

# Statutes of the RehabiMed Association (2023)

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## **PART I**

### **The Association in general**

#### **Art. 1 – Formation**

The creation of a non-profit making Association named RehabiMed, formed in Barcelona and governed by the Law 4/2008 of 24 April, from the third book of Civil Code of Catalonia regarding legal entities, the Organic Law 1/2002 of March 22, regulating the right of association and its statutes.

#### **Art. 2 – Duration and dissolution**

The Association has been set up to run for an unlimited period.

The Association may be dissolved at any time, in the case of the following conditions:

- A decision by at least two thirds of those present, in the event of a Special General Assembly.
- If it is foreseen that the Association cannot achieve its aims with the means at its disposal.
- For reasons determined by the Civil Code.
- A Judicial sentence
- The merging together with another Association with a similar purpose.

When the decision is taken by the General Assembly to dissolve the Association a liquidation commission consisting of three (3) members appointed during said session. The commission is responsible for liquidating the assets of the Association, taking decisions and implementing actions necessary for the payment of debts owed by the Association. If, after having settled the debts of the Association, it still has funds available, the commission members would give to any Associations that have a similar purpose and which have demonstrated sufficient solvency and seriousness in their activities.

#### **Art. 3 – Head office**

The Head office is located in Barcelona in the EPSEB (Escuela Politécnica Superior de la Edificación de Barcelona), at the following address: Avda. Dr. Marañón, 50, 08028 Barcelona, Spain.

#### **Art. 4 – Purpose of the Association**

The purpose of the RehabiMed Association is to promote rehabilitation of the existing building stock and sustainable development in Europe and Mediterranean.

To achieve its purposes, RehabiMed carries out projects and activities that enable the following:

- To stimulate research and training on rehabilitation, sustainability and enhanced value of the maintenance of the current building stock through a network of International experts.
- To broadcast a working multidisciplinary methodology for the rehabilitation and maintenance of buildings, with respect to legislation, management and building techniques.
- To create synergies between all the parties involved in the process of rehabilitation, revitalisation and sustainable urbanism.

- To increase the management capacity of local and regional authorities in sustainable urban regeneration.
- To contribute to the improvement of the living conditions of a wide range of the population by the rehabilitation and renewal of their accommodations.
- To provide technical assistance for developing NGOs in their activities connected to the renewal of the building stock.
- To encourage: the inventory of, the evaluation of, and subsequent revitalisation of places of historic interest; and the sustainable rehabilitation of buildings.
- To enhance mutual understanding and dialogue between cultures, generations and genders by the preservation of common historical and cultural architectural heritage identity.
- To stimulate awareness on behalf of the general population about the importance of safeguarding the architectural heritage as a factor of sustainable development.

### **Art. 5 – Geographical Scope**

The RehabiMed Association will exercise its Associational activity in Catalonia, from its head office in Barcelona, where its administrative bodies will be. However, RehabiMed Association will carry out its objectives and activities in Catalonia, in Spain, in Europe and in the Mediterranean countries. It has also an international scope in relation with competent international Organisations.

## **PART II**

### **Members**

#### **Art. 6 – Conditions for membership**

Those who may be a member of the RehabiMed Association are: all people or legal entities whose professional activities or otherwise make them apt to achieve the purposes and objectives of the Association defined in Article 4. 4. The categories of the members are: Individuals, Institutional and Benefactors.

- a) Individuals members are professionals' experts in some one of the cultural heritage fields.
- b) Institutional members are public and private entities, working in some one of the cultural heritage fields
- c) Benefactors members are people, entities and companies who want to support to achieve the objectives established at the article 4.

#### **Art. 7 – Subscription**

The person or legal entity who wishes to be a member of the Association, for each one of the categories, have to apply to the Governing body and follow the established procedures at the Internal Rules.

The agreement of the Governing body is transmitted to the applicant and the decision is irrevocable. The Association prohibits all forms of discrimination

#### **Art. 8 – Representation and vote of the members<**

All persons or legal entities forming part of the RehabiMed Association have one (1) vote in the General Assembly.

Legal entities that are part of the RehabiMed Association will be represented in the Association by a single person in the General Assembly.

