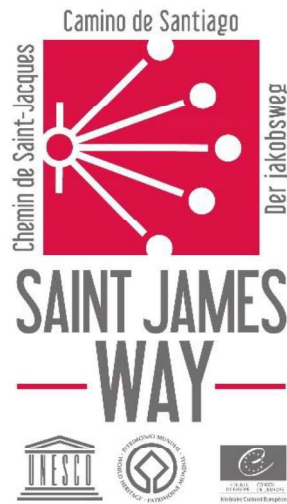


STATUTES

EUROPEAN FEDERATION OF SAINT JAMES WAY



Preamble

When the Way of Saint James was declared the first European Cultural Route on 23 October 1987 in Santiago de Compostela, it gave impulse to the recovery and promotion of this journey of pilgrimage capable of overcoming distances, frontiers, and misunderstandings.

Thanks to scientific identification work carried out by European experts, the creation of common signposting and the combined efforts of States, local authorities, religious authorities and associations, the Way of Saint James has become an excellent vector of cultural exchanges, a space for reflection and sharing among European citizens. Today, the many routes that lead to Compostela are used by tens of thousands of people every year.

Harnessing this renewed dynamism, the communities crossed by the route and their elected representatives need to create a formal partnership structure to promote permanent exchanges between them and to coordinate around a common political and institutional support.

This structure thus aims to give concrete expression to the main principles of cooperation promulgated by the founding declaration of 23 October 1987. It also seeks to establish the operational mechanisms necessary for the proper functioning and promotion of the Way of Saint James as a European Cultural Route.

Article 1 - Designation

The Association, under the name of the **European Federation of Saint James Way**, is governed by the legislation of the Member State in which it has its registered office.

Article 2 - Purpose

The present Association, called the European Federation of Saint James Way, was **founded in Le Puy-en-Velay on 1 April 2011**. It aims to bring together the European local authorities located along the Way of Saint James around a common cultural and tourist promotion based on their shared centuries-old cultural heritage.

Article 3 - Headquarters

The head office of the association is located at:

Hôtel-Dieu, 2, rue Becdelièvre, 43000 Le Puy-en-Velay.

This registered office may only be transferred by decision of the General Meeting.

The association may open subsidiary centres, branches, agencies, and representations in the territory of the members with the approval of the meeting.

Article 4 - Duration

The duration of the association is **unlimited**. However, it may be dissolved at any time by decision of the Extraordinary General Meeting.

Article 5 - Membership - Composition - Admission

The **founding members** of the European Federation of Saint James Way are:

- Communauté d'agglomération du Puy-en-Velay (France)
- Conselleria de Cultura e Turismo de la Xunta de Galicia (Spain)
- Comissao de Coordenação e Desenvolvimento Regional do Norte (Portugal)

National, regional and local European public or publicly-owned bodies, which are responsible for the official sections of the Way of Saint James, **may be full members**, with the right to speak and vote, subject to the following conditions:

1. They must be established in accordance with the laws of the various States and based on the inspiring principles of the European Union and the Council of Europe.
2. Membership must first be approved by the General Meeting.
3. They must pay an annual membership fee, the amount of which is determined by the decision of the General Meeting.

The conditions set out above are cumulative.

In the General Meetings, European public or publicly-owned bodies, members by right, are represented by one representative of the entity and by one technical partner.

Any member may propose to the General Meeting of the European Federation of Saint James Way the establishment of a new European public or publicly-owned entity, provided that it fulfils the conditions set out above.

Any European public or publicly-owned entity may present its application to joint the federation to the President of the European Federation of Saint James Way for deliberation by the meeting, provided that it fulfils the conditions set out above.

Each Member State may be represented in the European Federation of Saint James Way by a maximum of six (6) entities.

Article 6 - Obligations of Members

The European Federation of Saint James Way maintains a **privileged relationship** with its members, based on the sincerity of the information exchanged, confidentiality, and a commitment to results in terms of quality of service.

The members of the association, including the representatives, may not receive any remuneration for the functions entrusted to them, with the exception of the Manager. Reimbursement shall only be made for payments made in advance and only on presentation of the original supporting documents.

Article 7 - Waiver and exclusion

Loss of membership can be due to:

- Resignation

Resignation must be sent by registered post addressed to the President of the association at least 1 month prior to the desired date of termination, after payment of all contributions and services due.

- Non-payment of membership fees

The General Meeting may expel any member who has defaulted on payment of fees or services, after a first formal notice from the association to pay within one month.

