

STATUTES OF THE ASSOCIATION “NGO Social Action Platform”

CHAPTER 1

ON THE NAME, PRINCIPLES, ADDRESS, SCOPE AND DURATION

Article 1. Name and principles

The Association “NGO Social Action Platform” (hereafter referred to as “Platform”), constituted according to the terms of Article 22 of the Constitution, shall be governed by Organic Law 1/2002 of 22 March regulating the Right to Association and by these Statutes.

The Platform is a private, non-denominational, nationwide non-profit organisation that works to promote the full development of the social and civil rights of the most vulnerable and unprotected sectors of the population in our country.

The Platform promotes public participation in social organisations and volunteerism in general. It addresses society in general, creating information, consciousness and opinion with regard to the development of social rights and the role of organized civil society in political matters.

The NGO Social Action Platform bases its activity and functions on respect for the character, personality and independence of its member organisations.

Membership in the Platform does not prevent its members from belonging to other associations and allows them to express and defend their own interests at any time they consider it appropriate.

The Platform shall not represent the interests of any organisation in particular or of a part of the whole body of organisations that it includes.

Article 2. Legal character

The Association has its own legal personality and full legal capacity to act.

Article 3. Address

The Platform is located in Madrid, at Avenida Doctor Federico Rubio y Gali, 4. The Association’s general assembly can decide to change the address, as well as to open or close other locations that may be necessary to its purpose.

Article 4. Territorial scope

The Platform shall pursue its activities throughout the national territory.

Article 5. Duration

The Platform's duration is unlimited.

Article 6. Interpretation and development of the Statutes

The Board of Directors is the body responsible for interpreting the precepts contained in these Statutes.

The present Statutes shall be developed and fulfilled by means of the decisions that are correctly adopted by the Board of Directors and the General Assembly within their respective areas of responsibility.

CHAPTER II

ON THE MISSION AND ENDS

Article 7. Mission

The Platform is an organisation whose mission consists of defending the rights of the most disadvantaged groups and individuals, promoting participation in the area of social action, generating social changes, representing its member organisations before public authorities and leading them in a shared project.

Article 8. Ends

The Platform's goals are:

- 1.- Promote the conditions that allow the liberty and equality of an individual and those of the groups he or she belongs to be real and effective.
- 2.- Eliminate obstacles that prevent or impede personal fulfilment.
- 3.- Contribute to social inclusion and cohesion and combat situations of marginalization and social discrimination.
- 4.- Defend the civil, political, economic, social and cultural rights of the most vulnerable sections of the population.
- 5.- Improve the third sector of social action.
- 6.- Favour its coordination on a national and regional level.
- 7.- Foment quality in the programs, services and activities of its member organisations.
- 8.- Promote full equality between men and women in all the areas where the Platform is active.

Article 9. Means

In order to meet its goals, the Platform may:

- 1.- Condemn the situations that cause social inequality.
- 2.- Defend organisations that work for the eradication of such social inequalities.
- 3.- Negotiate and dialogue with public administrations to solve different legal, tax-related, financial and administrative problems as well as others that the sector may experience with regard to social matters.
- 4.- Develop activities that promote and disseminate the values and actions developed by the organisations in the sector.
- 5.- Foment exchanges and debate among organisations in the sector with the objective of contributing to the progressive restructuring and coordination of the third sector in the social arena.
- 6.- Carry out specific promotional campaigns that contribute to the achievement of these goals.
- 7.- Negotiate agreements with private companies to obtain resources destined for sector improvement.
- 8.- Participate in the European Social NGO Platform as well as in other international and community-wide forums or organisations and entities to further the Platform's purposes.
- 9.- Serve as a channel for dialogue with the institutions and bodies of the European Union to express the concerns and formulate the proposals of the organisations in the sector.
- 10.- Join together with other organisations or groups of entities whose activity contributes to promoting the Platform's goals.

CHAPTER III

ON THE MEMBERS, THEIR DUTIES, RIGHTS AND DISCIPLINARY SYSTEM

Article 10.- Composition

The Platform shall be of an open nature. Any organisation requesting membership may join upon receiving the approval required by these Statutes, as long as it is non-profit, has goals analogous to those set forth in Article 7 of these Statutes and falls within the framework of social action targeting disadvantaged groups of people.

Member organisations will designate someone as their representative in writing, as well as a substitute. These individuals will represent the organisation in the Platform's different governing bodies. Changes in these representatives must be communicated in writing. No person who has not been authorized in this way will be recognized as representing the organisation.

