

ARTICLES OF ASSOCIATION OF THE SPANISH ASSOCIATION FOR STANDARDIZATION

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CHAPTER I

NAME, PURPOSE, REGISTERED OFFICE AND SCOPE

Article 1

The Spanish Association for Standardization (hereinafter "the Association") is a private not-for-profit association, incorporated according to Spanish Associations Law 191/1962, of 24th December and to Decree 1440/1965, of 20 May. Its Articles of Association were adapted and amended by Organic Law 1/2002, of 22nd March, which rules the Right of Association.

The Association is incorporated for an indefinite period and has its own legal personality separate from that of its members and has full legal capacity to act for the achievement of its purposes through its different bodies, in accordance with the applicable legal provisions, these Articles of Association, the Internal Rules of Procedure and other documents deriving therefrom.

Article 2

The purpose of the Association is to develop the standardization activity, as defined in Regulations (EU) 1025/2012 of the European Parliament and of the Council; in Spanish Law 21/1992 on Industry; and in Royal Decree 2200/1995 through which the Regulations for the Quality and Industrial Safety Infrastructure is approved.

Through the development of standardization, an activity of public interest, the Association has the purpose of contributing to competitiveness and security of companies, its products, services and processes, the protection of individuals, consumers and the environment, the integration of disabled persons, the promotion of Social Responsibility and the improvement of control of business risks, thereby contributing to the achievement of excellence in business and the welfare of society.

Article 3

The Association has its head offices at Calle Génova 6 in the municipality of Madrid.

The General Assembly, upon proposal from the Executive Board, shall decide on any change of domicile for the Association.

Article 4

The Association's activity shall extend to the whole Spanish territory, being able also to carry out such activity in other countries, either by itself or through third parties.

Its scope of action is multisectorial, and covers all industrial and economic sectors, and all private individuals or bodies corporate interested in the tasks of standardization may benefit from its services.

CHAPTER II

PURPOSES AND ACTIVITIES OF THE ASSOCIATION

Article 5

The Association has the following purposes:

- a) To contribute to a wider and better implementation of the activity of standardization and its development, aligning at the same time the efforts of all parties interested in such implementation and development.
- b) To collaborate with the private sector and Public Administrations and Bodies to increase the implementation and use of standardization activities and, in this way, face big challenges, such as climate change, sustainable use of resources and the environment, research and innovation, population ageing, integration of disabled persons, protection of consumers and users, companies' competitiveness, safety of workers and working conditions, for the benefit of general interest.
- c) To promote Spanish participation in regional and international standardization organizations, especially in Ibero-America, and to represent Spain thereat in the corresponding manner, assuming rights and obligations entailed by such representation, also as an instrument for development cooperation.
- d) To carry out all those activities related with standardization that may contribute to improve the awareness, use and development in Spanish society, in order to favour commercial interchange, international co-operation, and to enable the generation of results that ensure the development of the Association.
- e) To contribute, through standardization, to the promotion of international trade.
- f) To encourage the development of a technical national and international standardization by the private and public sectors, reducing the effort of the Spanish Administration during such development, while maintaining the technological adequacy, simplification and innovation for the intended purposes.
- g) Ensure the strengthening of society actors in the setting of standards, through support to organizations that represent consumers and social and environmental interests.
- h) Provide access to SMEs to the drafting of standards, as these entities represent most of the business Spanish structure.
- i) To boost cooperation activities at national and international levels, contributing with knowledge and experience on standardization as a tool of access to the market, of transfer of technology and improvement of the competitiveness of the industrial tissue, in order to support and strengthen the entities responsible for the quality infrastructure in third countries.

Article 6

To achieve the purposes mentioned here above, the following activities shall be carried out

- a) To promote grouping and co-ordinate those parties interested in the development of standardization in Spain and in other European and international areas.
- b) To draw up internally consistent rules tending towards the harmonization with European and international standards, taking into account the interests and participation of all the parties concerned.
- c) To create committees, sub-committees and working groups in order to draft standards or other regulatory documents with the balanced participation, wherever possible, of representatives of the parties involved and related with the same.
- d) To develop activities, such as the adoption of European standards, which arise from participation in national or supranational standardization bodies.
- e) To disseminate standards, both Spanish and foreign, setting up also the corresponding reference library and adequate information services.
- f) To organize and collaborate in the performance of courses, seminars, and other training activities.
- g) To reach agreements and collaboration covenants with Spanish entities, both public and private, which contribute to a wider implementation and development of standardization activities.
- h) To reach agreements and collaboration covenants with entities in other countries which contribute to a wider implementation and development of standardization activities.
- i) To incorporate or participate in entities as a means of encouraging standardization activities within the Spanish territory or abroad.
- j) Allow access to projects of national standards to all the interested parties, so that they have the opportunity of making comments or challenging the same.
- k) To provide technical assistance to public institutions, private entities and companies regarding international cooperation projects and policies, as well as to provide courses, and training and qualification activities about standardization in other countries.
- l) To allow other standardization bodies to participate, either actively or passively, by sending observers, in the planned activities.
- m) To encourage the participation of Spanish representatives in sectoral standardization forums, both European and international.
- n) To provide accessible information on its activities promoting the use of Information and Communication Technologies (ICT) in its standardization system.