#### **Art. 9 – Loss of membership**

Membership is lost by:

- Voluntary resignation, by written statement to the Governing body.
- Death or declaration of absence, in the case of natural persons.
- Dissolution, in the case of legal entities
- For not justified non-payment of the established fees, considered by the Governing body. Prior notice and payment requirement.
- Decision adopted by the Governing body, for serious acts and conducts of any member who violates the aims and objectives of the Association. The defendant will previously have been invited to exercise their right to defence in front of the General Assembly or the Governing body in accordance with established disciplinary procedures and statutory regulations

#### **Art. 10 – Members' rights**

Members of the RehabiMed Association have the following rights:

- To take part in activities organized by RehabiMed in accomplishing its goals.
- To enjoy all the advantages and benefits that RehabiMed can provide.
- Access to the RehabiMed bibliography and to the technical documentation concerning activities and RehabiMed projects.
- Use the logo of the Association on their professional activities, as RehabiMed member.
- To participate in the General Assembly with voice and vote.
- To elect the persons to positions of the different bodies of the Association, and to present his/her candidature themselves to positions for which they are eligible, following the established procedures at the Internal Rules.
- To receive information on decisions adopted by the RehabiMed's bodies.
- To make suggestions to the Governing body's members in order to improve the carrying out of RehabiMed's goals.

#### **Art. 11 – Members' obligations**

RehabiMed's members have the following obligations:

- To respect these statutes and the decisions of the General Assembly and the Governing Board.
- To pay the annual subscription fixed by the General Assembly. In the case of legal entities, contributions to the annual subscription must be approved by the competent government bodies.
- To participate actively in achieving the Association's goals.
- To fulfil obligations relating to charges they hold in the Association.

### **PART III**

#### **The administrative structure and governance**

##### **Art. 12 – Administrative bodies of the Association**

Administration bodies of the RehabiMed Association are the General Assembly and the Governing Body.

### **Art. 13 – The General Assembly**

The General Assembly (G.A) is the supreme body of the RehabiMed Association formed by all the members of the Association.

### **Art. 14 – Composition and running of the General Assembly**

The General Assembly may be convened in ordinary or special sessions, in face to face, online or mixt format.

– As compulsory, the Ordinary General Assembly meets up once a year at the place and format designated in the convening.

– The Special General Assembly is convened by decision of the Governing body as many times as deemed necessary or can be convened by writing and has to be signed by at least 10% of members, who have to specify the issues to deal with. In this case, the General Assembly must be held within thirty (30) calendar days from the request.

– The convening, both in ordinary or special sessions, is made by e-mails, at least fifteen (15) Fifteen calendar days in advance, will be in writing stating the place, date and time that the meeting be held and topics that will be discussed.

– 10% of members can solicit the governing body to include in the agenda, one or more subjects to deal with. In the case that the General Assembly has been already convened, they can do it so within the first third of the period between the reception of the convening and the date planed for the celebration of the Assembly.

The Chairman and the Secretary of the General Assembly are members who perform these same functions within the Governing Body or replace them, in accordance with the statutes.

Members may attend the sessions of the General Assembly physically, from afar or by being represented. When the General Assembly is in session, it does not matter how many participating members are physically present, or represented or participating from afar.

Decisions of the General Assembly are taken by a simple majority of members present, except the topics for which the Statutes require a qualified majority.

The General Assembly can only adopt decisions that have been previously included in the agenda, except if one has been formed of a general nature or if the decisions would imply a convening of new General Assembly.

The Secretary draws up the minutes of every meeting, to be signed by the Secretary and the Chairman. The minutes are read and approved during the following General Assembly.

### **Art. 15 – Functions of the General Assembly**

The functions of the General Assembly are the following:

- To approve budgets, to administer the Governing Body and the annual accounts of the Association.

- To approve the modification of the legal statutes. The decision of modified Statutes has to be taken by the General Assembly in special session, by the majority of two third of votes of members that participate. Added to the convening of the special

session of the General Assembly, the proposition of Statutes modification has to be delivered to all members before the vote.

- To elect every 4 years the members who have a seat in the Governing Body or if necessary, their dismissal.
- To set the rates of subscription and the rest of the financial contributions of the members.
- To approve the internal rules and regulations
- To develop strategies and policies to be followed to achieve the best realization of the purpose and objectives of the RehabiMed Association.
- To encourage the exchange of experiences among members.
- To allow transformation, merging, scission, or dissolution of the Association.

