

## ASSOCIATION OF MEDITERRANEAN MARITIME MUSEUMS

### STATUTES

#### CHAPTER I - DENOMINATION, PURPOSE, ACTIVITIES AND DURATION

**Article 1** - An association with full legal capacity is hereby created with the name of Association of Mediterranean Maritime Museums (AMMM), which shall be governed by these Statutes and these shall be applicable according to Spanish national law 1/2002, of March 22<sup>nd</sup> and complementary regulations.

**Article 2** - The Association shall have an independent legal status and enjoy full capacity to purchase, own, administer, record, mortgage and alienate all type of assets, with full capacity to dispose of the same, execute and enter into agreements and contracts, assume obligations and appear before all kind of State Agencies, Autonomous Communities, Provinces, Municipalities, Autonomous Entities, Courts and Tribunals or private parties.

**Article 3** - The Association shall be created in the form of a non-profit organisation and its purpose shall be to support, promote and foster the activities of the Maritime Museums of the Mediterranean Basin. To such end, the Association shall work to fulfil the following objectives:

1. To guarantee the preservation of Maritime History and Culture and that their interpretation shall follow professional standards of quality in relation to collections, heritage and ships as well as to projects.
2. To improve professional standards and promote research into issues relating to maritime heritage and maritime history.
3. To ensure that the Maritime Heritage is preserved.
4. To foster co-operation between member institutions in the fields of research publications, exhibition, conservation and social awareness.
5. To promote, wherever possible, legislation favouring the realisation of the aforesaid goals.
6. To promote diffusion of maritime museums, their actions, programs and activities related to the safeguard of maritime heritage and culture.
7. Moreover, the Association shall work to fulfil the objectives of the *International Congress of Maritime Museums* (ICMM), the ICOM, and the UNESCO and shall act as an advisory board these organisations, if necessary.

**Article 4** - The Association formally declares that it will respect and abide by constitutional principles and Law. The Association will operate in accordance with the following principles:

- a. Social responsibility. The Association will comply with its mission and duties according to members' responsibility towards maritime heritage and culture of the Mediterranean Sea, for the benefit of society.

- b. Equality. The Association has a democratic and plural nature. All its members share the same equality conditions, without any restriction of rights, freedom and opportunity due to social, economical, political, ideological, race, sex or beliefs reasons.
- c. Solidarity. The Association rules its actions on the basis of mutual help among members.
- d. Cooperation. The Association promotes cooperation between members and with third parties; shares information and opportunities that arise in the social and cultural scene; it manages cooperative mechanisms and the fulfilment of alliances in order to increase representative and visibility, as well as a better communication with the private and public, local, regional, national and international sectors.
- e. Mobility. The Association promotes mobility between members, so that their representatives and their programs can be present wherever activities and programs, -which strengthen the Association and its objectives - take place.
- f. Participation. Members have the right to participate in the institutional life of the Association, by participating in different committees or representing the Association in different events.

**Article 5** - The Association is hereby constituted for an indefinite period of time, and can be dissolved at any moment if so decided by the Extraordinary General Assembly, convened to such end, in accordance with Article 32 and 33 of this statute.

## **CHAPTER II - DOMICILE AND SCOPE**

**Article 6** - The headquarters of the Association shall be located in the *Consorti de les Drassanes Reials i Museu Marítim de Barcelona*, Avinguda. de les Drassanes, s/n, 08001 Barcelona, Spain, an entity that ensures the operation of the Association; and offers juridical and administrative support for the good management of the Association. This domicile may be changed by agreement of the Executive Committee, ratified by the Assembly.

**Article 7** - The scope of the Association shall be international.

## **CHAPTER III - MEMBERS. RIGHTS AND OBLIGATIONS**

**Article 8** – The Association is formed by two categories of members: Full members and Affiliate members.

Full members, following previous admission by the Executive Committee, must pay the annual membership fee established by the General Assembly.

To qualify as Full member one of the following categories must be fulfilled:

1. Any non-profit-making entity constituted in accordance with Law and organised as a Maritime Museum, maritime eco-museum; cultural institution whose objective is to safeguard and diffuse the maritime heritage of the Mediterranean and the Black Sea States; and international thematic associations of maritime heritage and culture, who include the Mediterranean Sea as one of their actions lines.
2. Full members may also be permanent museums which are not strictly maritime in nature, but which are constituted and organised as maritime and which develop part of their activities in the field of maritime heritage and are non-profit organisations.

