



CONSTITUTION OF THE WORLD ASSOCIATION OF TRANSPORTER BRIDGES

CHAPTER I

NAME, OBJECTIVES, ADDRESS AND EVENTS

Article 1. Name

The name of this Association is the WORLD ASSOCIATION OF TRANSPORTER BRIDGES. It is a non-profit ASSOCIATION constituted under the Spanish Organic Law 1/2002, of 22th March, modified in October 2011 and complementary norms, with legal and executive capacity.

Article 2. Duration

This Association is established for a period of five (5) years, renewable, automatically extendible for equal periods, indefinitely, except as provided in Article 34. In the latter case, the on-going programs and events must be concluded.

Article 3. Objectives

The existence of this Association has the following objectives:

- To collaborate for the candidature of all the transporter bridges for for the UNESCO World Heritage status.
- To make their collaboration public in order to act within a global perspective.
- To compare issues and develop bonds of friendship.
- To collaborate:
 - 1- for the protection and conservation of all the transporter bridges of the world;
 - 2- to support the rehabilitation the transporter bridges that need it;



- 3- to promote transporter bridges in order to attract visitors;
- 4- to facilitate access to grants of different international organizations;
- 5- to share experience;
- 6- to promote tourism among the citizens of the respective cities.

Article 4. Activities and events

These objectives shall be achieved by the following activities and events:

- Organization of cultural events.
- Organization of sports events.
- Publication of studies on transporter bridges.
- Joint publication of books about transporter bridges.
- Publication of a Newsletter, which will constitute the Association's main means of transmission. It shall be sent to all its members after collecting their contributions.
- Periodic meetings between members in order to exchange information, impressions, knowledges and to maintain the continuity of relations between members.

Article 5. Meetings of the Association

Each joint activity and meeting of the Association shall be conducted in the four official languages of the five countries concerned by the Association of Transporter Bridges, namely German, English, Spanish and French. Interpreters will thus have to be present at each meeting and assembly of the Association, provided by the Management Committee.

Article 6. Address

The Association establishes its registered office in Las Arenas, Calle Barria, 3, bajo, 48930 Getxo, Spain. The geographical scope of action where it will mainly carry out its activities is national and international. The activities will be carried out initially in the following countries and cities:

Argentina - La Boca

Germany - Osten / Hemmoor / district of Cuxhaven

Germany - Rendsburg / Osterrönfeld / Land Schleswig-Holstein

France - Communauté d'Agglomération Rochefort Océan, representing Rochefort / Échillais



Great Britain - Middlesbrough
Great Britain - Newport
Great Britain - Warrington
Spain - Puente Bizkaia
as they all have now a Transporter Bridge.

The Association remains open for countries and cities who held nowadays or in the past, Transporter Bridges.

CHAPTER II

REPRESENTATIVE BODY

Article 7. Management Committee

The Association shall be managed and represented by a Committee formed by five members: a President, two Vice Presidents, a Secretary and a Treasurer, representing the eight Transporter Bridges concerned by the Association. The Members of the Committee shall perform their duties without remuneration. They shall be elected and held accountable by the General Assembly. The term of office of the Management Committee shall be five years.

Article 8. End of mandate

Members of the Committee may resign at their own request in writing to the Management Committee, for any breach of the obligations entrusted to them, or at the end of their term.

Article 9. Substitution of the members

Those members of the Management Committee who have completed the term for which they were elected shall continue to hold office until their successor takes up their duties.

Article 10. Committee Meetings



The Management Committee shall meet whenever its President deems it necessary and at the initiative or request of half of its members. It will be constituted when half plus one of its members attend and for its agreements to be valid, they must be adopted by a majority vote.

For the deliberations and voting of the Committee, any means of remote transmission and reception of the opinions and expressions of will of its members may be used, including videoconferences, by decision of the President, and under the supervision and control of the Secretary, provided that the identity of the interlocutors is guaranteed, as well as the exact transmission, reception and registration of the communications, which shall be transcribed in the corresponding minutes.

