



ARTICLES OF ASSOCIATION

Translation of the original Spanish version. The Spanish version of these Articles of Association will prevail

SECTION I

ARTICLE 1.

The REAL CLUB DE GOLF GUADALMINA Organisation set up in San Pedro de Alcántara, Marbella, Málaga as GUADALMINA CLUB DE GOLF on 20 December 1989, is a private non-profit organisation with its own legal status and capacity to act, whose purpose **development of the values of respect, improvement, effort, promotion of equal sport, sustainable development and social driving force, through the practice of golf and social activities.** ~~is the fostering, playing and promotion of physical sporting activity and sport.~~ Its royal appointment was granted by His Majesty King Juan Carlos I on 17 November 2008.

ARTICLE 2.

The head office is established at Club de Golf, Urbanización Guadalmina Alta, San Pedro de Alcántara, Marbella, Málaga and will, in the event of any variation, report it to the Andalusian Registry of Sporting Organisations of the Ministry of Tourism and Sport of the Regional Government of Andalusia.

ARTICLE 3.

The scope of activity of the Organisation is that of the Autonomous Community of Andalusia.

ARTICLE 4.

The Organisation is governed by the Articles of Association, its Regulations and the State and Autonomic legal provisions which may be applicable.

ARTICLE 5.

The REAL CLUB DE GOLF GUADALMINA will play golf as its main kind of sport, for which purpose it will be a member of the Royal Andalusian Golf Federation. It may also promote other recreational sporting activities and others of a social nature.

ARTICLE 6.

The meetings and gatherings held by the Organisation will be governed by the rules which generally regulate the rights of assembly and demonstration

ARTICLE 7.

The activities of the Organisation will at all times comply with its statutory purposes.

The resolutions and acts of the Organisation which are contrary to the legal system and that which is established in the provisions of **Law 5/2016, of July 19, of the Sports of Andalusia, partially modified by Decree-Law 2/2017, of September 12 and Decree 7/2000, of January 24, of Andalusian Sports Entities Law 6/1998, dated December, regarding sport, and Decree 7/2000, dated 24 January, regarding Andalusian Sporting Organisations, as well as the legal regulations in this matter of the Regional Government of Andalusia,** may be replaced or cancelled by the Judicial Authority, at the request of an interested party or the Public Prosecutor.

SECTION II. - THE MEMBERS

ARTICLE 8.

The number of Members will be unlimited. However, the Board of Directors may temporarily suspend the admission of new members when the capacity of the facilities thus dictates it, with the approval of the General Assembly.

ARTICLE 9.

The Organisation will be made up of the following kinds of member: Numbered, Family, Honorary, Aspiring and Correspondent.

- Numbered Members will be adults who, after making an application, are admitted by the Board of Directors, meet the requirements which are established for these purposes and are holders or beneficial owners of an ordinary share of the corporate capital of GUADALMINA GOLF, S.A. The numbered Members will be the full owners of the corporate assets and the only members with the right to vote.
- Family Members will be people who, forming part of the family of a numbered Member, and are admitted as such by the Board of Directors. For these purposes their spouses, of law or common law, and children will only have this status until the end of the year the 'atter have their 25th birthday.
- Honorary Members will be people on whom the General Assembly of Members, on the motion of the Board of Directors, based on the conclusions of the corresponding dossier which is processed in accordance with the regulations, confers this distinction in view of their merits and qualities and relevant services rendered to the Club.

Honorary Members will have a preferential position at all the official and social events of the Organisation. Honorary Members, even though they may not simultaneously be Numbered Members, will enjoy all the rights and meet all the obligations affecting them. They will be exempt from the payment of the regular and entrance fees in the event that they were not Members prior to their appointment but will not be exempt from the payment corresponding to the use of the services if they make use of them. They will also be exempt from the requirement to be owners or beneficial owners of shares of Guadalmina Golf, S.A.