To become a Full member of the Association, a written application and documentation that guarantees its legal status must be submitted to the Executive Committee, which shall resolve the application at its first meeting and communicate its decision to the first General Assembly held thereafter.

**Article 9** - Full members shall be entitled to:

1. Attend the meetings of the General Assembly, having voice and one vote in such meetings.
2. Elect or be elected to positions of representation or to exercise management functions.
3. Exercise the representation conferred upon them in each case.
4. Intervene in governance and management, services and activities of the Association according to legal and statutory rules and provisions.
5. Request and obtain reports regarding the administration and management of the Executive Committee or the Association's executives.
6. Expound to the Assembly and the Executive Committee everything which they may consider as a contribution to better fulfil the life of the Association and work more efficiently towards its basic social goals.
7. Receive information about the activities of the Association.
8. Perform one of the common services which the Association may establish or have at its disposal.
9. Join workgroups.
10. Possess a copy of the bylaws.
11. Nominate Honorary full members.

**Article 10** - There may also be Honorary full members appointed, personally, by the General Assembly in recognition of their continued and extraordinary work in support of the Association's programmes and activities, on the recommendation of the Executive Committee.

Honorary full members shall be entitled to have voice and voting rights at all meetings and other activities of both the General Assembly and the Executive Committee.

In case that the entity which the Honorary full member represents is elected for a management position, the Honorary full member will temporarily renounce his/her right to vote, until the entity ends its management position period.

They shall also enjoy the rights established under Article 9 hereunder, except numbers 2 and 3.

**Article 11** – In the same way may be enrolled Affiliate members. Affiliate members may be natural or legal persons, with non-profit aims, having applied to the Executive Committee and not meeting the necessary requirements to become a Full member. Applications for the status of Affiliate member shall be sent together with a recommendation letter of a Full member.

To become Affiliate members it is necessary to meet the aforesaid conditions, to be admitted by the Executive Committee, and to pay yearly the membership fees established by the General Assembly.

They shall be entitled to participate in the meetings, conferences and activities of the Association together with Full members, but they may not vote nor be elected to the Executive Committee or to executive positions. They shall also enjoy the rights established under Article 9, numbers 6 through 10, hereunder.

For the purpose of information only, individuals or groups belonging to the following categories may become Affiliate members:

1. Entities that manage Mediterranean maritime collections, but are not formally constituted as museums; or cannot fulfil the Full member conditions.
2. Local associations that develop actions in favour of the preservation of historical and traditional vessels; or, in general, of maritime heritage and culture in the Mediterranean area.
3. Scientific organisations -oceanographic, marine-biological and other organisations and institutions whose interests are not directly related to the preservation of maritime heritage and culture.
4. Educational institutions which are committed to any of the fields related to maritime preservation, including studies relating to history, humanities, social sciences, marine preservation and/or archaeology, ethnology, maritime education/training, ship-building and -preservation, both for regular students and postgraduates.

**Article 12** - The members' duties are to observe and abide by the Bylaws and the agreements adopted by the Executive Committee and the General Assembly, co-operate in the fulfilment of the aims of the Association, and punctually comply with the membership fees as established.

**Article 13** - Full members shall lose their membership status as a result of the loss or expiry of the conditions established under Article 8 of this Bylaw; by voluntary resignation, which must be notified in writing to the Executive Committee; or by failure to pay any of the fees established during a period in excess of six months following the first notice of payment; or any other non-fulfilment or breach of the statutory obligations; or by agreement of the General Assembly adopted with a number of votes equal to two-thirds of those in attendance.

## **CHAPTER IV- GOVERNANCE AND ADMINISTRATION**

**Article 14** - The governing bodies of the Association shall be the General Assembly and the Executive Committee.

**Article 15** - The General Assembly shall be comprised of all the Full members present or represented by proxy. It is the supreme body of the Association, having full power for the governance of the same, especially to elect, dismiss and replace members of the Executive Committee; to control the activity and management of the Executive Committee; to approve income and expense budgets and accounts, the balance sheets and account statements of each fiscal year, and the annual report of activities; to determine membership fees of the Association; to designate auditors to review accounts; to amend or modify the Bylaws; to dissolve and liquidate the Association and establish the general procedures that may allow it to adequately pursue the objectives of the Association.