Likewise, any member of the Committee may delegate their intervention and vote to another member in the Committee meetings, by means of a written document, specifically designed for that purpose, document which shall be signed by the delegating member, and it shall be presented to the President in the Act at the beginning of the meeting, approved by the President, and written down by the Secretary in the corresponding Minutes.

Article 11. Authority of the Management Committee

The authority of the Management Committee will be extended, in general, to all acts specific to the purposes of the Association, provided that they do not require, according to this constitution, authorization from the General Assembly.

The Management Committee's specific competences are the following:

- A. To conduct the social events as well as the economic and administrative management of the Association, agreeing to carry out the appropriate contracts and acts.
- B. To implement the resolutions of the General Assembly.
- C. To formulate and submit to the General Assembly for review and approval, the accounts, balance sheets and statements of each financial year.
- D. To rule on the admission of new members.
- E. To appoint delegates for some specific event of the Association.
- F. Any other competence not-exclusively the responsibility of the General Assembly.

The Management Committee also has a duty to inform other members of the Association about the progress of the work carried out by the Association.



Article 12. The President

The President will have the following mandate:

- A) to represent the Association legally before all kinds of public or private organizations;
- B) to convene, chair and adjourn the sessions held by the General Assembly (ordinary and extraordinary) and the Management Committee, as well as direct the deliberations of both;
- C) To fulfill the resolutions of the Management Committee with the assistance of the Treasurer or the Secretary.
- D) To hire the staff of the Management Committee, and to contract with all kind of suppliers of the Association
- E) to order payments, together with the Treasurer, and authorize documents, minutes and correspondence with his/her signature, together with the Secretary;
- F) to adopt any urgent measure necessary for the smooth running of the Association or the development of its activities, always informing the Management Committee afterwards.

Article 13. The Vice Presidents

The first Vice President shall replace the President in the absence of the latter, due to illness or any other cause, and shall have the same powers as him/her.

In case of unavailability, the first Vice-President will be replaced by the second Vice-President, who shall therefore have the same powers as the first Vice-President.

Article 14. The Secretary

The Secretary shall have the following mandate:

- A) To manage the purely administrative work of the Association
- B) To issue certifications, with the signature of the President
- C) To keep the Association's legally established books and member file
- D) To safeguard the documentation of the entity, making sure that relevant authorities are presented with communications concerning the designation of the Management Committee and other registered social agreements
- E) To present to the President the annual accounts and the fulfilment of the documentary obligations in the terms that legally correspond, accompanying with his/her signature minutes and correspondence.



Article 15. The Treasurer

The Treasurer will have the following mandate:

- To collect and safeguard the funds belonging to the Association
- To comply with the payment orders issued by the President.

Article 16. Other Designation

Each of the members of the Management Committee can also be in charge of the functions arising from the delegations or work commissions entrusted to them by the Management Committee or the General Assembly.

Article 17. Vacancies

The vacancy arising from the cessation of any member of the Committee will be temporarily assumed by any of the other members of the Committee until the final election by the Extraordinary General Assembly.

CHAPTER III

GENERAL ASSEMBLY

Article 18. General Assembly

The General Assembly is the supreme governing body of the Association and is composed of all members. It is composed of eight voting members, each representing a bridge and having one vote.

The associated and honorary members of the Association as referred at Chapter IV at this Constitution, are able to attend Assembly Meetings, without the right to vote.

Article 19. Ordinary and Extraordinary General Assembly Meetings

The meetings of the General Assembly shall be ordinary and extraordinary.

The Ordinary General Assembly Meeting will be held once a year within the four months following the close of the fiscal year, at the initiative of the President of the Management Committee.



The Extraordinary General Assembly Meeting will be held when required by circumstances, at the initiative of the President, when the Management Committee decides to do so by majority, or when it is requested in writing by 20% of the members.

