

Approved English language version

STATUTES FOR THE CLUB INTERNACIONAL D'ANDORRA

Art.1 - INCORPORATION

The "CLUB INTERNACIONAL D'ANDORRA" is a nonprofit making Association.

Art. 2 - REGISTERED ADDRESS

The registered address of the "CLUB INTERNACIONAL D'ANDORRA" is Offices of Servissim, Edifici Rossell - Baixos 1, Av. Sant Antoni 26, AD400 La Massana - the relevant permission having been obtained – and may be moved to another place within the Principality, if the General Assembly so decides.

Art. 3 - AIM

3.1 - The aims of the Club are the following: to guide, organize and initiate meetings and activities of a linguistic, cultural or leisure nature, inside and outside the territory of Andorra, in order to promote friendship between the various nationalities.

3.2 - The Club has no profit making, commercial, religious or political objectives or social demand.

3.3 - The association may carry out economical activities if these fall within its statutory aims and are not be aimed, implicitly or explicitly, at securing economic or financial gains to be shared out among its members.

3.4 - The Club may carry out all legal activities relevant to the purposes of its Statutes, always according to the requirements and conditions of the Law.

Art. 4 - LIFE

The Club shall last indefinitely.

Art. 5 - APPLICABLE LEGISLATION

The Club has its own legal personality and capacity and is based on democratic principles. It is governed by the Law of Associations of 29 December 2000, the Regulations of the Association Register of 1 August 2001 enacted by Decree on 1 August 2001, by these Statutes and by agreements validly taken by its bodies.

MEMBERS

Art. 6 - ADMISSION OF MEMBERS

The "CLUB INTERNACIONAL D'ANDORRA" may be joined by all those who wish to practice and carry out its activities and to promote friendship between the various nationalities.

To become a member of the Club, the person in question must make the relevant application for membership to the Board by filling in a membership application form. Membership shall come into force within a week.

6.1 - CLASSES OF MEMBERS: - Members shall be classified in the following categories:

6.1.1 - Members - Those members who have applied for Club membership and who pay their membership fee.

6.1.2 - Honorary members - This category shall be formed by all those who have given notable service to the Club by a decision taken by the General Assembly on a proposal from the Board with three quarters of the members present at the Assembly being in favor.

6.1.3 - Family members - This category allows a family group to form

part of the Club and join in its activities - on the same conditions as Members, but where the family as a whole is treated as if it were a single Member. If the family membership fee is at least twice the fee for members under Article 6.1.1, then Family members have two votes, and otherwise only one vote.

6.1.4 - Associate members - Members of the "International Singers" Choir that do not wish to be full members of or receive any information about the Club. Associate members have no vote and pay only a nominal fee, the amount of which is fixed by the Board.

6.1.5 - Members resident outside Andorra - Members no longer resident in Andorra may continue their membership on payment of an appropriate annual fee, the amount of which is fixed by the Board, but will not be entitled to any vote.

Art. 7 - CAUSES FOR A CEASING TO BE A MEMBER

Any member may resign from the Club and may not be obliged to remain in it against his will, providing only that if he is not up to date with his membership fee he shall be required to pay this.

Art. 8 - LEGAL SYSTEM

8.1 - Rights of members

8.1.1 - All members of the Club, other than those limited or excluded by Articles 6.1.3, 6.1.4 and 6.1.5, and always provided that they are current in the payment of their membership fees, shall have the right to:

- a) - Be present, take part and vote at General Assemblies, personally or by proxy.
- b) - Vote in all the other bodies of the Club to which they belong.
- c) - Be elected to the governing bodies provided also that they fulfill the qualifying requirement of being Andorrans or holders of residence permits in Andorra.
- d) - Be informed of all the Club activities through its web site available at www.international-club-andorra.com and any direct communications that may be made to members from time to time at the discretion of the Board and take part in them.
- e) - Be informed of the running of the Club primarily through its web site and especially of the decisions taken by the governing bodies, statement of accounts and Club relations with public authorities and third parties.
- f) - This right may be exercised by requesting the Board for the relevant information or asking questions at General Assemblies.
- g) - Leave the Club. If the member wishing to resign from the Club is noted in the Register as a founder member, he may ask for his resignation to be recorded in the Register.
- h) - Members who have had their vote against a decision recorded in a Minute and those not present in the meeting at which the decision was taken, may legally impugn it if the decision is contrary to the Law of Associations or these Statutes, or if it benefits some members or third parties to the detriment of other members or the interests of the Club, within thirty days of its being taken.
- i) - Members who have impugned a decision may ask the Secretary to make a marginal of this impugning in the Minutes.
- j) - Any member has the right to ask for and obtain within ten days a total or partial copy of the Minutes of meetings of the General

Assemblies and of the Board. These copies shall be certified by the Secretary.

