- To endorse the acts and certificates drawn up by the secretary of the Association.
- The remaining powers inherent to the position and those delegated by the General Assembly or the representative body.

In case of absence or illness, the President shall be replaced by the Vice-President.

## 19

### THE VICE-PRESIDENT AND THE MEMBERS SHALL BE

The Vice President shall perform the functions of the President in the event of vacancy due to absence or illness, and may also act on behalf of the Association in those cases in which it is so decided by the Board of Directors or General Assembly, according to the agreements.

The main function of the members shall be to serve as liaison between the associates and the Board of Directors. Likewise, they shall collaborate in the convening of assemblies and shall perform internal coordination functions of the Association.

One of the members, by agreement of the General Assembly, shall act as Secretary.

## 20

### THE TREASURER

The Treasurer, whose duties may be performed by any of the members of the Governing Board except the President, shall be responsible for the custody and control of the resources of the Association, as well as the preparation of the budget, the balance sheet and the settlement of accounts, in order to submit them to the representative body as determined in Article 17 of these Bylaws. He shall sign the receipts, dues and other treasury documents and shall pay the invoices. The disposition of funds shall be determined in Art. 26.

The functions described above, with the prior agreement of the representative body, may be entrusted to a subcontracted individual or legal entity, under the control of the Secretary and reporting to him/her.

## 21 THE SECRETARY

The Secretary must keep custody of the Association's documentation, draft and sign the minutes of the meetings of the governing and representative bodies, draft and authorize the certifications to be issued, as well as keep the list of members up to date.

The duties of secretary shall be performed by the Vice-Chairman or one of the members.

## CHAPTER V

# THE ECONOMIC REGIME

### 22 INITIAL ASSETS AND ECONOMIC RESOURCES

The initial assets of this Association are valued at ONE THOUSAND EUROS (1.000 €).

The annual budget shall be approved each year at the Ordinary General Assembly. Said annual budget may be modified in the event that the number of associates varies after the same has been approved and consequently, the amount to be received by the Association for those dues that it ceases to receive or receives in excess varies as well. This shall give rise to the modified annual budget, which shall be approved at an extraordinary assembly.

The financial resources of the Association will be provided by:

- The dues of its members.
- The VOLUNTARY CONTRIBUTIONS of its associates.
- Official or private subsidies.
- Donations, inheritances and/or legacies.
- From the income of the patrimony or other income that they may obtain.

## 23

**BENEFIT OF THE ACTIVITIES**

The profits obtained from the exercise of economic activities, including the rendering of services, shall be destined exclusively to the fulfillment of the purposes of the Association, and under no circumstances may they be distributed among the associates or among their spouses or persons living with them in an analogous relationship of affectivity, or among their relatives, nor may they be transferred free of charge to individuals or legal entities with a lucrative interest.

## 24

**DUES**

1. All members shall contribute to its financial support, by means of dues or contributions, in the manner and in the proportion determined by them before the General Assembly or the representative body, as the case may be.
2. The General Assembly may establish entrance fees, periodic fees, and extraordinary fees.
3. Members shall be obliged to pay in full the periodic dues approved by the General Assembly if, at the time of the beginning of the fiscal year in which such dues are due, they are still members of the Association.
4. The payment of the periodic dues approved by the General Assembly shall be payable to the associates once the corresponding fiscal year has begun, unless, by agreement of the General Assembly, it is determined that they shall be payable as of a different date.

The obligation to pay the dues, in addition to being due once the fiscal year has begun, must be paid by the associates within the first three months of the fiscal year, unless, by agreement of the General Assembly, a different date is determined.



5. The voluntary withdrawal of a member communicated after the payment of the periodic dues shall not entitle the member to request the total or proportional refund of the current year's dues.

**25**

#### **FISCAL YEAR**

The fiscal year coincides with the calendar year and closes on December 31.

**26**

#### **DISPOSITION OF FUNDS**

The signatures of the President, Vice-President, Treasurer and Secretary may appear on current or savings accounts opened in credit institutions, but the signature of the Secretary shall be sufficient in any case.

In order to dispose of the funds of the Association for acts and legal business of ordinary management, the signature of the Secretary and another of the members of the Board of Directors shall be sufficient. For the disposal of funds for extraordinary acts or business, an agreement by a majority of 3/5 of the Board of Directors and ratified by agreement of the Assembly convened for this purpose shall be necessary.