- Exclusion

In the event of a serious or repeated breach of the statute, in particular of the obligations and commitments

referred to in Article 6, after having been asked, by registered letter, to present their explanations, in writing or orally, for the conduct of which they are accused. All contributions and

invoices (received or to be received) for services owed shall remain due and can be recovered by any legal means. The General Meeting must justify its decision of exclusion and notify the excluded member by registered letter within 1 month of the decision.

Article 8 - Financial resources

The annual resources of the association shall be secured as follows:

- through contributions by members;
- through possible subsidies granted by the European authority or by the States;
- through manual donations, in particular in the context of patronage;
- Through the interest and income from assets and securities belonging to the association;
- through capital from savings made in its annual budget;
- through sponsors;
- through any other means permitted by law;
- through the sale of goods or services provided or by the association;
- through donations and legacies that the association may receive in accordance with its purpose.

Article 9 - The President - Vice-President - Secretary

The President is the **spokesperson** and guarantor of the policy and values defined by the General Meeting of the European Federation of the Way of Saint James.

The President is vested with the broadest powers to act, in all circumstances, on behalf of the European Federation of the Way of Saint James, without prejudice to the powers conferred on General Meetings and within the framework of the decisions adopted by this body.

The President shall **delegate the powers** necessary for the execution of the decisions taken by the General Meeting or by themselves by means of a signed written certificate.

The President shall also decide on legal actions and shall act as representative of the European Federation of Saint James Way in all dealings with third parties.

The President of the Association shall be **elected for a term of office of four (4) years at the Annual General Meeting** from the date of said meeting.

The President shall be elected by members with full speaking and voting rights.

The President may elect a **Vice-President**.

The **Vice-President** shall be elected by members with full speaking and voting rights. Their functions shall be to assist the President and to replace the President in the case of impediment. In the event of replacement, the Vice-President shall have the same powers as the President.

The President may elect a **Secretary**.

The Secretary shall be responsible for the administrative functions of the association. These functions include:

- Keeping up to date the legally established books of the association and the register of members;
- Keeping custody of the association's documentation and processing the social communications and agreements to be entered in the Register of Associations;
- Presenting, together with the Treasurer, the annual accounts and other documentary obligations as legally required;
- Drafting the minutes of meetings;
- Issuing certifications.

Article 10 - The Manager

If necessary, the **Manager** shall be nominated by the President and elected at the Annual General Meeting.

The Manager is responsible for **cooperating with the members and managing the projects** launched by the association.

The Manager shall ensure compliance with the formalities prescribed by the law of the Member State in which the Association has its registered office.

The Manager shall be **elected every four (4) years at the Annual General Meeting** and from the date of this meeting.

The Manager shall submit an annual management report to be approved at the Annual General Meeting.

The Manager may be remunerated for their duties. Remuneration shall be decided at the Annual General Meeting.

Article 11 - The Treasurer

The Treasurer shall be **responsible for the financial management of the association**, collecting revenue and making payments under the control of the President subject to a report by the Treasurer and, where appropriate, the Manager.

The association may be supported by an **external supervisory authority**, which shall regularly monitor all operations and report to the General Meeting. However, expenditures in excess of EUR 10,000 must be authorised by the General Meeting.

The **Treasurer** may open and manage in the name of the association any deposit or current account with any bank or credit institution. The Treasurer may also create, sign, accept, endorse, and issue all cheques and transfer orders for the operation of the accounts.

The **Treasurer** shall be elected by the General Meeting, upon proposal by the President.

Article 12 - Bank account - Auditor - Formalities

The bank account of the European Federation of Saint James Way **shall be domiciled in the territory of the presidency of the European Federation of Saint James Way** wherever possible and shall be managed by the Treasurer and the President.

The appointment of an external auditor is mandatory if the association:

- Receives public subsidies in excess of EUR 153,000;
- Has an economic activity and meets two of the following three criteria: workforce of at least 50 employees, turnover or tax-free income of at least EUR 3,100,000, balance sheet total of over EUR 1,550,000;
- Receives donations to associations for an annual amount of more than EUR 153,000, which allows them to benefit from the tax reduction for associative donations.

The President shall send notification of any change in the administration of Federation of the Way of Saint James to the registry of the national association body of the Member State in which the federation's registered office is located, in accordance with the principles of the applicable law of the European Union and according to the applicable law of the place of registration.

Article 13 - General Meeting

The General Meeting includes all members of the association. **The members of the association shall be represented at the General Meeting by one member representing the entity and one technical partner.**

There is no quorum for the General Meeting.

It meets **at least once a year**, within six months of the end of the financial year and whenever required.

The **President shall call the meetings** on their own initiative.