#### **Art. 16 – Governing Body**

The Governing Body is the executive and legal representation of RehabiMed elected by the General Assembly. Its competences are expanded to all acts necessary to achieve aims of the Association and are subjected to the Law, the legal Statutes and the General Assembly's decisions.

#### **Art. 17 – Composition and running of the Governing body**

The Governing Body will be formed by a Chairman, a secretary and a treasurer and a maximum of ten (10) other members.

The Governing Body has a mandate to implement its functions of 4 renewable years.

All persons forming the Governing Body must be members of the Association and must be up to date with the payment of subscription and to have the fulfilment of their rights as members. Exercising of duties of Governing Body is free.

The Governing Body members may cease their functions before the end of their mandate, for the following reasons:

- Death or declared missing in the case of natural persons.
- Dissolution, in the case of legal entities.
- Inability or unfitness to act.
- Voluntary withdrawal, notified in writing to the Governing Body.
- Dismissal agreed by the Special General Assembly.
- Any reason established by law or the Statutes.

The vacancies in the posts of Chairman, secretary and treasurer of the Governing Body should be covered in the first session of the General Assembly to be held. Meanwhile, functions will be covered temporarily, in accordance with the provisions of these Statutes.

The Governing Body, convened by the Chairman or the person who replaces him or her, meets as often as the Chairman deems necessary for achieving the Association's objectives or upon request by more than half of its members.

For the Governing Body to be properly formed, and for decisions to be taken, it is necessary that at least 25% of members participate and in any case the participation of the Chairman, the Secretary or the persons who replace them is required. The members serving on the Governing Body may participate in meetings from afar

through a videoconferencing system or similar, depending on the technology or can be represented by another Governing Body member.

Decisions are taken by a simple majority of votes and in case of tie, the Chairman's vote counts double.

The decisions of the Governing Body are transcribed in the digital minutes book, and must be signed by the Secretary and the Chairman. The minutes of each meeting are approved at the next meeting.

#### **Art. 18 – Functions of the Governing body**

The Governing Body has the following abilities:

- To represent, to run and administer the RehabiMed Association in the wider way that is recognised by Law; therefore, implementing the decisions taken by the General Assembly, in accordance with rules, instructions and guidelines of the General Assembly.
- To give its agreement to the appearance before a public body, exercising any kind of legal action and in such a case, supplying the appropriate resources.
- To convene the General Assembly in ordinary or special sessions.
- To prepare and to submit to the General Assembly annual budgets of the Association and the annual settlement of accounts and management report.
- To manage and to administer Association's resources respecting the annual budgets approved by the General Assembly
- Open checking and savings account in any credit or savings institution and use the funds of these deposits.
- To acquire, to borrow, to retain and to use, on behalf of the Association, the funds necessary to achieve the objectives set out in the legal statutes; to accept donations and bequests.
- The Governing Body may establish committees and working groups.
- Hire employees that the association may have.
- To record the establishment of Territorial Delegations, agree their composition, verify the conformity of their legal statutes to those of RehabiMed and ratify any changes, and to control and coordinate their activities.
- Any other abilities that are not assigned explicitly to a General Assembly or that has been expressly delegated to it.

#### **Art. 19 – Chairman's functions**

The Chair of the Governing Body is also Chair of the Association and exercises the following functions:

- To run and to represent legally the Association and act on its behalf.
- To execute decisions taken by both the General Assembly and by the Governing Body.
- To convene the General Assembly and the Governing Body.
- To chair and to conduct the meetings of the General Assembly and the Governing Body.

- To conform and to sign the minutes of meetings of the General Assembly and the Governing Body, as certificates written by the Secretary.
- Open current accounts and other bank deposits of the Association.
- To have and to sign the necessary documents for the movement of the Association's funds, either in conjunction with the Secretary or the Treasurer.
- Any other function of the post as well as all those delegated to it by the General Assembly or the Governing Body and any specific functions that are not attributed to another post of the Governing Body.

In case of vacancy or absence of the Chairman, his duties will be assumed by the Treasurer, by an elected member of the Governing Body, or by the one who longest exercised the post, or, as a last resort, the oldest one.