Any association, federation, confederation or organisation of any kind can join the Platform if it is already part of a group that is already part of the Platform.

Article 11.- Types of membership

There are two kinds of members in the Platform:

- a) Founding members: Those who participated in the founding of the Platform.
- b) Joining members: Those who joined after the Platform was established.

Article 12.- Joining and leaving

Becoming a member of the Platform shall be voluntary, following fulfilment of the requirements listed in Article 13. Members may voluntarily resign from the Platform or be expelled for legal or statutory reasons. Any cause for expulsion must figure, duly accredited, in the corresponding report and cannot be resolved without the interested party having a hearing, as established in Article 17.

Article 13.- Admission requirements

For an organisation of those included in Article 10 to be able to join the Platform, it must present the following qualifications:

- a) Certificate from the organisation that includes the agreement of the appropriate governing body for integration into the Platform.
- b) Certification from the corresponding registry that accredits the composition of the organisation's Board of Directors, its statutes and register entry number.
- c) Concordance of the candidate member in both principle and practice with the Platform's principles, philosophy and organisational criteria.
- d) Presentation, where applicable, of the organisation's history and actions.
- e) Maintenance of positive and stable collaborations with the Platform's member organisations, where these have existed.
- f) The carrying out of work in at least nine autonomous regions.

Article 14.- Admission procedure

Members will be admitted as per the following procedure:

- a) Written application from the interested organisation.
- b) Signature of a protocol of commitment to the Platform's values and mission.
- c) Approval of the Board of Directors by a favourable vote of at least two thirds of the voters present, which must be ratified by the next General Assembly.

Article 15.- Member rights

Platform members have the following rights:

- a) Participation in the organisational, representational and governing bodies established in these Statutes.
- b) To vote and be eligible for executive positions.
- c) Participation in any activities organized by the Platform in the pursuit of its goals.
- d) Enjoyment of the advantages and benefits that the Platform may be able to obtain.
- e) To receive information about the Platform's activities and the resolutions adopted by its governing bodies.
- f) To make suggestions to members of the Board of Directors with regard to the best way to reach the Platform's goals.

Article 16.- Member obligations

Platform members have the following obligations:

- a) To comply with the terms of these Statutes, the protocol referred to in Article 14 and the regulations and decisions of the General Assembly.
- b) To act in accordance with the Platform's values.
- c) To abide by the resolutions validly adopted by the Platform's governing bodies within the framework of their authority.
- d) To attend the General Assembly.
- e) To contribute to the Platform's sustenance, contributing the means necessary to that end in accordance with the decisions of the General Assembly or Board of Directors.
- f) To carry out, in every situation, the duties inherent to their position.

Article 17.- Loss of membership

In addition to circumstances anticipated in the laws in force, Platform membership may be lost for any of the following causes:

- a) Voluntary resignation in writing.
- b) Expulsion, for the following reasons:
 - 1) Serious noncompliance, according to the General Assembly, of the conditions of these Statutes;
 - 2) Repeated noncompliance with the decisions adopted by the General Assembly;
 - 3) Loss of any of the required legal or statutory requirements;
 - 4) Discrediting the Platform in either word or deed, thus undermining its activities and its function.

The expulsion of a Platform member may only take place after a hearing for the organisation in question. It will take effect as soon as a duly motivated decision is reached by the General Assembly and means the loss of all rights stemming from Platform membership.

Article 18.- Disciplinary system

The General Assembly, upon the suggestion of the Board of Directors, shall establish a disciplinary system that regulates the penalties that can be imposed on organisation members

who violate these Statutes or do not comply with the decisions of the Platform's governing bodies.

CHAPTER IV

ON THE GOVERNANCE STRUCTURE AND PARTICIPATION

Article 19.- Structural composition

The Platform shall function under a self-governing system and the principle of representation, by means of the General Assembly, the Board of Directors and the Permanent Commission.

Article 20.- Nature and composition of the General Assembly

The General Assembly is the Platform's highest governing body and shall consist of one representative from each of its member groups. Its decisions are binding for all associates, including those that are not present or who differ.

Article 21.- Convening of the Assembly

Announcement of the General Assemblies, both ordinary and extraordinary, shall be made by written notification at least 15 days in advance. The notification shall include the place, day and time of the meeting.