- Aspiring Members will be people with the same characteristics as numbered Members who have not reached adult age. They will be entitled to use of the corporate facilities and will automatically become Numbered Members when they reach adult age. At that moment they must pay the admission fee like any other Numbered Member, with the exceptions stipulated in Article 11 below.
- Correspondent Members will be those persons who are members of other clubs with whom the Real Guadalmina Club de Golf has established correspondence agreements, with those terms and conditions as may apply to each case.

All the Members will equally enjoy the full rights conferred by these Articles of Association, but only those over 18 will form part of the General Assembly of Members.

ARTICLE 10.

The acquisition of a share referred to in the preceding article will be carried out by whoever seeks to acquire the status of Member of the Club from whoever is its holder, provided that Guadalmina Golf, S.A. has authorized its transmission in accordance with that which is established in Article 11 of its Articles of Association.

Notwithstanding the above, the share may also be directly acquired by means of a donation or an inheritance, or by means of the liquidation of the marital partnership, when appropriate.

ARTICLE 11.

A shareholder of Guadalmina Golf, S.A. who applies to be a member of the Club must, as a condition for admission, pay the admission fee established by the Board of Directors.

Members who are shareholders by means of a donation or an inheritance from the spouse of law or common law, father, mother, son or daughter of a Member or by means of the liquidation of the marital partnership or by donation or sale of a share (in the case that the member is a commercial company) to the person or people that are beneficial owners and are registered as club members with their respective numbers, will be exempt from the admission fee, provided they do not let any longer than one year go by from the acquisition of the share to their application to be admitted as a Member.

ARTICLE 12.

Numbered, Family, Honorary and Aspiring members will have the following rights:

- a) To contribute to and participate in the accomplishment of the Organisation's specific purpose.
- b) To demand that the Organisation's activities shall comply with the contents of these Articles of Association and with those legal and regulatory provisions as may apply.
- c) To freely resign from the Organisation.
- d) To be informed of the Organisation's activities and particularly about the management and administration and to examine its documents.
- e) To use all the facilities and services of the Organisation and to participate in all the sporting competitions organised by it, with the limitations of the respective competition regulations and conditions.
- f) To freely express their opinions within the Organisation.

Numbered members additionally will enjoy the following rights:

- a) To be able to vote and be eligible for the representative and governing bodies, provided that they have reached the age of 18 and have full capacity to act.
- b) To exercise the right to vote at the General Assemblies, participating in the decision-making activities, provided that they are adults.
- c) To contest the decisions of the Organisation's governing bodies before the appropriate authorities.

Correspondent Members will be entitled to use the Club facilities provided they pay their fees, and on those terms as the Board may establish.

ARTICLE 13.

The principle of equality of all the Members is established, without the possibility of any discrimination on the grounds of birth, race, sex, religion, opinion or any other condition or personal or social circumstance.

ARTICLE 14.

The following are the obligations of all the Members, as well as those of a legal, political and economic nature arising from these Articles of Association and the Regulations which develop on them:

- To abide by the Articles of Association, their regulations and the resolutions approved by the governing bodies of the Organisation.
- To publicise and carry out the sporting and physical-sporting activities which constitute the corporate purpose of the Organisation.
- To pay the fees established in each case and situation by the Board of Directors, including the corresponding accrued interest.
- To establish an address in Spain for notifications and to inform the Secretary of it as well as any subsequent changes. In the event that they do not do so, the notification or announcement which is put in the place set aside for this purpose in the clubhouse, website or email, will be deemed sufficient notification for all purposes of these Articles of Association.
- To respect and comply with the established resolutions which govern the relationship between the Club and its Members with Guadalmina Golf, S.A.

ARTICLE 15.

To acquire the status of Member, in any of its forms, it will be necessary to gain the approval of a majority of the members of the Board of Directors and:

- Meet the conditions stipulated for each of them.
- Make a request in writing to the Board of Directors, except in the case of Honorary Members.
- To pay the corresponding admission fee, with the exceptions envisaged in Articles 9 and 11.

ARTICLE 16.