8.2 - Duties of members

8.2.1 - Members of the Club shall have the following general duties:

- a) - To be loyal to the objectives and aims of the Club and act to achieve them.
- b) - To contribute to the maintenance of the Club by means of payment of a yearly subscription fee.
- c) - To respect and comply with the decisions taken by the bodies of the Club.

Art. 9 - MEMBERSHIP FEES

Every member shall pay the annual subscription, the amount of which will be proposed by the Board and approved by the General Assembly. All members shall pay their subscription by a direct debit to the member's bank account within 30 days of its first being presented. The current Board may decide on the payment of additional fees for extra activities, for example for unforeseen expenses. Such additional fees may not also be collected by direct debit but only after the need for such additional fees has been presented to the members in the form of a detailed proposal, clearly stating the reason for these expenses. If these additional expenses do not figure in the budget approved by the previous General Assembly, then they must first be approved by an Extraordinary Assembly of members.

Art. 10 - DISCIPLINARY SYSTEM

10.1 - The following shall be considered serious offenses:

- 1 - Failure to pay the membership fee.
- 2 - If a member indulges in activities opposed to the Club aims.
- 3 - If he has acted in such a way as to harm to the Club.
- 4 - If he has behaved improperly during an activity of the Club.
- 5 - If he has improperly used Club's funds.
- 6 - If his behavior may have given the Club a bad image.

10.2 - These offenses shall be in principle be considered as warranting expulsion. Nevertheless, the offender shall be invited by the Board to explain the reasons for his behavior or attitude within ten days and informed of the sanction. After listening to the offender the Board shall propose expulsion from the Club if this is judged necessary. The offender shall always have the right to appeal to the General Assembly - which in any case shall have the final decision - to present the arguments he thinks appropriate to his defense.

THE ASSOCIATION'S BODIES

The bodies of the "CLUB INTERNACIONAL D'ANDORRA" are: The General Assembly of Members, the Board and the President.

Art. 11 - THE GENERAL ASSEMBLY OF MEMBERS

This is the body which shapes and expresses the Club's will. Its decisions are binding on all members, on condition that they have been taken according to these Statutes and the Law of Associations.

11.1 - Ordinary Assembly - This shall meet at least once a year and shall have the following powers:

- 11.1.1 - To propose and decide on general lines of action for the smooth running of the Club.
- 11.1.2 - To elect and renew the members of the Board and dismiss all or

part of its members, including the President, after a specific vote on this question which shall require the simple majority of the members present. The vote shall always be secret and members may vote for or against anyone standing unopposed for office on the Board.

11.1.3 - To decide on amendments to these Statutes as may be necessary by absolute majority of the members present or represented by proxy.

11.1.4 - To debate on the achievement of the Club's aims.

11.1.5 - In general, to discuss and take decisions which may be of interest to the Club.

11.1.6 - To approve the annual budget, which shall express the fees or contributions required of members and to approve the settlement of the previous budget.

11.1.7 - To approve the definitive expulsion where appropriate of members who have committed a serious offence, after the necessary disciplinary proceedings, taking into consideration all the statements of those concerned.

11.1.8 - Members voting against a specific resolution, may ask in the same meeting that their vote be recorded in the minutes and they may also ask for their opposition to be recorded in a marginal note in the Register.

11.1.9 - The General Assembly may decide by absolute majority of those present to submit a controversy to the jurisdiction of the Andorran Courts.

11.1.10 - To decide on affiliation or cooperation with organizations of an international nature, without prejudice to what national authorities may rule on this matter.

11.1.11 - The dissolution of the Club.

11.2 - Extraordinary Assembly - This may be summoned by the Board or at the request of one tenth of the current members eligible to vote. In this latter case, the request must be made to the Board with a minimum notice of 8 days before holding the meeting, indicating the agenda proposed. The Board is in duty bound to carry out the summons within 20 days following the request and must respect the agenda proposed by the applicants in its entirety, but may add other points if it considers this relevant.