The powers listed in this Article are for the purpose of information only, and do not represent any limitation whatsoever to the broad powers of the General Assembly.

**Article 16** - The General Assembly may be Ordinary or Extraordinary. The Ordinary General Assembly shall meet at least once a year, and the Extraordinary General Assembly shall be convened whenever so agreed by the Executive Committee or requested by a number of Association members representing at least 30 percent of the total membership.

The call for any such General Assembly meeting shall be made by the Executive Committee by means of written notice to the members of the Association individually, not less than three weeks in advance of the scheduled date of the General Assembly.

The Agenda for the General Assembly meetings must perforce include the issues subscribed by each workgroup, provided that they have previously been notified to the Executive Committee.

The General Assembly shall be deemed to be validly constituted at first call when the majority of the members are present or represented, and at second call irrespective of the number of members present.

All agreements must be adopted by a simple majority of the votes of the members present or represented at the General Assembly.

The positive vote of one-third of the members present or represented at an Extraordinary General Assembly shall be required for the disposal or alienation of the assets, the severance of members of the Executive Committee, of Full members, Honorary and Affiliate members and delegates. Moreover it shall be required for modifications to the Bylaws as well as for dissolution of the Association.

The meetings of the General Assembly shall be presided over by the President of the Association. Should the President be absent, he or she shall in such event be substituted by the Vice-President or the member with the greatest seniority. The Secretary of the General Assembly shall be the acting Secretary of the Executive Committee.

The Secretary shall draft the Minutes of each meeting along with an excerpt of the deliberations, the text of the agreements adopted, and the numerical result of the votes.

The agreements of the Assembly, validly adopted, shall be compulsory for all members and shall be recorded in the Association's Book of Minutes. The Minutes shall be signed by the President and Secretary.

The Minutes of the previous meeting shall be read at the beginning of each General Assembly and shall be submitted for the General Assembly's approval or amendment. In any case, the Minutes and any other documentation shall be available to the members at the headquarters five days before the date of the General Assembly.

**Article 17** - The Executive Committee is the governing and executive body of the Association and shall be composed of a President, two Vice-Presidents, a Secretary, a Treasurer and the Committee members deemed necessary according to the development of the Association, with a minimum of two and a maximum of four Committee members.

The members of the Executive Committee shall be appointed by the General Assembly. In any case, if several candidatures are submitted, the election shall be done by a relative majority of those members present or represented. No more than two persons from any full member museum may be members of the Executive Committee.

Candidacies shall be open, i.e. any member of the Association may submit a candidacy without it being necessary to include as many names as there are positions to be assigned, and the candidates receiving the largest number of votes shall be elected President, Vice-President, Treasurer, Secretary and Committee members, in this order.

Exercise of such positions shall be free.

Management positions, which number shall be equal to half plus one of the Committee members, shall have tenure of four years, and may qualify for re-election for a maximum of eight years continuously. The rest of the Committee will renew every four years.

**Article 18** - Termination before the completion of the mandatory term may arise as a result of:

- a) Voluntary resignation submitted by means of a written notice providing the reasons for such resignation.
- b) Illness incapacitating the person in question for the exercise of the position.
- c) Expiry of membership in the Association.
- d) Sanction or penalty imposed by reason of a violation committed in the exercise of the position, by agreement adopted with the favourable vote of two-thirds of the members present or represented at the Extraordinary General Assembly.

Vacancies on the Executive Committee shall be filled at the first General Assembly held thereafter. The foregoing notwithstanding, the Executive Committee may, until the holding of such a General Assembly, provisionally appoint an Association member to exercise the vacant position.

**Article 19** - The Executive Committee, previously convened by the President or by the person acting on behalf of the President in his/her stead, shall meet in Ordinary sessions as decided by its members, and in any case, at least once a year.

The quorum of the Executive Committee shall be formed by 4 of its members. In every case, the attendance of the President or Secretary, or the persons assigned to replace them, shall be required.