The status of Member will be lost:

- By choice, with written notification to the Secretary. Failure to meet this requirement means that fees will continue to accrue.
- Due to non-payment of the established social fees, registrations, fines and other expenses once payment has not been made within the three months following the request for payment.

- By virtue of a resolution of the Board of Directors, ratified by the General Assembly, based on a breach of a serious nature, after hearing the interested party

Among other things, the following are considered reasons for the definitive causes for the suspension of a Member:

- Reiteration of non-payment of fees.
- Being expelled from another national or foreign Golf Club.
- Committing acts which seriously damage his or her honourability or that of any other Member or which seriously damage the prestige of the Club.
- Publicly or seriously disobeying the resolutions of the Board of Directors.

The definitive loss of the rights of the Member must be approved by the General Assembly of Members. Leaving the Club will extinguish the right of the Member to use its services and facilities even if he or she is a shareholder of Guadalmina Golf S.A.

ARTICLE 17.

The right of the holder of a share of Guadalmina Golf S.A. to be a member of the Club must be regarded as that of the one who is appointed by the co-owners in the case of joint ownership, that of the beneficial owner in the case of usufruct and that of the owner of the pledged share in the case of a pledge. The change in ownership of the usufruct will accrue a new admission fee for the new beneficial owner in the same terms envisaged in Article 11, except in the cases where the beneficial owner is already a Member.

SECTION III. - BODIES OF REPRESENTATION, GOVERNANCE AND ADMINISTRATION.

ARTICLE 18.

The Organisation will be governed by the following bodies of governance and representation:

- The General Assembly.
- The Board of Directors.
- The Electoral Committee.

ARTICLE 19.

The General Assembly of Members is the highest organ of governance and administration of the Organisation. It is made up of all the adult Numbered Members who are up to date with their corporate obligations.

They may be elected, without exception, for the performance of administrative duties, provided they have been members for at least one year, and will also enjoy the other rights conferred on them by virtue of the legal provisions existing on the matter.

- When the number of Numbered Members does not exceed 2,000, they may all intervene directly. When it exceeds 2,000, 33 representatives of them will be chosen per unit of a thousand or a fraction, by the system of the Electoral Rules.
- The election of the representative Numbered Members will be biennial. They must therefore intervene in all the General Assemblies, both ordinary and extraordinary, which are held during the period for which they were elected. They may not be elected for the next biennial period and their attendance at General Assemblies will be compulsory.

Regardless of the composition and functioning of the Assembly established in this Article, the election of the President and Board of Directors will be carried out by means of the free, equal, personal, direct and secret suffrage of all the Members entitled to vote.

ARTICLE 20.

It is the General Assembly's duty:

- To choose a President and Board of Directors, by means of the free, equal, personal, direct and secret suffrage of all the Numbered Members entitled to vote, in accordance with the statutorily determined electoral regulations, subject to the Electoral Commission.
- To discuss and approve, if appropriate, the annual report, the liquidation of the fiscal, the balance sheet and the accountability.
- To approve the budget of income and expenditure.
- To know, discuss and approve, when appropriate, the proposals of the Board of Directors.
- To study and decide on the proposals made in writing by the Members, which must be submitted at least 15 days before the General Assembly, with a minimum number of signatures equivalent to the number of Members representing 5 percent of those entitled to attend.
- To decide on the conditions and forms of admission of new Members.
- To approve the Regulations for the Internal and Electoral Affairs of the Organisation and the modifications of these Articles of Association.

- To provide and transfer the assets of the Organisation, to borrow money and to issue transferable securities representing debt or patrimonial aliquot.
- To create services for the benefit of the Members.
- To know and ratify the admissions and departures of Members.

ARTICLE 21.