Article 22.- Functions of the General Assembly

The following are the functions of the General Assembly:

- a) To know and approve the Platform's Action Plan.
- b) Approve the Platform's income and spending budgets for each fiscal year, the budget accounts and the disposal of assets. Likewise, to examine and, where applicable, approve the balance sheets for each fiscal year.
- c) Upon the recommendation of the Board of Directors, establish any fees to be paid by the different members.
- d) Examine and, where applicable, approve the Annual Report that the Board of Directors must present each year.
- e) Establish the disciplinary system anticipated in Article 18.
- f) Adopt decisions on matters contained in the Agenda or that are raised with the approval of two-thirds of the votes present.
- g) Approve the modification of the Statutes.
- h) Ratify new Platform memberships and agree on expulsions.
- i) Elect the members of the Board of Directors in accordance with the terms of these Statutes.
- j) Appoint those responsible for verification of the minutes.
- k) Decide on the Platform's dissolution.

- l) Agree on a change of address.

Article 23.- Kinds of assembly

Assemblies can be ordinary or extraordinary. Ordinary assemblies shall be held at least once a year and special assemblies shall be convened when the Chairman feels that circumstances call for it, when the Board of Directors so decides, or when at least 25 percent of the members propose one in writing, indicating the matters to be discussed in this case, within a period of thirty days.

Article 24.- Agreements in the General Assembly

The General Assembly shall be validly constituted at first convocation when half of the members plus one are present, either themselves or through a duly authorized representative. In a second convocation, in the absence of a quorum, the Assembly shall be validly constituted no matter how many members are in attendance. There must be at least a half an hour's time between the first and second instances.

Agreements shall be adopted by a majority of votes. Decisions relating to the acquisition or disposal of property, modification of statutes and dissolution of the Platform shall require a special meeting of the General Assembly and the resolutions, in order to be valid, must be supported by the votes of at least two-thirds of the voters present.

The minutes of every General Assembly shall be recorded in the corresponding book, wherein shall also be recorded the number of attendees, the matters handled and the resolutions adopted, indicating the votes in favour, against and blank ballots and dissenting opinions.

For the resolutions to be firm and executable, the minutes must be signed by the Secretary, the Chairman and two individuals responsible for verification of the minutes, who will be appointed to this duty at the beginning of the Assembly. The certification of the minutes, as well as the testimony on the decisions contained in them, will be sent out in due time with the Secretary's signature and the approval of the Chairman.

Article 25.- Participation in the Assembly

All members of the Platform shall have the right to one vote that can only be cast by the person appointed by the organisation or by his or her duly designated substitute. To cast a vote, the organisation must have paid all fees owed, whether standard or extraordinary.

Article 26.- Composition of the Board of Directors

The Board of Directors, responsible for leading the Platform under normal circumstances, shall comprise a maximum of twenty-five persons. The Board of Directors shall include the

following positions: Chairman, three Vice-Chairmen, Secretary and Treasurer. The other participants are simply members.

Article 27.- Periods of activity and substitutions

The members of the Board of Directors shall be elected for a period of four years. The Board shall be renewed by halves every two years. No-one may be a member of the Board of Directors continuously for more than eight years, without prejudice to the fact that the organisations represented may be present for a longer period.

Vacancies of a permanent nature can be covered provisionally by the Board of Directors until the immediate convening of elections to fill vacant posts.

Article 28.- Procedure for the election of the Board of Directors

The members of the Board of Directors shall be elected by the General Assembly, through direct, secret ballot. This vote will be held in the General Assembly, choosing among the candidates that have been nominated by the different organisations that make up the Platform. The nomination of candidates should be made in writing to the Board of Directors at least seven days in advance of the day the Assembly meets.

In its first session the Board of Directors will designate the Chairman and other officers from among its members.

The members of the Board of Directors who are chosen to cover any vacancies before the regulation mandate (a period of four years) will hold their positions only for the amount of time corresponding to the rest of the mandate of the position they are occupying. Thus, the periodic renewals provided for in the first paragraph of this article will not be interrupted.

Someone who has left his or her position on the Board of Directors due to having held the post for eight years cannot be once again elected a member of the Board until two years have passed.

Article 29.- Functions of the Board of Directors

The following are responsibilities of the Board of Directors:

- a) Carrying out of the Platform's policies and the resolutions adopted in the General Assembly.
- b) Administration of the Platform's assets and interpretation, where applicable, of its financial base.
- c) Deciding on the carrying out of programs that are going to be implemented or coordinated by the Platform.
- d) Agreement on the temporary suspension of the rights of a member organisation.
- e) Setting the agenda for the General Assembly.
- f) Provisionally covering any vacancies occurring on the Board of Directors.
- g) Facilitation, by means of powers of attorney for those individuals it judges suitable.

