

DILIGENCE: To certify that these Statutes of the Association
"TEATRO INTERNACIONAL"
INTERNATIONAL THEATRE STUDIO
were approved in the Extraordinary General Meeting convened for that purpose on 3
March 2016 for their adaptation to the Ley Orgánica 1/2002, of 22 March, as
attested in the Book of Minutes of the Association

In San Pedro de Alcántara, 3 March 2016

SECRETARY

PRESIDENT

(STAMP OF THE ASSOCIATION)

D. _____

D.

STATUTES

(Adapted in accordance with the Ley Orgánica 1/2002, of 22 March)

ASSOCIATION “TEATRO INTERNACIONAL” INTERNATIONAL THEATRE STUDIO

CHAPTER I

GENERAL PROVISIONS

Article 1. Name and Nature.

The ASSOCIATION named “INTERNATIONAL THEATRE STUDIO” (TEATRO INTERNACIONAL), is constituted in Marbella in the province of Málaga. It is non-profit making within the ambit of the Ley 191/1964, of 24 December, which governs the establishment of associations.

The Association is governed by the provisions of article 22 of the Spanish Constitution, Ley Orgánica 1/2002, of 22 March dealing with Rights of Association and other applicable provisions which regulate their development and application contained in the Ley 4/2006, of 23 June relating to Associations in Andalucía and other regulations.

The regime of the Association shall be determined according to these Statutes.

Article 2. Legal Entity and Powers.

The Association is a legal entity with full powers to operate, with the ability to effect all operations necessary to achieve the aims for which it was created, within the provisions of the law.

Article 3. Nationality and legal domicile.

The Association has Spanish nationality.

The legal domicile of the Association is situated in San Pedro de Alcántara (Málaga), in Calle Santa Teresa,13.

Any change of address is subject to a vote in a General Meeting, convened especially for this purpose and for the amendment of these Statutes.

The decision of the General Meeting should be sent to the Register of Associations within one month and will take effect, for members and third parties, only when the change has been registered.

Notwithstanding the previous paragraphs, for the furtherance of the Aims of the Association, any other premises may be used.

Article 4. Scope of activities.

The activities of the Association will be carried out principally in Marbella and on the Costa del Sol.

Article 5. Duration.

The Association is constituted with no limit of time.

CHAPTER II

AIMS OF THE ASSOCIATION

Article 6. Aims.

The Aims of the Association are to cultivate and develop the love of theatre and specifically the following:

- a) To perform theatrical works by amateurs in various languages.
- b) Training in dramatic techniques.

To this end the following activities will be promoted:

- 1.- To organize activities for members
- 2.- To promote alone or in cooperation with public entities or other associations activities for the dissemination of popular theatre, whilst retaining the essence of theatre.
- 3.- To promote and organise conferences, meetings, assemblies and any other activities tending to elevate the dramatic arts.

CHAPTER III

GENERAL MEETINGS

Article 7. General Meetings.

The General Meeting is the supreme governing body of the Association made up of all paid-up members who are entitled to attend and vote.

Decisions shall be by a majority vote. There shall be a General Meeting at least once per calendar year during the months of January, February or March.

Meetings can have ordinary or extraordinary form and will be called in accordance with these Statutes.

Article 8. Convening of Meetings.

General Meetings will be called by the President acting alone, as decided by the Executive Board or at the request of at least 10% of members.

- Executive Board Decision The President shall convene the meeting within 15 days of the Board decision. The notice of the meeting must be issued at least 15 days before the date of the meeting.

- Request by members The request for a General Meeting must include an agenda for the meeting and attach such documents or information as may be necessary to inform a decision and the said documents or information must be used for that decision.
The request for the meeting should be presented to the Secretary of the Association who should stamp it and return a copy to the applicant. After checking the formal requirements (number of members, calling notice, documentation as appropriate) the Secretary of the Association should immediately inform the President who should call the meeting within 15 days of receipt of the request. The President should convene the meeting for a date no less than 30 days after receipt. If the request does not conform with the formal requirements, the Secretary will hold it invalid and file the request, whilst informing the first-named member or first signatory.