- o) To carry out any other activity which, directly or indirectly, contributes to the achievement of its purposes or as provided by legal or regulatory provisions.

Article 7

Compliance with the Association's specific goals and purposes may be carried out, directly or indirectly, through entities incorporated for this purpose.

CHAPTER III

ABOUT THE MEMBERS

Article 8

Any and all entities and individuals or bodies corporate, public or private, expressing a particular interest in the development of standardization, may acquire the status of member in each of the classes specified in this article.

The members of the Association are classified in:

- Honorary Members
- Corporate Members
- Associate Members
- Individual Members

Honorary Members shall be those individuals or bodies corporate appointed by the General Assembly, upon proposal from the Executive Board, in recognition of outstanding services in the fulfilment of the Association's purposes.

In General, Corporate Members shall be professional business organizations representing industrial and economic sectors, as well as associations of consumers and users at the State level.

Associate Members shall be the rest of bodies corporate not included in the preceding paragraph.

In particular, in this category shall be included the representatives of the Public Administrations that according to legislation in force must join, ex officio, the Governing Bodies of the Standardization Bodies, not being eligible, under no circumstance, to hold any position in the Governing Bodies of the Association.

Individuals shall be considered as individual members.

Article 9

The entities and individuals referred to in the preceding Article, except for Honorary Members, who wish to belong to the Association must apply for membership to the Executive Board through the corresponding application form, which must record the full acceptance of these Articles of Association, the Internal Rules of Procedure and any rights and duties arising from the same, and they shall prove that they meet the requirements referred to in Article 8.

The application for membership, where appropriate, must be provisionally approved by the Executive Board and ratified by the General Assembly, provided that the applicant fulfils the conditions required to belong to the Association.

Corporate Members, when requesting to join the Association, must indicate the sector in which they propose to be included. Subsequently, the Executive Board shall be the one that, if appropriate, shall grant the final approval. Otherwise, the interested party may appeal such decision to the Executive Board.

Until their ratification by the General Assembly, new members shall enjoy all the rights and obligations of members except for the right to participate in elections, as voters or candidates, for positions in the Governing Bodies.

A Register of Members shall be kept at the head offices of the Association, in which the admissions and removals shall be recorded, as well as the dates on which these occur. All the members that request so shall have access to the register.

Article 10

The condition of member of the Association shall be lost

- a) On written request from the party concerned, addressed to the Executive Board.
- b) Due to cessation of the activity performed by the member, which justified its entrance in the Association. This circumstance shall be deemed to have occurred, even when there is no cessation of activities, when there is an essential change in any of the conditions which caused its entrance.
- c) Due to dissolution of the entity or body associated.
- d) In the case of representatives of Public Administrations, to which Article 8 of these Articles of Association refers, due to loss of the condition of member ex officio of the Governing Bodies:
- e) Due to expulsion, after the opening of proceedings agreed by the Executive Board pursuant to the Sanctioning Regulations, as a consequence of:
 - Breach of the obligations entered into with the Association.
 - Delay of more than two years in the payment of annual fees.
 - Actions contrary to the development of the purposes of the Association.
 - Gross misconduct, as set out in Article 12 of these Articles of Association.

The expulsion must be based on a just cause and must be agreed at the first meeting of the Executive Board to be held after the opening of the proceedings mentioned above and after hearing the opinion of the party concerned. Such party may file an appeal to the General Assembly, within thirty calendar days following the duly attested notification of the resolution

on expulsion, and the General Assembly shall adopt a reasoned decision. Those whose membership has been withdrawn may not re-apply for membership until the grounds giving rise to their expulsion have been remedied. In all cases of expulsion, a report by the Association's services on the consequences that might ensue from the party's removal from the activities of the Association shall be mandatory.

Members withdrawing from the Association must pay the amount of the annual fee corresponding to the year in which their withdrawal occurs, together with any pending fees.

Members withdrawing from the Association, since the moment at which this occurs, shall lose all their rights as members of the Association, including those of patrimonial nature.

Article 11

The Executive Board shall classify the wrongful acts committed by the members of the Association as minor, serious or very serious, as established in the Sanctioning Regulations. The following actions shall be considered as wrongful acts:

- Those which go against the reputation and good name of the Association or its members.
- Unjustified breach of any duty or obligation, voluntarily undertaken, which causes any harm to the Association.
- Those that cause a financial damage to the Association or its members.

Article 12

The commission of the wrongful acts referred to in the preceding article shall imply the corresponding sanctions, according to the following classification:

- a) If the wrongful action is minor, the corresponding sanction shall be a public or private warning.
- b) If the wrongful action is serious, the penalty shall be disqualification for the performance of representative or management positions, for such time as may be determined, as well as the loss of membership rights, for a maximum period of one year.
- c) In the event of a very serious wrongful action, the penalty shall be expulsion from the Association.

Article 13

When as a consequence of the wrongful action committed, a financial harm or damage is caused to the Association or any of its members, the Association may impose to the member responsible for the wrongful action, the obligation to compensate the financial damage caused.