- h) Preparation of whatever documents need to be approved by the General Assembly.
- i) Consideration of or decisions on any matter within the Platform's scope or interest that is not legally or statutorily the responsibility of the General Assembly.
- j) In general, all of those activities or agreements that are beneficial to the Platform that must be reported to the Assembly.
- k) Interpretation of these Statutes.
- l) Joining national and international entities.
- m) Creation of delegate commissions.
- n) Hiring of the personnel needed for the Platform's activity to be carried out.

Article 30.- Board of Directors functions

The Board of Directors shall meet at least once each quarter or upon the decision of the Chairman himself/herself or upon the request of twenty percent of its members. Although the position of board member is not held on an individual level, when a board member cannot attend a meeting the organisation shall delegate representation to the substitute as per the provisions of Article 10 of these Statutes.

The convening of meetings, which shall always include the corresponding agenda, shall be done by the Chairman of the Board of Directors or the person the Chairman delegates the task to, with adequate advance notice. The Chairman is responsible for drawing up meeting agendas, upon the recommendation of the Secretary. The latter shall take into account, where applicable, the requests of the other members. The Platform's Manager or other paid staff may attend the Board of Director meetings with the right to participate but not to vote.

When deemed suitable by the Board of Directors or Chairman, persons not belonging to the Board may attend its meetings in an advisory capacity.

Board of Director positions are unsalaried, without prejudice to the right to reimbursement for the expenses incurred by performance of member functions if they are approved and duly documented.

Article 31.- Permanent Commission

A Permanent Commission shall exist, made up of the officers of the Board of Directors and two representatives designated by the Board of Directors and, where applicable, revoked by it. The functions of this Permanent Commission are:

- a) To advise the Chairman on decisions to be made.
- b) To monitor and, where applicable, carry out the decisions adopted by the General Assembly and the Board of Directors.

Article 32.- Functions of the Chairman

The following are the Chairman's functions:

- a) Represent the Platform.
- b) Convene and lead government body meetings.
- c) Approve payments made with the Platform's funds.
- d) Authorize government body meeting minutes by signing them.
- e) Monitor the carrying out of the resolutions adopted by the government bodies.
- f) Sign contracts in the Platform's name, grant power of attorneys to third parties, take action and file pleas before ordinary and special legal bodies, accept donations, bequests and inheritances, accept endorsements, receive subsidies and perform any other similar action in the interest of the Platform's purposes.
- g) Enforce due compliance with the Statutes.
- h) Any other matter of interest relating to execution of the Statutes.

Article 33.- Functions of the Vice-Chairmen

In the event of the Chairman's absence, vacancy or illness he or she will be substituted by one of the Vice-Chairmen, upon the Chairman's recommendation. If this is not possible, the Board will designate a new Chairman.

Article 34.- Functions of the Secretary

The following functions correspond to the Secretary:

- a) Writing the government body minutes, which shall be signed together with the Chairman.
- b) Issuance of certifications and testimony from individuals on the abovementioned minutes, with the approval of the Chairman.
- c) Custodian of the minutes book.

Article 35.- Functions of the Treasurer

The Treasurer is responsible for:

- a) Acting as custodian of the Platform's funds.
- b) Authorizing with his or her signature the payments that must be made in the Platform's name.
- c) Being responsible for the account books corresponding to treasury operations.
- d) Issuance of a report on the Platform's economic and financial affairs.
- e) Preparation of the budget accounts and balance sheets.
- f) Preparation of the Platform's annual budget projects, ordinary and extraordinary, for submission to the Board of Directors and the General Assembly.

CHAPTER V

ON CHALLENGING RESOLUTIONS

Article 36.- Challenges

1. Challenges made with respect to meeting announcements for either the Platform's General Assembly or its Board of Directors can be made prior to the meeting dates when the challenge involves questions related to the announcement itself or matters proposed in the agenda. Unless the Chairman deems that errors or flaws exist that justify the cancelling of the event, the challenges must be resolved at the beginning of the meeting.
2. Board of Director resolutions can be challenged before the board itself a maximum of fifteen days from reception of the minutes in which the resolution is reflected. Individuals present will dispose of the same amount of time as long as they expressly dissented from the majority opinion.
3. Without prejudice to the challenges, the resolutions adopted by the General Assembly and the Board of Directors are enforceable unless those bodies agree to suspend them.