The Executive Committee shall meet in an Extraordinary session when convened as such by the President or when so requested by three of its members.

The Executive Committee shall adopt all agreements by a simple majority of votes on the part of those in attendance, attendance at such meetings properly convened being mandatory for its members. However, any absence may be excused by justifiable causes. In such case the member can delegate his participation in another person, with right to voice and vote. The member will communicate the name of the delegated person to the Secretary and President by email, one week previous to the meeting.

The agreements of the Executive Committee shall be recorded in the Book of Minutes. The Minutes of the previous session shall be read at the beginning of each meeting of the Executive Committee for approval or amendment, as the case may be.

**Article 20** - The mission of the Executive Committee shall be to:

- a) Interpret and enforce these Bylaws and to create Regulations.

- b) Direct, administer, and represent the Association in the broadest possible terms as recognised by Law.
- c) Convene and attend the General Assemblies and oversee compliance with the adopted agreements.
- d) Present and submit to the approval of the General Assembly the balance sheet and accounts statement for each fiscal year for its approval.
- e) Draft the annual report of activities and prepare the budgets for the following year, submitting them to the approval of the General Assembly.
- f) Hire personnel which the Association may require.
- g) Inspect the accounts of the Association and ensure that services function normally.
- h) Propose to the General Assembly, as the case may be, the reform of the Bylaws, change of address and territorial scope.
- i) Open current and savings accounts with any credit and/or savings institution, and dispose of the funds of the Association. The signatures of the President and Treasurer shall be registered for use of the checking account. Disposal of funds is determined in Article 26 of these Bylaws.
- j) Establish workgroups to determine the most efficient and effective means to achieve the goals of the Association and to authorise the actions and activities which these groups may plan to undertake.
- k) Nominate the Executive Committee members who shall head each workgroup, on the proposal of the workgroups themselves.
- l) Undertake any and all necessary procedures before public organisations, institutions and other persons, to obtain:
  - 1. Subsidies and other aids
  - 2. The use of premises which may become places of cohabitation and communication, and also a centre for citizens' recovery.
  - 3. Provisionally resolve any case not provided for in these Statutes and report any such cases at the first General Assembly held following such action.
- m) Propose Honorary full members to the General Assembly.

The Executive Committee may delegate one or more of its functions to one or more committees or workgroups if it has the favourable vote of two thirds of its members.

It may also appoint, with the same quorum, one or more delegates to perform the functions conferred upon them by the Board with the functions which it may see fit to transfer to such delegates in each case.

**Article 21** - The President of the Executive Committee, who shall also be the President of the Association, shall have the following functions:

- a) Manage and represent legally the Association, by delegation of the General Assembly and the Executive Committee.

- b) Preside and chair the debates of the General Assembly and the Executive Committee.
- c) Comply with the functions assigned by the Executive Committee and the General Assembly.
- d) Coordinate the implementation of the projects carried out by the Association.
- e) Represent the Association before entities, organisms or public and private events, whenever requested.
- f) Endorse the Minutes and certificates drafted by the Secretary.
- g) Cast the decisive qualifying vote in case of ties.
- h) Establish the convening of meetings of the Executive Committee and of the General Assembly.
- i) In general, adopt the resolutions that he/she may believe being the best for an optimal governance and administration of the Association, reporting any such action to the Executive Committee at the first meeting held thereafter for ratification thereof, the resolution of which shall depend on this validation.

The President may be replaced in the event of absence or illness by one of the Vice-Presidents or a Board member, as determined by the President.

**Article 22** - The Vice-Presidents shall have the following functions:

- a) Replace the President by delegation.
- b) Work together with the President, the Secretary and the other members of the Executive Committee to coordinate the projects of the Association.
- c) Comply with the functions that may be assigned by the Executive Committee and the General Assembly.

**Article 23** - The Secretary shall have the following functions:

- a) Make the follow up of the work programmed by the Association in order to: make sure the tasks assigned to members during the General Assembly are fulfilled; and to make sure that members are integrated within a team, with the will of maintaining the spirit of cooperation and collaboration.
- b) Maintain communication with members and local associations of museums, national or foreign, with the intention of fostering exchange of services and information.
- c) Implement actions assigned by the Executive Committee.
- d) Draw up the Minutes of the General Assemblies and the Executive Committee meetings, and sign them together with the President.
- e) Draft the Agenda of the General Assembly and Executive Committee meetings and coordinate the processes of meeting calls.
- f) Update the Membership Registry, recording the registrations and discontinuations of memberships as they occur.