The General Assembly of Numbered Members will meet:

- Annually, at an ordinary meeting during the month of ~~November~~ **June**, to discuss the following issues: the report on the previous fiscal year, the budget settlement, the end-of-year balance and accounts, the budget for the following year, the projects and proposals of the Board of Directors, the proposals drawn up in writing by the Members, questions and answers.
- At an extraordinary meeting for the modification of these Articles of Association, the dissolution and liquidation of the Organisation, the election of the President and the Board of Directors, to borrow money, to issue transferable securities representing debt or patrimonial aliquot, to transfer real assets, basically the contracts regulating the relationship with Guadalmina Golf, S.A. and setting extraordinary fees when they are requested by at least 10% of the Members. Those who ask for the meeting to be called will state the items they request to be included on the agenda in the corresponding letter.

ARTICLE 22.

- The General Assemblies will be convened by the President, on his own initiative, at the request of the Board of Directors or when requested by at least 10% of the Members entitled to vote who are up to date with the payment of their corporate obligations.
- The General Assemblies will be convened by the President at least 30 days in advance of the date they are to be held, by means of a notice for Members put on the notice board of the head office of the Organisation and publication on the website of the Club (www.guadalminagolf.com) and email
- The agenda must appear in the notification, and it may also include the date and time at which, if appropriate, the General Assembly will meet at the second call **and third call, if applicable, with a minimum of 15 minutes between calls** . In the event that the date of the second call is not specified in the notification, it must be made eight days before the date of the meeting.

ARTICLE 23.

The General Assembly, both Ordinary and Extraordinary, will be validly constituted at the first call when half plus one of the Members entitled to attend and vote are present or represented. At the second call the attendance or representation of a quarter of members will be sufficient. If a quarter of the members of the Assembly do not attend at the second call, there will be a third and final call for both the ordinary and extraordinary meetings, which will be validly constituted whatever the number of members who are present or represented. There must be at least thirty calendar days between the date of the call and the time indicated for the holding of the Meeting at the first call.

The above-mentioned representation may be conferred on another legal person who is a **Numbered** Member by means of **a proxy on writing** ~~of a letter addressed to the President~~, stating the name of the representative, the wish to confer it and the particular Assembly for which it is conferred.

ARTICLE 24.

To approve resolutions the Assembly must be statutorily gathered together. To be valid, these resolutions must be approved by a majority of the members present or represented. However, the affirmative vote of two thirds of the Members present, who should also represent thirty per cent of all the Members entitled to vote, will be necessary.

- To borrow money
- For the issue of transferable securities representing debt or patrimonial contribution
- For the provision or transfer of assets
- To substantially alter the contracts regulating the relations between Guadalmina Golf, S.A. and the Club
- For the application for a declaration of public utility
- For statutory modifications.
- For the dissolution of the Organisation

ARTICLE 25.

The main table of the General Assemblies will be made up of the President, the Secretary and the members of the Board of Directors, together with the Manager, if there is one, ~~as well as a Notary appointed by the Board of Directors, who will write and sign minutes of the Assembly.~~

Both the ordinary and extraordinary General Assemblies will begin with a check on attendance, and then, after dealing with the items on the agenda,

~~two scrutineers three among~~ attendees will be appointed to ratify the minutes, written by the Notary with the Secretary, **with the approval of** ~~and to sign them on behalf of all the others, together with the President and the Secretary.~~

The Board of Directors may require the presence of a Notary Public to draw up the minutes of the Assembly and they will be obliged to do so provided that at least 10% of the number members request it, five days before the date scheduled for the Assembly. In this case, the agreements will only be effective if they are recorded in the notarial deed. The notarial deed will not be submitted to the approval process and will be considered to be the minutes of the Assembly and the agreements contained therein may be executed as of the closing date. Notary fees will be borne by the Club.

The minutes shall contain, at least, date, place and time of the meetings, composition of the table of accreditations, list of attendees, texts of agreements adopted and results of votes, if any.

ARTICLE 26. - THE BOARD OF DIRECTORS

The Board of Directors will be made up of a number of members **numbered members**, which is no fewer than five nor greater than twenty, at the head of which be a President. It will also be made up of at least a Vice-president and a Treasurer and a member for each of the federated sports sections.