Article 14

The procedure for the imposition of penalties stipulated in Article 12 of these Articles of Association shall be that Established in the Internal Rules of Procedure.

Article 15

To be able to exercise the right to vote and stand for election, in all its forms, the member must be up to date in the payment of the fee, extraordinary contributions or other economic obligations established by the General Assembly, no matter the governing body to which it refers.

CHAPTER IV

RIGHTS AND DUTIES OF MEMBERS

Article 16

All the members have the following rights:

- a) To take part in the activities of the Association and in its governing and representative bodies, exercise the right to vote, as well as to attend the General Assembly.
- b) Whenever a member is interested in forming part of a standardization technical committee, admission to the same shall be ruled according to the Regulations of the corresponding technical committees.
- c) To be informed about the composition of the Association's governing and representative bodies, the state of its accounts and the progress of its activities.
- d) To be heard before the adoption of any disciplinary measures against it and to be informed about the circumstances giving rise to such measures.
- e) To challenge the resolutions adopted by the Association bodies, when these are considered to be contrary to legislation or these Articles of Association.
- f) To access all of the documentation of the Association listed in Article 42 of these Articles of Association, as well as the Minutes' Books of the meetings of its governing and representative bodies, in accordance with the terms established in the Internal Rules of Procedure, all of it in compliance with the terms provided in Organic Law 15/1999, of 13th December, about Personal Data Protection.

Article 17

The duties of the members are:

- a) To adapt their actions to the provisions of the Articles of Association and Regulations of the Association.
- b) To abide by and comply with the resolutions and decisions of the Association's governing bodies.
- c) To attend meetings of the Assembly or delegate their representation in other members, in the manner determined in the Internal Rules of Procedure.
- d) To pay membership fees, extraordinary contributions, or other financial obligations established by the General Assembly.
- e) To perform the functions corresponding to the positions for which they have been appointed, in accordance with the Internal Rules of Procedure.
- f) To provide accurate and reliable information regarding matters that, without being confidential, are related to the Association's purposes and activities, whenever this is requested by its governing bodies.
- g) Not to use the name "Spanish Association for Standardization" or any of its marks in a way that might harm the image of the Association.

CHAPTER V

ABOUT THE GOVERNING BODIES

Article 18

The Association shall be governed by the General Assembly, the Executive Board, the Standing Committee and the Chairman of the Association, whose respective functions will be defined by these Articles of Association and the Internal Rules of Procedure.

The Executive Board is structured by sectors or areas of activity.

The positions of members appointed to be part of the governing bodies, shall be performed by those who hold the condition of members of the Association, following the election process established in the Internal Rules of Procedure. This process shall alternatively include procedures for telematic or remote voting that guarantee an electoral procedure on the same principles as the in-person voting procedure, i.e., the principles of equality, confidentiality, transparency, legitimacy, privacy, integrity, and reliability in the telematic or remote voting.

All the positions in the Association's governing and representative bodies shall be unremunerated, without prejudice to the allowances that for the President or Vice-President, or for the person who performs their functions in case of vacancy, are agreed by the competent governing body for attendance to committees, bodies and working groups, in accordance with that laid down in Article 29, 1) of the Articles of Association.

Notwithstanding the foregoing, the members of the Executive Board and the Standing Committee shall have the right, provided it is so agreed by the competent body, to be compensated for the costs incurred due to attendance to meetings, pursuant to Article 25, c).

The governing bodies shall include, as an ex officio member, such representatives of the Public Administration as may be established in the applicable legislation. Such representatives of the Public Administration shall hold the condition of associates for all purposes, as associate members, in the terms established in Article 8 of these Articles of Association.

By means of a majority decision adopted by the Executive Board, and following a proposal from any of its members, the meetings of the governing bodies may exceptionally be attended, with the right to speak but not to vote, by representatives of institutions or persons considered to be of interest for the achievement of the purposes of the Association.

Article 18^obis

Sessions of the governing bodies may be held by telematic means, such as multiuser videoconference or conference call, under the terms provided in the Internal Rules of Procedure, provided that:

- all members of the relevant body have available the necessary means for such purposes;
- the system used enables the identification of attendees; and

- the Secretary of the concerned body acknowledges their identity and so states it in the Minutes.

The session shall be considered held at the registered address of the legal person.

Article 19

- a) The General Assembly is the supreme organ of the Association and shall decide, in the last instance, on all matters brought to it by the members and the governing bodies for final consideration.
- b) The General Assembly is made up of all the members of the Association.
- c) Members that are bodies corporate shall be represented by a duly accredited delegate, who may be accompanied by a maximum of two advisors also duly accredited; such advisors shall in no case be entitled to speak or vote.
- d) All members shall be bound by the resolutions adopted by the General Assembly.
- e) All members of the Association may be represented at the General Assembly by the representative of another member. No representative may accumulate a total number of votes, including own votes and those of represented members, exceeding 5% of the votes corresponding to the total number of members of the Association.
- f) The decisions shall be adopted in the General Assembly by simple majority of votes of the members of the Association present in person or by proxy, subject to the exceptions established in these Articles of Association. At the request of any member present in person or by proxy, voting may be nominative and by secret ballot. For the adoption of these decisions, telematic or remote voting systems may be used under the terms provided in the Internal Rules of Procedure.
- g) Minutes shall be drafted of the meetings held by the General Assembly which shall be recorded on the corresponding Minutes Book. The drafting of the Minutes of the meeting and their approval shall be carried out accordance with that established in the Internal Rules of Procedure.