11.3 - Summons - Ordinary and Extraordinary Assemblies are summoned by the President of the Board by means of a letter sent to members with minimum notice of 15 days before the Assembly is to take place. The summons shall include the place, day and time of the meeting and the agenda of matters to be dealt with. It may also contain the same information relating to a second call in case there is no quorum at first call. Between first and second call there must be a space of at least half an hour.

11.4 - Attendance at Assemblies. - All members have the right to attend both Ordinary and Extraordinary Assemblies. All members have the right to ask for and obtain total or partial copies of the Minutes of Assemblies, certified by the Secretary.

11.5 - All full members who have paid their current subscription fee also have the right to vote. Those members who cannot be present at an Assembly may delegate in writing their vote to another named member or to the President or Secretary to represent them. Those present at an

Assembly who are representing a member unable to be present must make this known at the beginning of the meeting.

11.6 - Quorum and decisions at Assemblies - In order for both Ordinary and Extraordinary Assemblies to have a valid quorum, half the full members must be present at first call but at the second call there shall be a quorum whatever the number of those present.

Decisions at the Ordinary and Extraordinary Assemblies shall be taken by a majority of the members present considering for these purposes that those members who have delegated their vote in writing to another member are also deemed to be present. Decisions taken shall be recorded in Minutes to be signed by the Secretary and countersigned by the President.

A member voting against a specific resolution may ask in the same meeting that his vote be recorded in the minutes.

Art. 12 - THE BOARD

The Board is the body which manages and administers the Club and represents it in its relations with third parties and with public authorities, including in court.

12.1 - Composition - The Governing Board shall comprise a minimum of seven and maximum of eleven members, as follows: President, Secretary and up to nine other members. More than one member of the same family may not serve on the Board.

12.1.1 - The Board shall be elected by the General Assembly by simple majority. And all or part of it may be dismissed by the same body by a specific vote which requires a simple majority of the members present in person or by proxy. The Board shall elect the President who shall represent it.

12.2 - Powers - The Board has the widest powers to administer the Club and is also responsible for all matters not expressly attributed to another body by Law or these Statutes.

The attributions of the Board are to:

12.2.1 - Coordinate and direct work carried out under a decision by the General Assembly.

12.2.2 - Carry out decisions taken by the General Assembly.

12.2.3 - Authorize all expenditure agreed in the budget passed by the General Assembly, bearing in mind that this may not exceed Club revenue.

12.2.4 - Propose membership fees to be paid by members and any other fees of a special nature that may become necessary., always with the approval of the General Assembly.

12.2.5 - Present annually the statement of accounts and an activities report to the General Assembly.

12.2.6 - Fix the place, date, time and agenda for the Ordinary and Extraordinary Assemblies of the Club.

12.2.7-. Agree on Extraordinary Assemblies to be summoned by the President or at the demand of a tenth of members.

12.2.8 - Appoint a Secretary. The Secretary's duties are:

To sign together with the President the Membership Register, Minutes Book, the Accounts Book covering Club activities and the Inventory of Club assets.

Certify all Club documents.

Draw up Minutes of meetings.

Issue written proceedings.

12.3 - Duration - The Board is elected by the General Assembly for a period of four years. About every two years at least half of the Board shall resign. Board members may stand for reelection.

12.3.1- In the case of a vacancy of one or more members of the Board due to resignation, civil or criminal disqualification or death, the Board may co-opt to cover the vacant post which shall last until the next Annual General Assembly to be held after the change. If a Board member fails to attend Board Meetings (without good cause) for a period of six months, he shall cease to be a member of the Board.

12.4 - Members standing for election must be proposed by at least five full members two weeks before the Annual Assembly. The Board summoning and managing an election must send voting forms to all full members in good time and all candidacies must receive equal treatment from the Board, which shall present them to the General Assembly. Voting shall always be secret, members being allowed to vote for or against anyone standing unopposed for office.

12.5 - The members of the Board may delegate their functions to another member of the Board for a reasonable period and always for good cause.

12.6 - Calling meetings

12.6.1 - The President shall call Board meetings at a minimum notice of 3 days, and shall fix the date, place, time and the agenda. One third of Board members may ask the Chairman to call a meeting and the President shall make this call within five days. One third of members may ask the President to include an item on the agenda up to 48 hours before the meeting.