The Board of Directors may appoint a Manager, who need not have the status of Member. He will see to the material execution and the implementation of the resolutions adopted by the Board of Directors and the General Assembly, carrying out whatever measures are entrusted to him by the former and coordinating all the services and activities of the Organisation. The Manager will attend the meetings of the Board of Directors and be allowed to speak but not vote. The President will elect a Secretary of the Club who will attend the meetings of the Board of Directors and be allowed to speak but not vote if she/he is not already a member of the Board of Directors.

To occupy a position on the Board of Directors a Member must:

- Have full use of his civil rights and
- Have been a **Numbered** Member for at least a year

The term of office of the President of the Board of Directors will be four years. He may be re-elected for similar periods.

The election of the President and the other members of the Board of Directors will take place on the Club premises. The vote will be secret and will be supervised by the Electoral Committee.

The Board of Directors will call the Members to the elections by means of a notice regarding put on the notice board of the head office of the Club, publication on the

website of the Club (www.guadalminagolf.com), indicating the date, the time and the place they will be held, at least ninety (90) days in advance of the event.

The circumstances whereby the elections are to be held will be explained in the said notifications.

The electoral process will be carried out in accordance with the Electoral Regulations of the Club, which must be approved by the General Assembly and meet the requirements outlined in the autonomic legislation currently in force.

If the President leaves office for any reason, the Vice-President will assume the position on an interim basis and call for an Extraordinary General Assembly in order to proceed to the election of a new President, to be held within a period of ninety (90) days, starting from the day of the resignation or dismissal of the President.

If any other **Member of the Board of Directors** ~~director~~ resigns or is suspended, the Board of Directors will appoint a Member who is entitled to vote as his replacement. This appointment will be ratified at the next General Assembly which is held.

In both cases, the duties of the person elected will end on the same day as the other members of the Board of Directors he forms part of.

If an absolute majority (half plus one) of Board members leaves their office during their mandate, early elections have to be called.

ARTICLE 27.

The President of the Board of Directors or, in his absence, other members of it who are stipulated in the Articles of Association will hold the legal representation of the Organisation in court and out of it, acting on its behalf, and they will be obliged to execute the resolutions validly approved by the General Assembly or the Board of Directors.

ARTICLE 28.

The Board of Directors will have the following form of operation:

- Meetings: The Board of Directors will hold an ordinary meeting at least quarterly. An extraordinary meeting will take place when it is decided on by the President or at the request of a third of its members.
- Constitution: The Board of Directors will be validly constituted at the first call when a majority of its members attend it, while at the second call the attendance of at least 3 of them will be sufficient, including, in all cases, the President or Vice-president.
- The Management Board will also be validly constituted when all its members are present, even though no prior notification has been made.

- The Board will be convened by the President at least four days in advance of the date it is to be held.

- Committees: In order to improve the management of affairs, committees may be appointed within it, which members who do not belong to the Management Board may also form part of. In any case, there will be a Competition Committee in accordance with the regulations of the Royal Spanish Golf Federation as well as those which are determined in accordance with the regulations.

ARTICLE 29.

The Board will be convened by the President at least four days in advance of the date it is to be held.

ARTICLE 30.

It is the Board of Directors' duty to carry out whatever acts or contracts are related to the activity of the Organisation, with no limitations other than those arising from Law and these Articles of Association. It is particularly the Board of Directors' duty:

- To admit Members in the conditions and manner authorized by the General Assembly.

To maintain, interpret and see to the strict fulfilment of its Articles of Association, the regulations and developmental provisions of the Organisation, as well as to execute the resolutions approved by the General Assembly of Members.

- To draw up or modify the Internal and Electoral Regulations for their approval by the General Assembly.

- To develop guidelines and pass resolutions for the fulfilment of the purposes of the Organisation, seeking to establish the means and procedures necessary for their development.

- To supervise the economic and administrative system.

- To create the Commissions and Committees it deems necessary to achieve the purposes of the Organisation, as well as those which favour the interests and smooth running of the Club.