Article 20

The meetings of the General Assembly may be ordinary or extraordinary.

The General Assembly, ordinary or extraordinary, shall be called by the Chairman in accordance with Articles 22 and 23 by means of telefax, e-mail, registered letter or any means that assures its remission and receipt, addressed to the members, together with the agenda set by the Chairman and including the matters to be discussed.

The call notice for a General Assembly must be sent by the technical services of the Association, on the Chairman's behalf, at least 15 calendar days in advance of the date set for the meeting to be held.

Resolutions may only be adopted on those matters reflected on the Agenda. However, other matters arising after the Agenda has been sent may be submitted for consideration.

Article 21

For the ordinary or extraordinary General Assembly to be able to adopt its resolutions validly, it shall be necessary for the members present in person or by proxy, at the first call, to hold a number of votes equal to or greater than half plus one of the votes corresponding to all of the members of the Association.

When such attendance is not attained at the first call, the General Assembly shall be deemed validly called to order one hour later, in the same place regardless of the number of votes held by the members in attendance.

No member may attend the General Assembly in person or by proxy without being up to date, at the latest on the date of the meeting, with the fulfilment of its obligations under the Articles of Association.

The General Assembly shall be chaired by the Chairman of the Association or such other person as may replace the same in accordance with these Articles of Association.

Article 22

An Ordinary General Assembly will be held every year to examine, discuss and approve, where appropriate, at least the following matters:

- a) The settlement of the accounts from the preceding financial year.
- b) Management carried out by the Executive Board in the preceding financial year and the forecasts for the current financial year.
- c) The annual budget for the current financial year.
- d) The ordinary, extraordinary and admission fees to be paid by members.
- e) The ratification, where appropriate, of the members of the Executive Board, as indicated by the Internal Rules of Procedure.
- f) The ratification, where appropriate, of the admission or withdrawal of members of the Association.
- g) The Internal Rules of Procedure and its amendments, when appropriate and upon proposal from the Executive Board.
- h) All those matters that the Executive Board decides to submit to the General Assembly for its knowledge and decision.

Article 23

Extraordinary General Assemblies shall be held when:

- a) This is so decided by a General Ordinary Assembly or the Executive Board.
- b) This is so requested, in writing, to the Chairman, by 25% of the members representing at least 15% of the votes corresponding to all the members of the Association. In this case, the request for a meeting to be called must contain a specific proposed Agenda.
- c) This is so required by these Articles of Association.

The Chairman may exceptionally convene an Extraordinary General Assembly within a period of less than fifteen calendar days, when the urgency of the matters to be discussed make this advisable.

Article 24

24.1 The Association shall be managed by an Executive Board comprising a maximum of 77 members. A balance between the interests represented shall be sought.

The composition of the Executive Board shall be regulated in the Internal Rules of Procedure so as to ensure the representation of the Association's different classes of members and the various interested parties.

In any case, the composition of the Executive Board shall have the following distribution:

- a) Ten members representing the Public Administrations, appointed in accordance with current legislation on standardization.
- b) The rest of the members, representatives of the Association's members, shall be elected according to the Internal Rules of Procedure.

The condition of member of the Executive Board shall be incompatible with the exercise of any actions or responsibilities in institutions carrying out activities that may enter into conflict with the interests of the Association. Such incompatibility shall extend to all persons representing such members.

The Executive Board shall be chaired by the Chairman of the Association or by such person as may replace the same in accordance with the Articles of Association.

24.2 The Executive Board is the governing body responsible for representing and managing the Association. It shall act with wide powers within the limits of these Articles of Association and the guidelines set out by the General Assembly. Its functions shall include, among others, the following:

- a) To appoint, for renewable periods of four years, and according to the following order:
 1. The Chairman of the Association, from among the persons who represent the members of the Association and hold positions in the Executive Board. The Chairman

may be re-elected only for a second term of office. In order to be re-elected Chairman again, after the second term of office, at least four years must have elapsed since termination of the second term of office and the new re-election.