Notice of the meeting shall be sent by post or e-mail at least 14 days before the date of the General Meeting and shall include the agenda.

The President decides the agenda. The General Meeting shall only deliberate on matters expressly included on the agenda and decided by the person calling the meeting, including the possible dismissal of the President, of the members, or the renewal of various mandates.

The General Meeting shall be chaired by the President or, in their absence, by the Vice-President or by any person designated by the meeting.

Each member of the association present or represented has the **right to vote**.

If both representatives (the entity representative and the technical partner) are present, the right to vote is held by the entity representative. If only one of the two representatives is present, that representative shall be entitled to vote.

Qualified persons may be invited to attend General Meetings, depending on the items on the agenda, but cannot participate in the voting.

If a member is unable to attend, they may be represented at the General Meeting, but only by another member present (representative of the entity or technical partner). However, members in attendance may not have **more than two written proxies**.

The main task of the General Meetings is to decide on the general policy of the European Federation of Saint James Way and to supervise its implementation.

The General Meeting provides the association with the means necessary for this policy, votes on the provisional budget, decides on investments, day-to-day management and any financial contribution required for its development.

The General Meeting approves the accounts of the association presented under the responsibility of the Treasurer and decides on the management reports, the financial situation and the guidance report of the association. It approves the accounts and the management of the Treasurer and, where appropriate, the management of the Manager.

In the absence motion to approve, a procedure is initiated: economic and financial audit and/or recourse to an ombudsman.

It may delegate any of its powers, including, where appropriate, the power to contract a loan.

Specifically, it determines the **amount of the annual contributions**.

It has the right to issue mandates for specific matters or actions not provided for in this statute.

It appoints an external auditor and an alternate auditor under the conditions outlined in Article 12.

It elects the **President, the Treasurer, the Secretary and, on the proposal of the President, the Vice-President and the Manager, where necessary**.

The deliberations of the meeting shall be adopted by a majority vote of those present and represented. In the event of a tie, the President shall have the casting vote.

There shall be an **attendance list** to be signed by the members of the meeting upon arrival, which shall be certified by the President.

The President and the Secretary and, where appropriate, the Manager, shall draw up and sign the **official minutes** of the General Meeting.

The General Meeting may be held at any place fixed by the convocation. If it is not possible to hold the meeting in person, the meeting may be held by videoconference. In this specific case, attendance shall be counted by participants sending e-mails explicitly mentioning the attendance actions of all persons present or represented. The votes for each resolution shall also be counted by e-mail, expressly stating the wishes of the person present or represented.

Article 14 - Extraordinary General Meeting

The Extraordinary General Meeting shall be called upon to decide on, and shall have exclusive competence to decide on, **the amendment of the statute, the dissolution of the association**, as well as to decide on the merger with one or more other associations, on the proposal of the General Meeting.

The Extraordinary General Meeting includes all members of the association. **The members of the association shall be represented at the Extraordinary General Meeting by one member representing the entity and one technical partner.**

The Extraordinary General Meeting must be composed of **at least half of the members by right** who are present or represented. If this quorum is not reached, the Extraordinary General Meeting may

be reconvened with an interval of at least 15 days and may validly deliberate, irrespective of the number of members present or represented.

The Extraordinary General Meeting may be **convened by the President or at the request of more than half of the members of the association**. Notice shall be sent by letter or e-mail at least 14 working days before the date of the Extraordinary General Meeting and shall include the agenda.

The agenda shall be decided by the President; if the meeting is convened at the request of one-third of the members, the proposal for the items to be discussed shall be included in the agenda.

Likewise, at an Extraordinary General Meeting, any item proposed at the request of more than half of the members may be discussed.

The Extraordinary General Meeting shall be chaired by the President of the association or, in the event of impediment, by the Vice-President, where appointed, or by any other person designated by the meeting.

Each member of the association present or represented has the right to vote. If both representatives (the entity representative and the technical partner) are present, the right to vote is held by the entity representative. If only one of the two is present, that representative shall be entitled to vote.

Qualified persons may be invited to participate in Extraordinary General Meetings, depending on the items on the agenda, but can not participate in the voting.

If a member is unable to attend, they may be represented at the Extraordinary General Meeting by another member present (representative of the entity or technical partner). However, no member in attendance may hold **more than two written proxies**.

The statute, and in particular the corporate purpose, may only be amended on the proposal of the President or half of the members of the association.

Resolutions by the meeting are adopted by a **two-thirds** majority of the members present or represented.

There shall be an **attendance list** to be signed by the members of the Extraordinary General Meeting upon arrival, which shall be certified by the President.