In all cases, the request for the assemblies' convocation shall be accompanied by the list of matters that are wished to be debated. The President shall send the convocation, including the requested agenda, within a period of fifteen calendar days from the reception of that request, respecting the terms of the convocation of the Assembly referred to in the following article.

Article 20. Calls for General Assembly Meeting

The calls for General Assembly Meetings will be done in writing, stating the place, day and time of the meeting, as well as the final agenda of the matters to be discussed. Between the call and the designated day of the Meeting, in the first call, there will be a period of at least forty-five (45) calendar days to indicate, if applicable, the date and time of a second call to meet, with a minimum interval of one hour, between the one indicated in the first call and the one designated, for the celebration of the second.

Article 21. Validity of the General Assembly Meetings and of its agreements

The General Assembly Meetings, both ordinary and extraordinary, will be validly constituted on first call when a third of the members with voting rights attend, and on second call whatever the number of members with the right to vote.

The agreements will be taken by a simple majority of the people present or represented when the affirmative votes exceed the negative, blank or void votes or abstentions will not be counted.

A qualified majority of the people present or represented, which will result when the affirmative votes exceed half of these, will be necessary for the following:

- A. Appointment of the Management Committee and administrators.
- B. Agreement to set up a Federation of associations or to join them or another Association.
- C. Disposal or transfer of assets, including the fixed assets.
- D. Modification of the Constitution.
- E. Dissolution of the entity.



They may use, in the deliberations and voting of the Assembly, any means of transmission and remote reception of the opinions and demonstrations of will of its members, including videoconferences, by decision of the President, and under the supervision and control of the Secretary, provided that the identity of the interlocutors is guaranteed, and the exact transmission, reception, and registration of the communications, which will be transcribed in the corresponding Minutes.

Article 22. Competences of the Ordinary General Assembly

The following competences fall under the responsibility of the Ordinary General Assembly, at the proposal of the Management Committee:

- A. To approve, when appropriate, the management of the Committee.
- B. To examine, approve and reject the annual accounts and budget of the Association and their execution.
- C. To approve or reject the proposals of the Management Committee regarding the activities of the Association.
- D. To set ordinary or extraordinary fees.
- E. Any other that is not of the exclusive competence of the Extraordinary Assembly.
- F. To agree on the remuneration, where appropriate, of the members of the representative bodies.

Article 23. Competences of the Extraordinary General Assembly

The following fall under the responsibility of the Extraordinary General Assembly, at the proposals of the Board of Directors:

- A. Appointment of the members of the Management Committee, each representing a Transporter Bridge.
- B. Modification of the Constitution.
- C. Dissolution of the Association.
- D. Dismissal of members.
- E. Constitution of Federations or integration in them, or in a another Association.



CHAPTER IV

MEMBERS

Article 24. Members

May belong to the Association those with capacity to act who have an interest in the development of the purposes of the Association.

Article 25. Types of members

The Association will include the following types of members:

- A. Founding members, who are those of the 8 foundational bridges who have signed these constitutive minutes, nowadays, or in the future, and paid their contribution and have a voting right.
- B. Associated members, invited to the General Assembly Meeting by the founding members after having submitted them to the Management Committee.
- C. Members of honour, who due to their prestige or for having contributed in a relevant way to the dignity and development of the Association, are entitled to such distinction. The appointment of the honorary members shall be one of the Management Committee competences.

Article 26. Dismissal of the members

The members will be dismissed for any of the following reasons:

- A. By voluntary resignation, communicated in writing to the Management Committee, at least two calendar months in advance, at the due date.
- B. For breach of economic obligations, if they do not satisfy, in a timely manner, two successive instalments, or three alternate instalments, having received in any case prior reliable notice.

Article 27. Rights of the founding members

The founding members will have the following rights:

- A. Take part in all the activities organized by the Association in order to fulfill its purposes.