12.6.2 - Quorum - The Board shall have a quorum if at least half its members are present. The Board shall have a valid quorum with no previous call if all members are present and decide to hold a meeting. If a quorum is not achieved for three successive calls, the Board shall cease to operate and the General Assembly shall be summoned to elect a new Board.

12.7 - Decisions - Board decisions shall be taken by majority, the President having the casting vote. - Every decision of the Board shall be entered in the minutes to be signed by the Secretary and countersigned by the President. All members have the right to ask for and obtain a total or partial copy of the Minutes of the Governing Board. These copies shall be certified by the Secretary.

12.8 - If a Board member votes against an agreement, he may ask in the same meeting that his vote be recorded in the Minutes. And he may ask for this to be recorded in a marginal note in the Register.

12.9 - No member of the Governing Board shall receive any payment for the exercise of his office.

Art. 13 - LIABILITY

13.1 - The Club is liable for its actions and omissions with all its possessions and rights, present and future.

13.2 - Members of the Board are answerable to the Club, members and third parties, for their actions in the exercise of their office which may be against the Law or Statutes and for damage caused by fraud or

negligence.

13.3 - Board members are jointly liable for the actions decided upon as a body unless one or more members have had their opposition to the decision recorded in the Minutes. They are likewise jointly liable if the action or omission giving rise to it may not be individually and exclusively imputed to one or more of them.

Art. 14 - THE PRESIDENT

14.1 - The Governing Board shall elect the President who shall be one of its members.

14.2 - Powers of the President - The President shall have the following attributions:

14.2.1 - To represent the Club.

14.2.2 - To call and chair Board meetings - whether called by him or at the request of a third of the Board members - and fix the agenda, place, date and time of the meeting.

14.2.3 - All powers assigned by the present Statutes and not compulsorily assigned by Law to other Club bodies.

Art. 15 - SYSTEM OF FINANCES AND ASSETS

15.1 - The financial resources of the Club are the annual membership fees fixed by the previous Board after the agreement of the General Assembly which members shall pay.

15.2 - The assets of the Club are the bank accounts opened in the name of the Club at Banc Crèdit Andorrà.

Art. 16 - ACTIVITY GROUPS

16.1 - Within the Club Activity Groups may be created with well defined objectives, whether by the internal running of the Club (information, recruitment and admission, programs, public relations, etc.) or by external activities aimed at achieving the Club's objectives (social, cultural, etc.).

16.2 - Activity Groups shall be set up by a decision of the Board which shall allot them a specific area of responsibility and approve the members to run them.

16.3 - Any Group deciding to leave the Club, shall repay any the financial help obtained from the Club during the previous five years.

17.- DISSOLUTION

17.1 - The Club shall be dissolved if this is decided by the Extraordinary Assembly called for this purpose.

17.2 - If there are less than three members left. In this case, the President shall bring the Association Register the Membership Book updated and certify under his responsibility that it is truthful.

17.3 - If the social aim of the Club has been exhausted or if it has become impossible to fulfill the aim for which it was incorporated.

17.4 - By firm judicial sentence, as provided for by the Criminal Code.

17.5 - If the reason for dissolution is not envisaged in the Statutes, one tenth of full members may require the Board to call (an Assembly) and the Board shall carry this out within at most 30 days. The Assembly shall specifically decide on the question of dissolution.

Art. 18 - LIQUIDATION

18.1 - Once dissolution has been decided, the Board or persons appointed by the Assembly or by the judicial Authority shall form a Commission of Liquidation. From the moment of their appointment,

the liquidators shall administer the Club.

18.2 - In order to liquidate the Club, the liquidators shall:

18.2.1 - Collect all payments due.

18.2.2 - Watch over the Club's assets and manage them carefully until liquidation.

18.2.3 - Liquidate the assets and cover any debts owing.

18.2.4 - (Perform) all liquidating operations required to successfully wind up the Club .

18.1.5 - Deliver all remaining assets or cash to Andorran charities. In no case shall it be permitted to share these out among members or assign them to persons or organizations engaged in profit making.

18.1.6 - Request the cancellation of the Club by the Register of Associations.

CLUB INTERNACIONAL D'ANDORRA

CLUB RULES

(SUPPLEMENTARY TO THE STATUTES)

1. Management of the Club

a) The Statutes define the roles of the General Assembly (of all Members) and the Board (elected by the General Assembly). All Members of the Board must be legally resident in Andorra.

b) Approximately every two years at least half of the Board will resign. Board Members may offer themselves for re-election. Candidates for reelection must be nominated by at least 5 Members two weeks before the General Assembly meeting. There will always be a secret vote, with Members allowed to vote for or against any candidate standing unopposed for office.