The President and the Secretary and, where appropriate, the Manager, shall draw up and sign the **official minutes** of the Extraordinary General Meeting.

The Extraordinary General Meeting may be held at any place fixed by the convocation.

If it is not possible to hold the meeting in person, the meeting may be held by videoconference. In this specific case, attendance shall be counted by sending e-mails in which the members present or represented shall expressly mention their attendance. The votes for each resolution shall be counted by sending e-mails expressly stating the wishes of the person present or represented.

Article 15 - Board of Directors

As soon as the association has a minimum of **15 members by right**, a Board of Directors shall be set up. In this particular case, the association shall be managed by a Board of Directors, which meets when convened by a simple letter from the President or by a request signed by at least one-third of its members.

The Board of Directors **shall meet at least once a year** and as often as necessary. The President shall decide on the agenda.

At least **half of the members of the Board of Directors must be present or represented** for resolutions to be valid. If this number is not reached, the Board of Directors may reconvene at least one month later and may validly deliberate regardless of the number of members present or represented.

Each director present or represented has the **right to vote**. There cannot be two directors for the same ex-officio member. Resolutions shall be passed by a majority of the members present and represented. In the event of a tie vote, the President or chair shall have the casting vote.

There shall be an **attendance list** to be signed by the members of the meeting upon arrival, which shall be certified by the President.

The President and the Secretary and, where appropriate, the Manager, shall draw up and sign the **official minutes** of the board meeting.

The meeting may be held at any place fixed by the convocation. The meeting may be held by videoconference. In this specific case, attendance shall be counted by sending e-mails in which the directors present or represented shall expressly mention their attendance. The votes for each resolution shall be counted by sending e-mails expressly stating the wishes of the person present or represented.

Composition and renewal

The Board of Directors of the association is composed of:

- President; has a right to vote;
- Vice-President - with the right to vote;
- Secretary with the right to vote;
- Manager - with the right to vote;
- Treasurer - with the right to vote;
- A maximum of 2 directors representing the ex-officio members - with the right to vote.

Members in good standing shall be eligible for election to the Board of Directors. Nominations must be submitted in writing to the President of the Association within one month of the General Meeting.

Candidates who obtain a majority of the votes of the members present or represented shall be declared elected. In the event of a tie, the President or chair of the meeting shall have the casting vote.

If a member of the Board of Directors is unable to attend a board meeting, they may be represented by a technical partner of the entity represented or may delegate representation to a member of the Board of Directors present at the meeting. However, a member of the Board of Directors in attendance may not hold **more than two written proxies**.

Loss of membership by resignation, non-payment of membership fees or exclusion shall automatically result in loss of membership of the Board of Directors.

The entire Board of Directors **shall be renewed every four (4) years**. All directors may be re-elected indefinitely.

Any director absent for more than three successive board meetings shall be deemed to have resigned from their position. If they represent an organisation, the organisation must provide for their replacement.

For vacant positions, the represented entity in question shall appoint a technical partner until the election of a new director.

Missions

The main task of the Board of Directors is to implement the resolutions passed at the General Meetings.

All functions within the board are performed without remuneration, with the exception of the Manager, who may be remunerated.

Directors may not receive any remuneration for the duties entrusted to them. Reimbursement shall only be made for payments made in advance and only on presentation of the original supporting documents.

Article 16 - Financial year

The financial year begins on **1 April of each year and ends on 31 March** of the following year. Any changes in the financial year shall be decided by the Board of Directors.

It shall comply with the legislation of the Member State in which the registered office of the European Federation of Saint James Way is located, applicable law of the European Union and according to the applicable law of the place of registration.

Article 17 - Dissolution

The Extraordinary General Meeting convened to decide on the dissolution of the association shall be convened specifically for this purpose and shall be held in accordance with the procedures laid down in Article 14.

In the event of dissolution, the General Meeting shall appoint one or more liquidators to liquidate the assets of the European Federation of the Way of Saint James.

Net assets, if any, are assigned in accordance with the law of the member state in which it has its registered office.

Article 18: Language and interpretation

In the event of doubt as to the interpretation of any term or aspect of this statute and the drafting of the regulations or any other document issued by the association, **the version written in Spanish, the original language of this statute, shall prevail.**

The interpretation of this statute shall be the responsibility of the General Meeting, which shall decide on the meaning of the Article by a resolution requiring the same quorum as for the amendment of the statute.

In the event of the adoption of directives by the European Parliament and regulations by the Council of Europe on the **statute for European cross-border associations and non-profit organisations**, this statute shall be amended to bring it into line with these regulations.