2. The members of the Standing Committee, from among the members of the Association who have previously been appointed members of the Executive Board.
 3. The Vice-President, from among the persons exercising the representation of members of the Association with seats in the Standing Committee.
 4. The Treasurer, from among the persons exercising the representation of members of the Association with seats in the Standing Committee.
 5. The members who are to represent it in Consultative and Representative Committees.
- b) To ratify the members of the technical bodies, appointed in accordance with the provisions established in the Internal Rules of Procedure.
 - c) To represent the Association before any authority, labour courts and all kinds of bodies at the state, regional, provincial and municipal levels, as well as before entities, companies and private organizations.
 - d) To set out policies and guidelines, and to supervise their execution in connection with the activities necessary to achieve the purposes of the Association.
 - e) Agree the incorporation or participation in companies and appoint the persons that the Association proposes for its representation in the entities in which it participates.
 - f) To appoint and dismiss the General Manager, upon proposal from the Standing Committee.
 - g) To propose the Association's action plans and programs to the General Assembly.
 - h) To propose to the General Assembly the ordinary and extraordinary fees to be paid by the members of the Association.
 - i) To approve the financial regime of the committees, according to the Regulations.
 - j) To ensure the execution of the programs approved by the General Assembly, reporting to the same on their progress, as well as the resolutions adopted by the same.
 - k) To resolve on the convening of Ordinary or Extraordinary General Assemblies.
 - l) To have knowledge of the Association's finances through the Finance Committee.
 - m) To decide on matters related to collections, authorization of payments and issuance of payment orders, inspect the accounts and establish the procedure for payments and collections. Furthermore, to submit budgets, balance sheets and settlements of accounts to the general Assembly for approval.

- n) To Approve the draft of the annual report on the Association's activities, submitting the same to the General Assembly for approval.
- ñ) To resolve on the sale and disposal of property.
- o) To approve, annul or revise standards and regulatory documents, as well as to draw up the Annual Standards Plan which shall be presented to the Administration.
- p) To create and dissolve the standardization technical committees, as well as to ensure the proper functioning of the services and technical committees.
- q) To establish working groups or commissions, of limited duration, to study and deal with specific matters and, where appropriate, to decide their dissolution.
- r) To adopt resolutions relating to the lodging of all kinds of appeals and legal actions before any body or jurisdiction, reporting on the use of this power at the first meeting of the General Assembly held thereafter.
- s) To exercise disciplinary powers in accordance with the provisions on such matters in the Articles of Association and the Internal Rules of Procedure.
- t) To authorize agreements or covenants with other entities and to decide on the participation of the Association as a member of other organizations.
- u) To propose a change of registered office of the Association to the General Assembly.
- v) To establish branch offices, representations, participations and to create other organizations.
- w) To adopt, in situations of extreme urgency, decisions on matters that correspond to the authority of the General Assembly and to report on the same at the first meeting of the General Assembly held thereafter.
- x) All of the functions that may be delegated to it by the General Assembly or that are contained in the Articles of Association or the Internal Rules of Procedure.
- y) To resolve on the award and granting of such powers of attorney as may be necessary for the correct development of the Association.
- z) Appoint and entrust to the Corporate Responsibility Committee, with functional autonomy, the execution, general supervision and assessment of the System for Crime Prevention and Fight Against Fraud within the Association and the companies of its group, in the framework of the internal regulations governing such System.

24.3 The Executive Board may delegate such powers as it deems necessary to the Standing Committee, the Chairman or the General Manager for the greater efficacy of the execution of its functions.

24.4 The Executive Board may establish consultative commissions made up of members of the Board, directly involved in the purpose of such commissions, to be chaired by the Chairman of the Association, who may delegate to another member of the Executive Board or to the General Manager of the Association. Within their scope of action, these commissions shall have such

functions as may be assigned to them by the Executive Board and shall put forward to this body their proposals and a report on their activities, through the General Manager.

Article 25

- a) The duration of the term of office of the members appointed shall be four years.
- b) The Executive Board shall be completely renewed each four years. Nevertheless, the Executive Board shall continue performing its functions according to that laid in these Articles of Association until its renewal.
- c) The General Assembly may resolve, through a majority of 2/3 of the votes present or represented, on the reimbursement to the members of the Executive Board or the Standing Committee, which under no circumstances shall be charged to public funds, aids or subsidies.
- d) The associates that hold the condition of member of the Executive Board shall appoint the person to represent them, who must have sufficient capacity to adopt, in the name of the represented party, the necessary agreements for the good operation of the Association.

Article 26

The Executive Board shall meet at least four times a year:

- When convened by the President.
- When requested in writing by at least twenty-five per cent of its members, necessarily indicating in this case the subjects to be discussed.

The call notice and the Agenda set by the Chairman shall be sent 15 calendar days prior to the date of the meeting of the Executive Board, including in the Agenda the matters agreed at the previous meeting and others which arise subsequently and are considered of interest in the opinion of the Chairman and the General Manager.

In order to consider the Executive Board validly constituted, it shall be necessary the attendance, in person or by proxy, of one third of its members, with care being taken to ensure the proper balance of interests.

All members of the Executive Board shall be entitled to one vote, which may be delegated to another member, but each member of the Board shall only be able to vote on his or her own behalf and on behalf of only one other member.

The resolutions of the Executive Board shall be adopted by a simple majority of the votes present in person or by proxy. In the event of a tied vote, the President, or such other person as may be exercising the functions of the President at that time, shall have a casting vote.

Exceptionally, due to the nature of the matter and for reasons of urgency, the Standing Committee may submit certain matters to the Executive Board for a written vote by correspondence.

For the adoption of the resolutions of the Executive Board, telematic or remote voting systems may be used under the terms provided in the Internal Rules of Procedure.

Minutes of the sessions of the Executive Board shall be drafted and then entered on the corresponding Minutes Book, in accordance with the Internal Rules of Procedure.