## CHAPTER VI

# THE SANCTIONING AND DISCIPLINARY REGIME

27

### PENALTY REGIME

The separation of the associates from the Association by reason of sanction shall take place when they commit acts that make them unworthy of continuing to belong to the Association. Such acts shall be presumed to exist:

- When the member deliberately impedes or hinders the fulfillment of the purposes of the Association.
- When it intentionally obstructs in any way the functioning of the governing and representative bodies of the Association.
- When it acts or makes disrespectful or disloyal public statements to the Association, the associates, the members of the Board of Directors and/or the Executive Management.
- When convicted by the Courts of Justice for the commission of acts improper to good professional practice in the sector.

28

The above types of acts may be subject to disciplinary proceedings and may lead to a sanction even if committed by the representative appointed by the legal entity member.

In any case, in order for the governing body to agree to the separation, it shall be necessary to process a disciplinary file that includes the hearing of the affected member.

### **DISCIPLINARY REGIME**

The representative body may sanction infractions committed by members.

These infractions may be classified as minor, serious and very serious, and the corresponding sanctions may range from a reprimand to expulsion from the Association, as established in the internal regulations.

The disciplinary procedure is initiated ex officio or as a result of a complaint or communication. The Board of Directors shall inform the Ethics Committee of the facts that it considers to be punishable so that, in accordance with the provisions of the internal regulations, the disciplinary proceedings may be carried out in accordance with the procedures, hearings, evidentiary phase, deadlines and resolution established therein.

## CHAPTER VII

# DOCUMENTARY REGIME

### 29 DOCUMENTARY REGIME

A Minutes Book of the General Assembly, a Minutes Book of the Board of Directors, a Members' Book and the legally required fiscal and accounting documentation shall be kept.

If the diligent filing of the different Minute Books is mandatory, these shall be done at the Registry of Associations.

## CHAPTER VIII

# DISSOLUTION OF THE ASSOCIATION

### 30 CAUSES FOR DISSOLUTION AND DISTRIBUTION OF THE REMAINDER

The Association may be dissolved:

- If so agreed by the General Assembly convened expressly for this purpose and with the favorable vote of more than half of the persons present or represented.
- For the causes determined in article 39 of the Spanish Civil Code.
- By final judicial sentence.

### 31 LIQUIDATION

The dissolution of the association opens the liquidation period, until the end of which the entity will retain its legal entity.

The members of the representative body at the time of dissolution become liquidators, unless the General Assembly appoints others, or those that the judge, if applicable, decides.

It corresponds to the liquidators:

- To ensure the integrity of the association's assets.
- Conclude pending operations and carry out any new operations required for liquidation.
- Collect the association's receivables.
- Liquidate assets and pay creditors.
- To apply the surplus assets of the association to the purposes provided for in the Bylaws.
- Request the cancellation of the entries in the corresponding registry.

In the event of insolvency of the association, the representative body or, if applicable, the liquidators shall immediately initiate the appropriate bankruptcy proceedings before the competent judge.

If there is any liquid surplus, it shall be used for purposes that do not detract from the non-profit nature of the entity, specifically for donations to Non-Governmental Organizations of recognized solvency in the medical-health field.

The associates are not personally liable for the debts of the association.

The members or holders of the governing and representative bodies, and other persons acting in the name and on behalf of the association, shall be liable to the association, to the members and to third parties for damages caused and debts incurred by fraudulent, culpable or negligent acts.

## CHAPTER IX

# CONFLICT RESOLUTION

### 32 CONFLICT RESOLUTION

In accordance with the provisions of Article 40 of Organic Law 1/2002, of March 22, 2002, regulating the Right of Association, any litigious matters that may arise in relation to the private legal transactions of associations and their internal operation shall be subject to the jurisdiction of the Civil Jurisdiction.

The agreements and actions of the associations may be challenged by any member or person who accredits a legitimate interest. The associates may challenge the resolutions and actions of the associations that they deem contrary to the Bylaws, within forty days from the date of adoption thereof, requesting their rectification or annulment and the preventive suspension, if applicable, or accumulating both claims through the procedures established in the Civil Procedure Law.

Notwithstanding the foregoing, disputes may also be settled out of court by arbitration, through a procedure in accordance with the provisions of Spanish Law 60/2003, of December 23, 2003, on Arbitration, and subject, in all cases, to the essential principles of hearing, contradiction and equality between the parties.

## ADDITIONAL PROVISION

Subsidiary to the Bylaws and the resolutions validly adopted by its governing and representative bodies, in all matters not provided for in these Bylaws, the current Spanish Organic Law 1/2002, of March 22, 2002, regulating the Right of Association and complementary provisions shall apply.

In Barcelona, on March 27, 2025.\*

\*Redaction in accordance with the approval by Resolution of the Extraordinary Assembly held on March 27, 2025.