If the President does not call the meeting within the time limits set out above, the applicants will be entitled to proceed to call the General Meeting, setting out the reasons. The calling notice should be signed by the first applicant.

Article 9. Form of calling notice.

The notice of the meeting made by authorised persons in accordance with the preceding article, should be communicated and exhibited on the notice board, if one exists, at least 15 days before the date of the Meeting.

The calling notice should include the agenda, place, date and time of the meeting at first and second calling.

Fifteen days before the meeting, the Secretary must make available to members any documentation and information relevant to the agenda.

Article 10. Annual General Meeting

The Annual General Meeting will be held at least once a year during the months of January, February and March, in order to deal with the following agenda items:

- 1.- Election and appointment of the President, and of the members of the Executive Board
- 2.- Reading and approval, if appropriate, of the minutes of the previous meeting (whether Annual or Extraordinary General Meeting).

- 3.- Examination and approval, if appropriate, of the accounts for the previous calendar year.
 - 4.- Examination and approval, if appropriate, of the budget for the year.
 - 5.- Examination of the report of activities and approval, if appropriate, of the management of the Executive Board.
 - 6.- Approval, if appropriate, of the Programme of Activities
- Article 11. Extraordinary General Meeting

All decisions other than those set out in the preceding article should be made by the Extraordinary General Meeting and, in particular, to address the following:

- 1.- Amendment of the Statutes.
- 2.- Dissolution of the Association.
- 3.- Winding up and disposal of assets.
- 4.- Formation of a Federation, Confederation or Union of Associations or integration into such an existing body.
- 5.- Change of legal domicile, including the consequent amendment of the Statutes.

Article 12. Constitution.

To be validly constituted, the General Meeting whether ordinary or extraordinary, requires at least one third of the members to be present or represented on the first call. For the second call any number is sufficient.

In calculating the total number of members or of votes, representations or delegations made by members shall be presented to the Secretary at the start of the meeting.

The persons exercising the roles of President or Secretary of the Meeting will be agreed before the start of the meeting.

Article 13. Adoption of resolutions.

All matters to be discussed or voted on shall be included in the agenda of the meeting. The person acting as President will initiate the discussion, opening a first round of contributions by giving authorization. A second round of speeches may be allowed.

Decisions of the General Meeting shall be by simple majority vote of the persons present or represented, when the affirmative votes exceed the negative ones. In the case of a tie, the President shall have a second or casting vote.

However, qualified majority voting, when affirmative votes exceed half of all votes by persons present or represented (including abstentions or spoiled papers), will apply for decisions on the dissolution of the

Association, modification of the Statutes, winding up and disposal of assets and remuneration of the members of the Executive Board.

Decisions of the General Meeting should be notified to the Register of Associations within one month of the decision in the following cases: change of name of the Association, change of legal domicile, aims and statutory activities, scope of activities and other statutory changes, as well as matters relating to the designation of the Executive Board, opening and closure of branches, constitution of federations, confederations or unions of associations and dissolution.

Article 14. Voting by proxy or representation.

The appointment of a proxy or representative will be valid only for the session or meeting for which it was issued. An authority issued without time limit will be void.

The appointment of a proxy or representative should be in writing, showing full name and membership number of the member delegating their vote. Both parties should sign and initial the document.

CHAPTER IV

REPRESENTATIVE BODY

Article 15. Definition and powers.

The Executive Board is the official body for the government, representation and administration of the Association, without prejudice to the powers of the General Assembly as the supreme body.

Its mandate will be for the duration of one year. After this period the Board should be totally replaced; existing members may be re-elected. The Register of Associations should be informed.

The General Meeting for the election of the Executive Board should be called no later than the end of the mandate.

Article 16. Responsibilities

The Executive Board shall have a minimum of four and maximum of fourteen members including the President. From amongst the members, the Board will appoint a Vice President, Secretary and Treasurer and share out such other duties the Board considers necessary.

The tenure will be personal and votes at meetings may not be delegated.

Article 17. Election.

To be a member of the Executive Board it is essential to be over 18 years of age, to have full use of civil rights and not be ineligible on grounds of incompatibility established in current legislation.