Article 27

The following are causes for withdrawal of the status of member of the Executive Board:

- Expiry of the term of office.
- Resignation.
- Dismissal agreed by the General Assembly.
- Cessation of membership of the Association.

Article 28

The Standing Committee shall comprise the Chairman and a minimum of nine members. When legislation so stipulates, it shall also comprise a representative of the Administration duly appointed by the same in accordance with the indications of the Administration.

The Standing Committee shall meet at least six times a year. Minutes of these meetings shall be drafted and then entered on the corresponding Minutes Book, in accordance with the Internal Rules of Procedure.

The resolutions of the Standing Committee shall be adopted by a simple majority of the votes present in person or by proxy. In the event of a tied vote, the President, or such other person as may be exercising the functions of the President at that time, shall have a casting vote. For the adoption of the resolutions of the Standing Committee, telematic or remote voting systems may be used under the terms provided in the Internal Rules of Procedure.

Article 29

The Standing Committee shall carry out the following functions:

- a) To supervise and control the fulfilment and execution, by the General Management of the Association, of all the guidelines and purposes set by the Executive Board.
- b) To propose to the Executive Board the action plans and programs that it may deem fit for the Association.
- c) To monitor the proper fulfilment of the plans and programs approved by the Executive Board, reporting to the same.
- d) To supervise and control the operation of the technical bodies and the services.

- e) To adopt proposals of agreements in connection with the lodging of all kinds of actions, claims and appeals before any body or jurisdiction, submitting such proposals to the Executive Board at the first session of the same thereafter.
- f) Make proposals to the Executive Board regarding failures to comply with the provisions of these Articles of Association and the Internal Rules of Procedure, putting forward measures where appropriate.
- g) To establish the remuneration for the General Manager and, upon proposal from the latter, the levels of remuneration for the staff of the Association, as well as the hiring of management personnel.
- h) To comply with the resolutions adopted by the Executive Board, as well as to perform any and all actions and steps as may be required by the Association in the active interests of its members.
- i) In duly justified cases, and with exceptional character, to adopt and take such actions as may be necessary on matters corresponding to the Executive Board, including the lodging of appeals and the execution of powers of attorney, reporting on the same at the first session of the Executive Board held thereafter.
- j) To propose to the Executive Board those persons who will hold positions in the governing bodies of the institutions in which the Association has an interest, necessarily including the President and/or Vice-President of the Association.
- k) To propose to the Executive Board the appointment or dismissal of the General Manager.
- l) To resolve, by means of a majority of 2/3 of the members present or represented, on the allocation of allowances to the President or Vice-President, or to the person performing their functions in case of vacancy, in the light of their dedication and attendance to the committees, bodies and working groups in which they participate in such condition, which under no circumstances shall be charged to public funds, aids or subsidies.
- m) Any other matters that, from time to time, may be delegated to it by the Executive Board.

Article 30

The Chairman of the Association shall have the following powers:

- a) To convene and chair the General Assembly, the Executive Board and the Standing Committee.
- b) To direct the discussions and meetings and monitor the execution of the resolutions adopted.
- c) To exercise the legal representation of the Association at those acts requiring his or her presence as a consequence of the Chairman's functions.
- d) To grant powers of attorney with the prior agreement of the Executive Board.
- e) To report to the General Assembly on the actions undertaken by the Executive Board.

- f) To authorize with his or her signature the written communications and documents which require so.
- g) To approve the Minutes and certifications of the resolutions drafted by the Secretary of the Association.
- h) Any other function expressly delegated to the Chairman by the General Assembly, the Executive Board or entrusted to the same under these Articles of Association.
- i) To call early elections for the appointment of the position of Chairman or Vice-Chairman if any of the circumstances established in Article 30 occur.
- j) Any other function not specifically attributed to another governing body of the Association.

Article 31

The following are causes for the loss of the status of President:

- a) Resignation.
- b) Expiry of the term of office.
- c) Dismissal, through a resolution adopted by two thirds of the Executive Board. The resolution on the dismissal of the President must inexcusably contain the appointment of a new President.
- d) The loss of the condition of representative of a member of the Executive Board or the withdrawal of the latter from membership, unless the Executive Board itself, upon proposal from the Standing Committee and with a two-thirds majority of the votes present in person or by proxy, decides otherwise until the end of the term of office for which he or she was elected. In such circumstances, the member represented by the person holding the office of Chairman shall be able to take part in the sessions of the Standing Committee with the right to speak but not to vote.

Article 32

32.1 Should the Chairman fail to complete the term of office for which he or she was appointed, the person elected to replace him or her shall hold the position of Chairman until the end of the term of office for which the outgoing Chairman was appointed.

32.2 The Vice-Chairman shall exercise the functions of the Chairman in cases of vacancy, absence or illness of the same, as well as in those circumstances where this is expressly requested by the Chairman.

32.3 In any case, in the absence of the Chairman and the Vice-Chairman, the meetings of the collegiate governing bodies shall be chaired by the member of the corresponding organ with the longest standing in the Association and present at the meeting. Should this condition

be met by more than one member, a random draw will be held to choose among those with the same standing.