- To provisionally fill vacant posts which arise.

- To organize and manage the services of the Organisation, as well as to appoint and dismiss the staff necessary to attend to them and to fine them if necessary, particularly the appointment and dismissal of the Manager.

- To propose to the General Assembly the conditions and manner of admission of new Members, to agree on their departure, to declare their expulsion and, when appropriate, to impose the appropriate penalties.

- To establish the admission and regular fees, as well as any other playing rights, even those of third parties, whether they are holders of shares in Guadalmina Golf, S.A. or not.
- To draw up an inventory and an annual balance sheet, as well as to prepare a report on the Organisation and, in general, to apply all the sporting, economic and administrative measures necessary for the promotion and development of sport within it.
- To exercise all the duties necessary for the proper administration of the Organisation.
- To approve the monthly accounting balance sheets.
- To authorize unforeseen expenses, provided they do not jeopardise the assets of the Organisation and that they are ratified by the General Assembly.
- To hire services in general.
- To confer powers on third parties to represent the Club in the management and administration of matters within its competence.
- All other matters not expressly entrusted to the General Assembly or the President.

ARTICLE 31.

It is the President's duty:

- To call, when appropriate, the General Assembly and to chair it and the Board of Directors meetings.
- To hold the unitary representation of the Club before all kinds of authorities, courts, public and private bodies, banks, public and private credit establishments, opening, maintaining and operating current and credit accounts and signing the documents and public and private contracts which are necessary. He may delegate all or some of these duties.
- To preside over, when he deems it appropriate, the committees within the Board of Directors.
- To control the fulfilment of these Articles of Association and the resolutions of the General Assembly of Members and the Management Board.
- To sign, with the Secretary, the accounts of the meetings and all kinds of documents arising from the Club.
- To prepare the draft budget, assisted by the Secretary and Treasurer.
- To warn Members when they fail to fulfil their duties.

- To perform all kinds of duties and carry out all the tasks which correspond to him in accordance with the Articles of Association.
- To choose a Secretary.

The President will be dismissed for the reasons stipulated in the Articles of Association and by Law and also when requested by the qualified majority envisaged in Article 24, by half plus one of the voting Members.

ARTICLE 32.

It is the Vice-president's duty:

To substitute and assume the duties which correspond to the President in the event of the latter's absence or illness or when the position is vacant.

ARTICLE 33.

It is the Secretary's duty to look after the archives of the documentation of the Club, being responsible for the administrative running of the Organisation, drawing up whatever documents are necessary. She/he will also be the Secretary of the Assembly and the Electoral Committee and, when necessary, the rest of the Committees appointed by the Board of Directors. She/he will be appointed by the President and will be authorized to attend the meetings of the Management Board. In all cases she/he will be able to speak but not vote if she/he is not a member of the Board.

It is the Secretary's duty:

- To keep the Minutes Books of the Organisation, drawing up the documents which reflect the resolutions of the deliberative bodies and being responsible for their publication.
- To keep the Members Book and its corresponding dossier with the addresses indicated by them for the purpose of notifications.
- To dispatch the correspondence of the resolutions with the President.
- To issue, with the approval of the President, the certificates which are requested for matters which appear in documents entrusted to him.
- To issue the orders for payments and income and take part in the accounting operations.
- To send out the fee invoices.

In the event of his absence or illness or if his position is vacant, the Secretary will be substituted by a Member chosen by the President.

ARTICLE 34.

The Treasurer of the Board of Directors will be the depository of the funds of the Organisation, with the following duties:

- To collect them, guard them and deposit them in a place and manner determined by the Board of Directors.
- To carry out the expenditure authorized by the President on behalf of the Organisation and to take action with it.
- To control the order and smooth running of the corporate funds.
- To manage the accounting as well as guard and keep the accounts books.
- To formalize, in the first month of each year, a balance sheet and the income and expenditure accounts which have been approved by the Board of Directors, informing all the Members of them in the event of his absence, another Member of the Board may substitute him.