The members of the Executive Board will be elected by the members in the Ordinary General Meeting in accordance with the provisions of Article 11 of these Statutes.

Once the General Meeting has been called for the election of the Executive Board, those members who wish to present themselves for election should submit their candidature supported by two other members at least twenty-four hours before the meeting.

Where there is a vacancy, the Executive Board may temporarily co-opt another person onto the Board, but their election must be confirmed at a General Meeting.

Article 18. Cessation.

Members of the Executive Board will cease their responsibilities for the following reasons:

- a) On death or declaration of death
- b) For disability, disqualification or incompatibility in accordance with the provisions of the law
- c) By judicial decision
- d) At the end of the mandated period. However, where there has been no General Meeting for the election of a new Executive Board, they may continue in office, but shall declare that fact when signing any documents in the course of discharging the duties of their office.
- e) By voluntary resignation, given in writing to the Executive Board.
- f) By a decision of the General Meeting made in accordance with the statutory formalities.
- g) When ceasing to be a member of the Association.
- h) When absent from more than six monthly meetings without specific permission from the Executive Board.

Resignations and appointments should be notified to the Register of Associations, for their due diligence and publication.

Article 19. Presidency.

The person elected to the Presidency shall:

- a) Legally represent the Association before all classes of persons, authorities and public or private entities.

- b) Call the meetings of the Executive Board and of the General Assembly, preside over them, conduct discussions, suspend or close the sessions.
- c) Carry out the decisions of the Executive Board and the General Assembly, and to those ends may carry out any acts, make contracts and sign any necessary documents. Notwithstanding, the Board or the General Assembly may nominate another member of the Executive Board to execute their decisions.
- d) Comply with and enforce the resolutions of the Executive Board and the General Meeting.
- e) Order payments and authorise expenses.
- f) Exercise the casting vote in the case of a tie.
- g) Countersign the minutes and records of the resolutions of the Executive Board and the General Meeting.
- h) Take any urgent measure necessary for the good management of the Association or any measure necessary or convenient for the performance of their duties. The Executive Board should afterwards be informed.
- i) Carry out any other functions inherent in being President of the Executive Board and of the Association.

Article 20. Vice Presidency.

The Vice President shall carry out the functions of the President when the latter is absent or ill, and may also act on behalf of the Association in those other cases decided by the Executive Board or the General Meeting.

Article 21. Secretary.

The Secretary shall carry out the following functions:

- a) Attend the meetings of the Executive Board and General Meeting and prepare and authorise the minutes.
- b) Arrange for meetings of the Executive Board and the General Meeting to be called.
- c) Report immediately to the Present any request by members for a meeting to be called in accordance with Article 8 of these Statutes.
- d) To receive and deal with communications from the members of the Executive Board or from members as well as notifications, information requests, amendments, certifications or any other type of written material of which they should be aware.
- e) Where members' resolutions should be registered, transmit them to the relevant Registry.
- f) Deal with the dispatch of business and all documentation to be used or taken into account.
- g) Issue certifications of agreed resolutions and any other certifications, with the approval of the President, as well as any reports that may be necessary.
- h) Take responsibility for and custody of the archive, documents and Books of the Association, except accounting records.
- i) Any other functions inherent in being the Secretary.

In the case of absence or illness and, in general, when there is a justifiable reason, the Secretary shall be substituted by another member of the Executive Board.

Article 22. Treasurer.

The Treasurer shall carry out the following functions:

- a) Collect, guard and invest the monies of the Association in the form determined by the Executive Board.
- b) Make payments, with the approval of the President.
- c) Control with their signature all documents of receipts and payments, with the approval of the President.
- d) The maintenance of account records and compliance with tax obligations, in time and form, of the Association.
- e) To prepare the draft Budget for approval by the Executive Board and subsequent submission to the General Assembly. Similarly, to prepare Annual Accounts for approval by the General Meeting.

All other functions inherent in the post of Treasurer, responsible for economic and financial management.

Article 23. Board members.

Board members have obligations relative to their duties as members of the Executive Board as well as those relative to other delegated matters entrusted to them by the Board.