32.4 The main function of the Treasurer is the supervision of the collection and safekeeping of the funds belonging to the Association, particularly monitoring the proper management of the budget, as well as any other functions that may be assigned by the Executive Board.

Article 33

For the proper achievement of the Association's purposes and the execution of its functions and activities, the Association shall have the necessary technical and administrative services, headed up by a General Manager.

The General Manager shall also have the following duties:

- a) To be responsible, vis-à-vis the Association's governing bodies, for the management of the Association's activities and for the execution of the policy and guidelines established by the same.
- b) To exercise, through delegation, the representation of the Association, in executive and operational actions.
- c) To be responsible for the technical and administrative organs of the Association.
- d) To attend, with the right to speak but not to vote, the meetings of the General Assembly, the Executive Board, and the Standing Committee, as well as those of the commissions and working groups of the governing bodies.
- e) To carry out any and all actions requested by the Executive Board, the Standing Committee and the other governing bodies of the Association and those necessary for the effective rendering of the Association's services.
- f) To propose to the Executive Board or the Standing Committee, as appropriate, the development and modification of functional structure of the Association, as well as its staff.
- g) To propose to the Standing Committee the appointment and hiring of management personnel and to contract the necessary technical and administrative personnel, according to the Association's service staff.
- h) To manage the personnel policy, acting in representation of the Association in those cases required under labour legislation.
- i) To propose to the Executive Board the activity programs of the Association and the Annual Report on the activities carried out in the preceding financial year.
- j) To draw up the balance sheet and the preliminary annual budget of revenue and expenditure for analysis by the Executive Board.

- k) To resolve on the proposals for representation or delegation of functions to the staff of the Association made by the technical committees.
- l) To monitor and supervise the economic, financial and accounting progress of the Association, being responsible for the proper execution of the budget.
- m) To exercise all those duties expressly delegated to him/her by the Executive Board and the Standing Committee.
- n) To delegate any powers that may be held in favour of the personnel of the Association.
- ñ) To delegate, with the prior authorization of the Executive Board, those faculties expressly delegated to him or her.

CHAPTER VI

ASSETS AND FINANCIAL REGIME

Article 34

The assets of the Association shall comprise:

- 1) An initial capital of 3,005.06 euros.
- 2) The buildings owned by the Association.
- 3) The property that, in the corresponding amounts and manner, are included in the same by the General Assembly.
- 4) The participations held in entities in which the Association takes part.

35th Article

35.1 The Association has the necessary personal and material means to ensure fulfilment of its purposes included in the Articles of Association.

For a better achievement of its purposes, the Association may rely on the following financial Resources:

- a) Income from its properties, if any.
- b) The fees from its members.
- c) The subsidies and donations that may be granted to it.
- d) Income obtained from the activities and services performed by the Association.
- e) Any other legitimate income.

35.2 Any surpluses obtained by the Association derived from the exercise of economic activities, including the provision of services, will be allocated solely and exclusively to the achievement of its purposes, without there ever being any possibility for the same to be distributed among its members or any spouses or other individuals living with the same with an analogous affective relationship, nor among any of their relatives, nor its free assignment to any private individuals or bodies corporate with a lucrative purpose.

CHAPTER VII
ADMINISTRATIVE AND ACCOUNTING REGIME

FEES, CHARGES AND INCOME FROM ACTIVITIES

Article 36

The admission fee and the annual fee, or as the case may be the proportional part of the corresponding annual fee will be paid within the term of 15 days from the day following the notification to the party concerned of the resolution of admission to the Association.

Article 37

37.1 As indicated in Article 22 of these Articles of Association, the annual fee will depend on the budget of the Association and on the coefficient allocated to each member.

37.2 These fees shall be the product of multiplying the base fee by the coefficient corresponding to each member, as per the classification indicated in Article 38 of these Articles of Association.

37.3 The variable fees of the Association shall be set by the Executive Board.

Article 38

The members of the Association will be classified as follows:

Corporate Members

Organizations included in this membership are classified as follows:

CLASS OF MEMBER	COEFFICIENTS
A. Corporate Member Class A	8
B. Corporate Member Class B	6
C. Corporate Member Class C	4
D. Corporate Member Class D	2
E. Consumer organization	1

Associate Members

CLASS OF MEMBER	COEFFICIENTS
F. Entities, bodies and institutions not included in category G	1
G. Corporations and trading companies with a turnover of:	
G1 ≥ 6 million euro	0,8
G2 3 - 6 million euro	0,6
G3 0,6 - 3 million euro	0,4
G4 0 - 0,6 million euro	0,2

Individual members

CLASS OF MEMBER	COEFFICIENTS
H. Private individuals	0,05

The indicated coefficient will determine the voting rights according to that established in the Internal Rules of Procedure.

In Group G1, when the annual turnover is in excess of 60.10 million euro, the coefficient may be increased by 0.1 for each additional 30.05 million euros or fraction, up to a maximum coefficient of six.

Upon proposal from the Executive Board, the General Assembly may update these reference figures for the classification of members.

Article 39

In the light of exceptional circumstances affecting associate members, with regard to their interest in standardization activities, the Executive Board may opt to classify them in a different group from that corresponding to them according to their economic characteristics; such decisions must be subsequently ratified by the General Assembly.