2. Membership

Details may be found in the Statutes, sections 6, 7 & 8.

3. Payment of Subscriptions

Details may be found in the Statutes, section 9.

4. Activity or Interest Groups

(Additional to Statutes, section 16)

a) Each Group shall elect officers, draw up rules and keep accounts, (if appropriate), which will be audited by a member of the Board on a regular basis. Group Rules may require Group Members to pay subscriptions and may allow support to other Groups.

b) Each Group shall be self supporting and any loss must be paid by the Group Members. They may build up financial reserves appropriate to their requirements. They may have their own bank accounts for this purpose.

c) Groups may request financial help from the Club by grant or by loan, in accordance with Rule 5.

d) Groups may hold functions which will give preference to Club Members as appropriate, Non-Members may attend but must pay an additional fee for any function. Non-Members may attend only one regular meeting or activity of an Interest Group before being required to make an application to join the Club.

e) Group Leaders shall maintain a register of attendance for each meeting or activity together with a statement of any monies paid by Group Members. A copy of the attendance and financial records shall be returned to the Board every 3 months for maintaining a central record.

These records may be made available to the Board at any time to carry out its his function in rule 4(a).

f) Every Coffee Morning, held at Hotel Paris-Londres, requires the presence of a member of the Board who will be responsible for the organisation and liaison with Hotel staff.

5. Financial Control

No member of the Board, Member or Activity Interest Group may commit any expenditure by the Club without prior authorisation of the Board, which may be given as a periodic budget or for an item. The Board will only authorise expenditure against a clear statement of what is to be acquired or achieved and with prior budgetary approval of the General Assembly.

6. Payments for Activities

Payments made by Members for activities are not refundable except at the discretion of the organizer or if the activity is canceled. Members have the right to appeal to the Board.

7. Liability

Neither the Club nor the members of its Board are liable for damage to the person or property of Members or third parties howsoever caused. Each Member accepts liability for personal injury and for damage caused by, or to, him or her. The Club advises Members to insure for liability to third parties.

8. Commercial Activities

Members may not undertake any commercial activity at any Club meeting without the prior agreement of the Board in writing. If agreement is given the Member must make clear that the Club is not responsible for the activity concerned.

9. Membership List

The Club will maintain a Membership List showing only the names, telephone numbers and email addresses of members. The list of Members will be made available on an annual basis to all Members. Under no circumstances may any Member give the list to commercial enterprises or any other body. Should it be possible for the Club to agree discount terms with any commercial enterprise or special arrangements with any other body, then the Club shall provide Members with an identifying membership card so as to avoid any need to provide details of Members to third parties.

CLUB RULES OF PROCEDURE

(Supplementary to the Statutes)

A. The Governing Board

(i) The President shall take the Chair at all meetings of the Board. In the case of absence, the powers of the President will be delegated, in writing to a Board Member.

The Board shall delegate responsibility to one or more of its members to discharge the following specific functions:

(ii) To act as Secretary. The Secretary shall prepare the Catalan Book of Acts. The Secretary shall prepare the English version of the minutes of the Board.

(iii) To present periodic accounts to the Board.

(iv) To approve and audit on a regular basis, the accounts of all the Activity/Interest Groups, Publications and the Club Activities

organisers.

(v) To be responsible for collection of subscriptions, for sending out reminders when direct debits have been returned and for proposing membership cancellations to the Board.

(vi) To maintain an up-to-date membership database for all Members with their personal details.

(vii) The quorum for a meeting shall be 50% of the number of members of the Board or five, whichever is the less.

(viii) A proposal to change procedures or rules, subject to conformity with the Statutes and the Law of Associations, must be passed by a two thirds majority of the members of the Board. Other proposals require only a simple majority of those present.

(i) The President shall have a casting vote.

(i) The Board shall fix the dates and places of its meetings as necessary.

(i) The Board elects the President for a period of four years.

B. Publications and communications

The main vehicle for communication within the Club and for promotion of the interests of the Club will be its website at www.international-clubandorra.com. The Board shall delegate one of its members to be the editor of the site and he may in turn delegate individual portions or areas of the site to sub Editors. The Editor and sub Editors are responsible for ensuring that the content of the site is not offensive in any respect and does not infringe on the personal privacy of individual members.