Specifically, the obligations and rights are:

- a) To attend meetings as called.
- b) Study the matters assigned to them, give their opinions on them and ensure they are properly carried out.
- c) Participate in all votes.
- d) To fill management positions.
- e) To carry out specific duties assigned to them.

Article 24. Powers of Attorney.

The Executive Board may grant General or Special Powers of Attorney.

Article 25. Meetings or sessions.

1. The quorum for the valid constitution of the Executive Board for meetings, deliberations and adoption of resolutions is one half of its members including, as a requirement, the presence of the President and Secretary or their deputies.

2. The Executive Board shall meet at least once a quarter or as many times as necessary for the good management of the Association. The

President shall call the meeting on their own initiative or at the initiative of any of its members.

3. Calling of meetings shall be made with formality (agenda, date and place) with a minimum of 48 hours prior notice.

4. Discussions will take place under the same regime set out in Article 13 for the General Meeting. Simple majority voting will apply for decisions, with the President having the casting vote in case of a tie.

5. Only resolutions included in the agenda can be passed except, if one half of the members of the Executive Board are present and agree.

6. The Board is validly constituted without prior notice when all its members are present. Resolutions will be passed if provisions of the former paragraph apply, ie, one half of the members of the Executive Board agree. When convened in this manner, the body will be named the Universal Executive Board.

7. By previous appointment or at the invitation of the President, other persons may attend meetings of the Executive Board for the purpose of speaking and giving advice, but they may not vote.

Article 26. Functions

The Executive Board has the following functions:

- a) Prepare the Plan of Activities.
- b) Authorise general or specific Powers of Attorney.
- c) To organize and promote activities approved by the General Meeting.
- d) To approve the financial Budget in advance of definitive approval by the General Meeting.
- e) To approve the accounts prepared by the Treasurer, for their definitive approval, if appropriate, by the General Meeting.
- f) Prepare the annual report of activities for the General Meeting.
- g) To create sub committees as appropriate for the development of designated functions and approved activities as well as any other matters intended to achieve the aims of the members. Such sub committees will agree their method of working at their inception.
- h) To decide on applications for the admission of members.

Article 27 .Duties and responsibilities of the Executive Board.

The duties of the members of the Executive Board are to, but not limited to, promote and enforce the aims of the Association, to attend meetings to which they are called, carry out their office with the due diligence of a loyal representative and fulfil their acts as determined by current legislation and by these Statutes.

Members of the Executive Board are responsible to the Association for any damage or prejudice caused by their illegal acts, or acts contrary to these Statutes or made negligently. Those who expressly opposed any resolution resulting in such acts or who did not participate in their adoption are exempted from responsibility.

Article 28. Unpaid nature of the responsibility

Members of the Executive Board carry out their duties without payment, so that in no case can they receive remuneration for performing their duties, without prejudice to the reimbursement of expenses arising from performing such duties. Such expenses must be properly and formally justified.

CHAPTER V

PROVISIONS COMMON TO ALL ORGANS OF GOVERNMENT

Article 29. Minutes.

1.- For each meeting celebrated by the General Meeting or the Executive Board, the Secretary will prepare minutes which will specify the quorum achieved for its valid constitution (in the case of the Executive Board attendees should be listed), the agenda, details of the place and time it was held, the main arguments and the content of the resolutions adopted.

2.- The minutes will show, at the request of the respective members, the voting against the adopted resolution, their abstention and the reasons justifying or the meaning of the favourable vote. Equally, any member has the right to request the full transcript of their comments or propose that a true record of his intervention (provided immediately or a text provided within 48 hours) should be included in the minutes or in a document attached to the same.

3.- The minutes should be approved in the same or following session; notwithstanding this, the Secretary may issue certifications regarding specific resolutions that were adopted, whilst making expressly clear that the minute is pending final approval.

4.- The minutes will be signed by the Secretary and countersigned by the President.

Article 30. Contesting resolutions.

Resolutions of the General Meeting and the Executive Board may be contested before the civil courts in the manner established by law.

Members may contest such resolutions and actions of the association they consider to be contrary to the Statutes within forty days from the date of their adoption, seeking as appropriate their rectification or cancellation or preventive suspension, or combining both claims in accordance with the procedures established in the Civil Procedure Act.