- g) Keep and safeguard the Books, Documents, Files, Archive and seals of the Association.
- h) Handle the correspondence of the Association.
- i) Issue certifications of competency with the approval of the President.

The Secretary will be a representative of the Consorci de les Drassanes Reials i Museu Marítim de Barcelona.

**Article 24** - The Treasurer shall have the following functions:

- a) Safeguard and control the funds of the Association, as well as the drafting of the budget, the balance sheet and the settlement of accounts.
- b) Handle collections and payments, signing and authorising receipts, cheques, transfers and other similar documents.
- c) Keep the books and financial administration of the Association.

The Treasurer will be a representative of Consorci de les Drassanes Reials i Museu Marítim de Barcelona.

**Article 25** - The creation or constitution of any committee or workgroup shall be proposed by the members of the Association who may wish to form any such committee or workgroup, reporting such wish to the Executive Committee and explaining the activities which they propose to carry out. Members who form a committee or workgroup will be chosen for a period of 2 years and may be re-elected.

The Executive Committee shall approve the constitution of such committees or workgroups, save in the event that four-fifths of the Executive Committee vote against any such proposals. The Executive Committee may directly form committees or workgroups whenever it has the minimum support of two members.

The Executive Committee shall analyse the different committees and/or workgroups, and the person in charge of performing such analyses shall report the detailed findings thereof every three months to the Executive Committee.

## **CHAPTER V - ASSETS AND ECONOMIC REGIME**

**Article 26** - The Association has no founding assets.

**Article 27** - For the pursuit of its goals, the Association shall rely on the financial allocation approved annually within the last third of the previous fiscal year by the General Assembly.

In keeping with the provisions of the foregoing paragraph, the Executive Committee shall draw up an income and expense budget on an annual basis in accordance with a programme of activities, which shall be approved by the General Assembly.

The funding of the Association shall be by means of:

- a) Membership fees.
- b) Voluntary contributions by members.

- c) Third-party, public or private, subsidies.
- d) Donations, inheritances or bequests.
- e) Income from Association assets or other licit income not in conflict with the nature of the Association.

**Article 28** - All of the members of the Association may support it economically by means of voluntary contributions.

**Article 29** - The fiscal year shall coincide with the calendar year, and shall close on December 31st of each year. Prior to such date, the Executive Committee may appoint auditors to perform audits of the annual accounts.

**Article 30** - The signatures of the President and Treasurer shall be registered for use in the current or savings accounts opened with credit or savings institutions.

The signature of the Treasurer and the written approval by the President shall suffice to dispose of the funds.

**Article 31** - The Association shall pay reasonable administrative, travel and per diem expenses to management personnel and members as authorised by the Executive Committee. Per diem allowances shall be established and updated by the Executive Committee.

## **CHAPTER VI - DISSOLUTION AND LIQUIDATION**

**Article 32** - The Association may be dissolved by agreement of two-thirds of the members in a General Assembly convened to such end. It may also be dissolved by the causes indicated by the Article n.39 of Spanish Civil Code and by resolution of the Court Authority.

**Article 33** -

1. On agreement to dissolve the Association, the General Assembly shall adopt the appropriate measures both in relation to the assets and rights of the Association, and regarding the finality, extension and liquidation of any matter pending.
2. The Assembly shall be empowered to elect a liquidating committee provided it may consider it necessary.
3. The members of the Association are exempt from all personal liability. Their liability shall be circumscribed to the obligations that they themselves may have voluntarily undertaken.
4. The net proceeding from the settlement shall be directly handed over to the public or private entity which, in the field of the actions of the Association, has mostly characterised itself by its work in favour of the preservation, promotion and dissemination of the Mediterranean maritime history.
5. The functions of liquidation and execution of the agreements contained in the previous points of this article shall fall within the competence of the Executive Committee, if the General Assembly has not conferred this mission upon a specially designated liquidating committee.

Barcelona, on the tenth of June, two thousand and thirteen.