- B. Enjoy all the advantages and benefits that the Association can obtain.
- C. Participate in the Assembly Meetings with voice and vote.
- D. Be electors and eligible for management positions.
- E. Receive information about the agreements adopted by the bodies of the Association.
- F. Make suggestions to the members of the Management Committee in order to better fulfil the purpose of the Association.

Article 28. Obligations of the founding members

The founding members will have the following obligations:

- A. Comply with these Rules and the valid agreements of the Assembly Meetings and the Management Committee.
- B. To pay the set quotas, as referred at the chapter V.
- C. Attend the Assembly Meetings and other events that are organized.
- D. Perform, if applicable, the obligations inherent to the position they occupy.

Article 29. Rights and Obligations of the Associated members

Associated members who attend General Assembly Meetings do not vote nor do they pay a fee to the Association. They do however bear the costs of their participation. Furthermore, they can participate in the financing of the Association.

They shall have the same obligations as the founding members, with the exception of those provided in sections B and D of the previous article.

Likewise, they will have the same rights except for those listed in sections C and D of article 27, being able to attend assemblies without the right to vote.

Article 30. Rights and obligations of the Honorary Members

The honorary members will have the same obligations as the founding and associated members with the exception of those provided in sections B, C and D of the article 28.

Likewise, they will have the same rights except for those listed in sections C and D of article 27, and they will be able to attend Meetings without the right to vote.

Article 31. Economic resources



The economic resources foreseen for the development of the objectives and activities of the Association will be the following, in accordance with the budget approved by the management Committee:

- A. The membership fees, periodic or extraordinary.
- B. Grants, legacy or inheritances that could be received legally from members or third parties.
- C. Any other legal recourse.

Every member has to pay the sum of 1000 Euro to the Federation as the first entry fee.

In the case of future funding bids submitted on behalf of the Federation, it may be necessary to require additional fees from members. The voting members decide on these additional fees and their distribution with a 2/3 majority.

The annual fees for membership and any other contribution from the members are reviewed annually by the Board of Directors.

The funds are administrated by the President with the assistance of the Treasurer. The balance of the current account and all expenses are communicated regularly to the members.

Article 32. Assets

The Association has no initial assets or Social Funds.

Article 33. Financial year

The associative and economic activity will be annual. The Financial Year will end on December 31st of each year.

By exception the first exercise starts at the moment of the subscription of the minutes of constitution of the Association and approval of these Statutes.

CHAPTER V

DISSOLUTION

Article 34. Dissolution of the Association



The Association is voluntarily dissolved when agreed by the Extraordinary General Meeting convened for that purpose, by a 2/3 majority of the members with right to vote.

Article 35. Liquidation Commission

In the event of dissolution, a liquidation commission, appointed by the Management Committee shall take over the funds existing and, once any debt is cleared, the remainder, if any, shall be used for purposes that do not alter its non-profit nature, chosen by the commission.

ADDITIONAL PROVISION

- A) In all that is not foreseen in this Constitution, the current Spanish Organic Law 1/2002, of March 22, regulating the Right of Association, and the complementary regulation will apply.
- B) If the members of the World Association of Transporter Bridges wish to request, when time is right, the qualification of Association of Public Utility, in accordance with the Spanish law (article 32 and concordant articles of the Organic Law 1/2002, of 22th March and complementary regulation on the matter), the processing of such qualification shall be entrusted to the Management Committee as soon as the precise conditions for it are met. During the first General Assembly meeting held after the application, the Management Committee shall inform the members of the said application and then during the following General Assembly meetings, they shall keep the members informed of its progress and of the administrative resolution that will result.
- C) In order of the enrolment of these Association in the Spanish National Register of Associations, assignment is done to the President (in this case to the Vice presidents), and the Secretary of the Management Committee to fulfill all acts and documents for the inscriptions in this Register of these Statutes and all the acts of the General assemblies, or the Management Committee.

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