Whilst such internal conflicts arising in the Association may be resolved, requests for the registration record formulated on controversial questions will be shown as temporary annotations.

CHAPTER VI

MEMBERS

Article 31. Classes.

Within the Association there will be the following classes of members:

- a) Honorary members being those persons who, because of special merits related to the aims of the Association, or because they have performed an important service in this respect, are worthy of recognition and are so designated by the General Meeting.
- b) Founding members being those persons who made a donation at the founding of the Association.
- c) Patron members being those who make a once only donation to the Association on prescribed terms.
- d) Life members being those who have made a successful application accepted by the Board on a once only subscription on prescribed terms.
- e) Ordinary members being those who made an application for membership and, being accepted by the Executive Board, paid the annual subscription.
- f) Ordinary joint members being married couples or friends using the same address who made an application for membership and, being accepted by the Executive Board, paid the annual subscription.
- g) Junior members being those under the age of 18 years who made an application for membership and, being accepted by the Executive Board, paid a reduced annual subscription.

Article 32. Becoming a member:

Membership is open to natural or legal persons who are interested in promoting the aims of the Association.

Natural persons should be over 18 years of age or emancipated minors with full capacity to act and not subject to any legal condition for the exercise of the right.

Non-emancipated minors over fourteen years of age require the consent, contained in accredited documents, of the persons who can evidence their capacity.

Legal persons in the nature of an association require the express agreement of their competent body, and those of an institutional nature require the agreement of their governing body.

Any application for membership which complies with the Statutory official requirements will be accepted by the Executive Board.

The admission of ordinary members requires application on the official form of the Association and payment of the full annual subscription. Those persons who pay the annual subscription after 1 October in any year will be given membership to include the whole of the following year.

Any person, not already a member, who is chosen by the Association to take an acting part in a theatre production is required to become an ordinary member of the Association to be able to participate.

Article 33. Loss of membership status

Membership status will be lost for any of the following reasons:

a) Voluntary resignation. It will be sufficient to present written resignation addressed to the Executive Board and presented to the Secretary of the Association. The effect will be immediate, from the date of presentation.

b) Non payment of 3 subscriptions. In this case, it will be necessary for the Treasurer to issue a certificate of non-payment, countersigned by the President. It will take effect from the notification to the debtor member, making them aware of the threatened loss of membership status.

Notwithstanding the previous paragraph, the loss of membership for the stated cause can be overturned if, within six months of the notification, they pay the outstanding subscriptions, as well as those arising from the date of the notification to the date of the application for re-admittance, plus a penalty corresponding to a month's subscription. A new application for membership will not be considered subsequently.

c) For a serious breach of these Statutes or of resolutions validly adopted by the governing bodies.

For the loss of membership for this reason, an essential requirement will be the reasoned decision of the Executive Board, agree by 2/3 of the number of votes legally cast. All members have the right to be informed of the acts giving rise to the expulsion and to be heard before the adoption of the said agreement.

Any imposition of the penalty of loss of membership will require in all case the ratification of the General Meeting.

Article 34. Rights.

1. Honorary and Founding members. May attend the meetings of the governing bodies **and have a right to vote**. May attend theatrical performances and all functions of the Association following an invitation by the Executive Board.
2. Patron members. Have all the rights of ordinary members.
3. Life members. Have all the rights of ordinary members.
4. Ordinary members. To participate in all General Meetings to speak and to vote; to attend all social functions and theatrical performances on payment for tickets whose price is set by the Executive Board; to participate in the Capital Fund; to elect and be elected as a member of the Executive Board.
5. Joint members: Have all the rights of ordinary members.

6. Junior members. May participate in the meetings of the Association **and have a right to vote**; may attend theatrical performances upon payment for tickets whose price is set by the Executive Board.

Article 35. Duties.

Members have the following duties:

- a) To share the aims of the Association and work towards their achievement.
- b) To pay their subscriptions promptly and other contributions that, in accordance with the Statutes, may relate to each member.
- c) Comply with all other obligations arising from the Statutory requirements.
- d) Abide by and comply with the resolutions validly adopted by the Executive Board and the General Meeting.