Article 37.- Appeals

1. The resolutions adopted by the Board of Directors settling challenges can be appealed to the General Assembly within a period of fifteen days.
2. Challenges to decisions made by the General Assembly, including those that resolve challenges to Board of Directors resolutions shall be substantiated before the courts of ordinary jurisdiction in the manner and timeframe stipulated by law.

Article 38.- Internal regulations

The Board of Directors shall draw up Internal Rules and Regulations that must be approved by the General Assembly.

CHAPTER VI

ON ECONOMIC AND FINANCIAL MATTERS

Article 39.- Financial resources

The Platform's financial resources shall consist of:

- a) The returns on its assets
- b) The fees paid by members
- c) Its property, goods and chattels
- d) Subsidies, donations, grants, legacies and inheritances
- e) Any other contribution obtained to be dedicated to the achievement of its purposes.

Article 40.- Fees

The fees are as follows:

- a) Ordinary annual fee, which shall be determined by the Board of Directors.
- b) Extraordinary fees, whose quantity and conditions shall be determined by the General Assembly when circumstances require.

Article 41.- Fee payment

All fees must be paid within one month from the approval of the corresponding annual budget or by the end of the period established, in the case of extraordinary fees.

The Board of Directors can decide on disciplinary measures for those members who have not paid their fees within the period of time stipulated or without justified cause. Likewise, those members that have not paid their fees for the previous year shall lose their right to vote at the General Assembly.

However, the Board of Directors can grant moratoriums or waive fee payment partially or wholly in cases where the circumstances make this advisable. This decision must be communicated at the next General Assembly held.

Article 42.- On the budget and annual accounts

The budget and annual fiscal year shall coincide with the calendar year. The budget for income and spending, drawn up according to the provisions of articles thirty-five and thirty-eight, shall be presented to the Board of Directors which, once it has studied it, will present it to the General Assembly for its subsequent approval.

A similar procedure shall be followed with regard to the balance sheet and profit and loss statements.

CHAPTER VII

MODIFICATION OF THE STATUTES

Article 43.- Modification procedure

The present Statutes can only be modified or replaced by virtue of the decision of a Special General Assembly, adopted upon the recommendation of the Board of Directors or based on requests formulated by at least half of the votes corresponding to Platform members plus one, explained in written form and addressed to it in the second case, or by a decision of the Board, with the same majority, in the first case.

A resolution by the Special General Assembly must be adopted by a majority of two-thirds of the members present and represented.

CHAPTER VIII

DISSOLUTION AND LIQUIDATION

Article 44.- Dissolution

The Platform can be dissolved under the circumstances stipulated in the laws in force.

When the decision corresponds to the General Assembly, it must be made at a special session and the resolution must be approved by a majority vote of two-thirds of the members present.

Article 45.- Liquidation commission

Once the Platform's dissolution is decided on by the General Assembly or, where applicable, by legal authorities, the Board of Directors, constituted as a liquidation commission, shall proceed to liquidate the Platform's assets.

The Board of Directors can delegate this function to three or more commissioners chosen by the Board from among the associates.

Article 46.- The General Assembly in a period of liquidation

During the liquidation period, the General Assembly shall maintain its full powers and the authority it had prior to the dissolution decision.

Article 47.- Distribution of the resulting assets

Upon termination of the liquidation, once the corresponding obligations have been met, the goods or resulting financial resources shall be assigned by decision of the Liquidation Commission to one or more public or private institutions or facilities dedicated to socially disadvantaged groups, in accordance with applicable law.

TRANSITIONAL PROVISIONS

First.- With regard to the provisions of Article 27, the approval of these Statutes determines the beginning of the statute of limitations indicated in it.

Second.- The Internal Rules and Regulations mentioned in Article 38 shall be elaborated within twelve months of the approval of these Statutes.

These statutes have been written including the modifications agreed upon in the Platform's Assembly of 18 December 2008.

In witness whereof and for such purposes as may arise, signed:

Mr. Luis Martín Pindado
Secretary

Mr. Juan Lara Crevillén
Chairman

THE CORRESPONDING REGISTRATION HAS BEEN MADE FOR THE ORGANIZATION NGO SOCIAL ACTION PLATFORM, REGISTERED UNDER GROUP 1 SECTION 1 NATIONAL NUMBER 166805. THE DOCUMENTATION HAS BEEN DEPOSITED IN THE NATIONAL ASSOCIATION REGISTER.

Madrid, 09/03/2009

HEAD OF THE ASSOCIATIONS AREA

CARLOS MARTÍNEZ ESTEBAN