#### **Art. 20 – Secretary's functions**

The Secretary's functions are:

- To prepare the meetings of the Governing Body and the General Assembly.
- To keep documentation of the Association.
- To manage the Register of the members, which includes surnames, names, the entity represented in the case of legal entity, national identity document, occupation, residence and, when appropriate, functions of representation, execution and administration which are exercised by the members within the Association indicating the dates of entry and exit, takeover and cessation of functions mentioned.
- To write and sign, with the Chairman, the minutes of meetings of the General Assembly and the Governing Body.
- To issue and sign certificates, with the agreement of the Chairman.
- To give to the competent legal authority the documentation required and any other documentation specified by the Governing Body.
- To have and sign the necessary documents for the movement of funds of the Association, without distinction with the Chairman or the Treasurer.
- And any other function assigned to it by resolution of the Governing Body or by the Chairman.

In the absence of the Secretary, he/she will be replaced by the Chairman or the Treasurer, by an elected member of the Governing Body, or by the one who longest exercised the post, or, as a last resort, the oldest one.

#### **Art. 21 – Treasurer's functions**

The Treasurer has the following role:

- To be in charge of the financial management of the Association.
- To keep and monitor the funds of the Association.
- To elaborate and submit to the Governing Body reports on the settlement of annual accounts and annual budget for submission to the approval of the General Assembly.
- To collect subscription and other inputs, to sign receipts and others documents of treasury.



- To order the payments approved by the Governing Body.
- To have and sign the necessary documents for the movement of the Association's funds, without distinction with the Chairman or the Secretary.
- To manage the account books and formulate corresponding tax declarations in accordance with current legislation.
- Any other function defined by the Governing Body.

In the absence of the Treasury, he/she can be replaced by an elected member of the Governing Body.

## **PART IV**

### **Pursuit of activities abroad**

#### **Art. 22 – Territorial Delegations**

A Territorial Delegation of RehabiMed can be set up in several places in accordance with the respective national laws that apply.

#### **Art. 23 – Recognition in other countries**

The Governing Body is empowered to take any steps it deems appropriate to provide RehabiMed legal status in the area where it exercises its activities.

## **PART V**

### **The economic regulations**

#### **Art. 24 – Assets of the Association**

RehabiMed Association has no initial assets.

#### **Art. 25 – Budget**

The Association elaborates annually its regular budget for each calendar year, including all revenue and expenditure submits to General Assembly approval. Extraordinary budgets will be formulated when exceptional circumstances arise rendering it necessary.

In the event that the General Assembly fails to approve the regular budget from one year and without the likelihood of subsequent approval, the Association would function temporarily with the previous year's budget, understood to be extended for the same purpose.

The financial year coincides with the calendar year and ends on December 31.

#### **Art. 26 – Economics resources**

The funds provided for development of the goal and objectives of RehabiMed are the following.

- Membership subscription and other financial contributions of the members.
- Subsidies from public bodies, or individuals.
- Bequests or legal donations from members or third persons.
- Income from the development of the activities of the Association.

- Income that may result from the signing of contracts with administration, institutions or companies for the development of the activities of the legal statutes.
- Properties and rights generated by any assets of the Association.
- Other legal resources.

#### **Art. 27 – Fees**

All members of the Association are required to sustain it financially, through periodic or temporary fees, in a way and proportion that determines the General Assembly upon suggestion by the Governing Body.

In justified cases, upon request, the Governing body can apply a reduced fee

### **PART VI**

#### **Internal discipline**

##### **Art. 28 – Disciplinary procedure**

The Governing Body may punish acts made by members that do not respect the obligations related with the Association.

Such infringements can be characterized as minor, serious and very serious, and penalties can range from a reprimand to expulsion from the Association, as provided in the internal regulations.

The disciplinary procedure is initiated directly or following a complaint or communication. The Governing Body, following an agreement to initiate the procedure, appoints this responsibility to one of its members, who prepares a document proposing sanctions, to be handed out within fifteen (15) calendar days after hearing the person concerned, giving them the chance to elaborate arguments and provide evidence considered appropriate to defend themselves. The Governing Body makes the final decision, which must be justified and approved by two thirds of those attending the meeting and must be notified to the person concerned.

If the case is deemed serious or very serious by the Governing Body, then the persons concerned may have recourse, if the internal regulations allow it, to present a defence to the General Assembly.

### **PART VII**

#### **Languages**

##### **Art. 29 – Working languages**

RehabiMed adopts as official languages all the languages of its members and territories where is working.

*NB : This text is a translation from Spanish of the Statutes of the Association, which is the only official version.*