Equally, members should abstain from all discussion or statements of a political or religious nature. If they should commit, during any social function any act contrary to morality or established custom or participate in any public scandal, they may be expelled by the Executive Board, thus losing their membership status. In all cases, the member will be listened to and heard in his defence. The Executive Board, in such disciplinary functions, shall decide without appeal.

Without prejudice to the loss of membership status for non payment of membership subscriptions, whilst the expulsion is proceeding, the member's right to vote and be elected will be suspended. Such suspension of rights commences on the first failure to pay a subscription and continues during the regularization procedure or the definitive loss of membership status.

CHAPTER VII

ECONOMIC SYSTEM

Article 36. Founding assets

The founding assets or initial assets of the Association at the moment of its constitution was (ten thousand pesetas) sixty euros (60€).

Article 37. Ownership of assets and rights

The Association shall appear as owner of all its goods and rights that make up its assets, which shall be recorded in its inventory and be registered, as appropriate, in the corresponding Public Registers.

Article 38. Economic resources

The Association, for the development of its activities, will be financed by:

- a) The resources arising from the use of its assets, if any
- b) Subscriptions of members, ordinary or extraordinary
- c) Donations or grants that may be given by natural or legal persons, public or private.
- d) Donations, inheritances or legacies, accepted by the Executive Board.

e) Revenue from its activities.

The benefits obtained by the Association derived from the exercise of economic activities, including the provision of services, should be used exclusively for the achievement of its aims, without any possibility of sharing them with members, nor with their spouses or persons who live with them in a similar relationship, nor with their relatives, nor as a free transfer to natural or legal persons for profit.

Article 39. Financial year, budget and accounting.

1. The financial year shall coincide with the calendar year, starting on 1 January and ending on 31 December each year.

2. The Executive Board shall prepare its Budget for approval by the General Meeting. The subscriptions for the corresponding year will be approved at the same time.

For the approval of extraordinary subscriptions or contributions, an Extraordinary General Meeting shall be called, unless the Association lacks liquidity and dispositions and corresponding costs become urgent, in which case a decision by the Executive Board will be sufficient, with a prior report by the Treasurer and subsequent ratification in a General Meeting, which must give its approval within thirty days following the adoption of the resolution by the Executive Board.

3. The General Meeting shall approve the accounts of the Association annually, following completion of the year to which they relate.

4. The Executive Board will keep corresponding accounting records, to allow the calculation of a true image of the funds, the results and the financial situation of the Association.

CHAPTER VIII

WINDING UP AND DISTRIBUTION OF THE MEMBERS' FUNDS

Article 40. Winding up.

The Association shall be dissolved for the following reasons:

- a) By a resolution adopted by qualified majority in an Extraordinary General Meeting.
- b) For reasons set out in Article 39 of the Civil Code.
- c) By final court judgment.
- d) For reasons set out in these Statutes.

Article 41. Liquidation.

Once the dissolution of the Association has been agreed, the liquidation period begins and the entity maintains its legal personality until the end of this period.

The members of the Executive Board at the moment of dissolution become liquidators, except those named expressly by a General Meeting or the head of the Court which, if applicable, agreed the dissolution.

The liquidators shall:

- a) Ensure the integrity of the assets of the Association.
- b) Conclude any pending operations and carry out new ones necessary for the liquidation.
- c) Collect any debts of the Association.
- d) Liquidate funds and pay creditors.
- e) Apply surplus property in accordance with the aims set out in the Statutes.
- f) Request the cancellation of entries in the Registry.

The sale of goods shall be at public extrajudicial auction after first advertising them in the local press.

The resulting equity after the payment of debts and charges due to members will go to the Spanish Red Cross of Marbella.

In case of the insolvency of the Association, the Executive Board or, if appropriate, the liquidators must immediately bring timely insolvency proceedings before the competent Court.

ADDITIONAL PROVISION

In any event not provided for in these Statutes, the following laws should be applied: the Ley Orgánica 1/2002, of 22 March, regulations for the Rights of Association, the Ley 4/2006, of 23 June for Associations in Andalucía, and any other complementary provisions.

In San Pedro de Alcántara, 3 March, 2016.

PRESIDENT

SECRETARY

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