For this exceptional classification to be applied, there must be written acceptance by the member concerned.

BUDGET, CONTROL AND ACCOUNTING

Article 40

40.1 The financial year for the Association and its economic affairs shall be annual and shall be closed on December 31st each year.

40.2 The system for control and accounting of the income and expenditure of the Association shall be based on an annual budget, coinciding with the calendar year.

The Executive Board shall appoint a Finance Committee that will monitor the economic progress of the Association.

40.3 For those matters not reflected in the ordinary budget, the Executive Board is empowered to authorize extraordinary budgets up to a maximum of 10% over and above the ordinary budget. Should the requirements be larger, approval must be sought from the General Assembly.

In such cases, the accounting regularization shall be included in the ordinary budget for the following financial year or through proportional payment by the members of the Association of the extraordinary expense.

40.4 When the Executive Board exercises the powers granted under paragraph 3 of this article, it will necessarily report this circumstance to the first session of the General Assembly held thereafter for ratification.

40.5 By resolution of the Executive Board, audits on the financial management shall be conducted with the frequency considered appropriate, with the same body designating the entity in charge of conducting the same.

Article 41

41.1 The main items appearing in the ordinary budget shall be as follows:

a) Income:

- The variable, ordinary or extraordinary periodic contributions or fees established in the Articles of Association.
- Voluntary contributions and subsidies or donations of an official or private character made in favour of the Association.
- Income from its own properties, rights or deposits.
- The income derived from the specific services rendered by the Association.
- The income from the sale of standards, publications, etc. or if appropriate, resulting from assignment of copyright and use of trademarks.
- The income from the activities defined in Article 36.

b) Expenditure:

- Expenses for premises and derivatives, furniture and conservation.
- Office material.
- Personnel: remuneration and gratifications of the personnel pertaining to the services of the Association.
- Expenses relating to participation in meetings of international standardization bodies.
- Contributions by the Association for the fostering of standardization activities.
- Any other expense contributing to the achievement of the purposes of the Association.

41.2 For special actions, other than the preparation of the income and expenditure budget for the Standardization Technical Committees, duly authorized by the Executive Board, involving a certain number of members, the Executive Board may approve the creation of specific budgets with their own accounting, albeit incorporated into the general accounting and budgets of the Association.

Article 42

The Association will have available documentation reflecting, at least, the following information:

- Updated list of members.
- Inventory of property.
- Accounting books allowing to obtain a faithful image of the Association's assets, financial result and current situation.

Article 43

43.1 The organization of income and expenditure corresponding to approved budgets is a power of the Executive Board, which will exercise this power through the General Manager or such other person(s) as the latter may delegate on.

43.2 The organization of payments will also correspond to the Executive Board, which will exercise this power through the General Manager or such other person(s) as the latter may delegate on.

CHAPTER VIII

AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 44

The amendment of these Articles of Association shall be effected by means of a resolution, adopted by an absolute majority of the votes of the members of the Association present in person or by proxy, at an Extraordinary General Assembly convened for the purpose, for the constitution of which it shall be necessary to have present, in person or by proxy, a number of members representing at least two thirds of the votes corresponding to all of the members of the Association.

Should such attendance fail to be achieved, within 30 calendar days a new Extraordinary General Assembly shall be held and will be deemed to be validly constituted with the attendance, in person or by proxy, of at least one half of the votes corresponding to all of the members of the Association.

In this case, any resolution implying an amendment of the Articles of Association shall require the votes in favour of two thirds of the members of the Association, present in person or by proxy.

For the amendment of Articles of Association at Extraordinary General Assemblies, the members present shall have no limitation on the number of proxy votes they hold.

CHAPTER IX

DISSOLUTION OF THE ASSOCIATION

Article 45

The Association shall be dissolved:

- Whenever it is so determined by the will of the members.
- When a definitive judicial ruling has been issued in this sense.

Article 46

The dissolution of the Association must be agreed at an Extraordinary General Assembly convened for this purpose, upon proposal from the Executive Board or from a group of members representing at least one quarter of the votes corresponding to all the members of the Association. The Assembly shall only be considered constituted to discuss this proposal if the session is attended by two thirds of the votes corresponding to all the members of the Association. For the adoption of the corresponding resolution, it will be necessary the favourable vote of the majority; this majority will exist when the votes in favour exceed one half of the members present in person or by proxy.

In the event of the dissolution of the Association, the General Assembly shall discuss and resolve on the manner in which the winding-up of the Association's assets is to be effected; for this purpose a Liquidation Commission must be appointed, that shall proceed to settle the Association's obligations and realize its assets.

The Liquidation Commission will decide on the destination of the Association's assets as follows:

- a) First, all of the commitments with the Association's personnel must be met.
- b) If there is any remainder, this will be applied in accordance with the provisions in Article 3.6 of the Spanish Fiscal Regime Act for non-profit Organizations and for Tax Incentives for Patronage.

SINGLE TRANSITIONAL PROVISION

The mandate of the members chosen in the first electoral process which takes place after the approval of these Articles of Association shall have a duration of two years, and such mandate shall terminate thereafter.