ARTICLE 35.

The board members, regardless of their participation in the governance of the Organisation, may exercise the management of Committees under the dependence of the Board of directors, to which they will propose their initiatives.

SECTION IV.- PATRIMONIAL AND ECONOMIC-FINANCIAL SYSTEM

ARTICLE 36.

At the moment of its creation the Sporting Organisation lacks the founding assets.

In the future it will be made up of:

- The economic contributions of the Members, approved by the Management Board in accordance with the regulations established in these Articles of Association and those relating to the internal system.
- The donations or grants received.
- The economic results which may arise from the events organized by the Organisation.
- The income, results and interests from its assets.
- ARTICLE 37.

The Organisation will be bound by its own budgetary and patrimonial system, with the following limitations:

- Its assets may only be used for industrial, commercial and professional purposes or services, or to carry out activities of a similar nature when the possible returns are fully applied to the maintenance of the corporate purpose without, under any circumstances, profits being divided among its Members.
- The total income of the Organisation must be applied to the fulfilment of its corporate purposes. In the case of income from sporting competitions or demonstrations aimed at the general public, these profits must be applied exclusively to the promotion and development of the physical and sporting activities of the Members.
- When income comes from grants received from the budgets of official bodies, the control of the expenditure attributable to these monies will correspond to the granting body, without detriment to the duties which correspond to the General Intervention Board of the State Administration. The Organisation may tax and transfer the real estate in its ownership, borrow money and issue transferable securities representing debt or patrimonial aliquot, provided it fulfils the following requirements:

That such operations are authorized with the quorum established in Article 24 of these Articles of Association.

- That these acts do not irreversibly jeopardise the assets of the Organisation or the physical-sporting activity which constitutes the corporate purpose. An appropriate economic-actuarial expert opinion may be required for the suitable justification of this measure, provided it is requested by at least 5% of the Members

When money of an amount greater than 50% of the annual budget or representing a percentage equal to the value of the corporate assets is to be borrowed, as well as in the eventuality of the issue of securities, the approval of the Directorate General of Sports of the Regional Government of Andalusia will be essential, as well as, if appropriate, the report of the corresponding Federation.

In any case, the product obtained from the transfer of the sporting facilities or the land where they are located must be fully assigned to the construction or improvement of property of the same nature.

ARTICLE 38.

Debt securities or those of patrimonial aliquot issued by sporting associations will be registered.

The securities will be written down in a book kept by the Organisation, in which the successive transfers will be recorded.

All the securities will record the nominal value, the date of issue and, when appropriate, the interest and the period of repayment.

Under no circumstances may issues of released securities be authorized.

ARTICLE 39.

Debt securities may be signed by the Members of the Organisation and their possession will not confer any special rights on the Members, except for the drawing of the interests established in accordance with the legislation currently in force. The securities of the patrimonial aliquot will also be signed by the Members. Under no circumstances will the securities entitle them to draw dividends or profits.

The debt securities of the patrimonial aliquot will be transferable in the conditions established in each case by the General Assembly.

The ownership of a security representing the patrimonial aliquot will enable the successors in downward line with a degree of consanguinity to acquire the status of Member.

SECTION V.- DOCUMENTATION SYSTEM

ARTICLE 40.

The documentation and accounting system of the Club will consist of the following books: Members, Minutes and Accounts. Both the Accounts and Members Books may be kept in computerized format.

The books of the Organisation must be examined by the Andalusian Register of Sporting Organisations.

The documentation and accounting system is completed by the balance sheet and the accounts of the income and expenditure of the Organisation, which must be formalized in the first three months of each year and will be sent to all the Members.

ARTICLE 41.

The Register Book of Members must include, at least, the names and surnames of the Numbered Members, their postal and email addresses, and National Identity Document numbers and, when appropriate, the positions of representation, governance and administration they exercise in the Organisation. The dates they join and leave and those they take and leave office with regard to the above positions will also be specified.

Similarly, the corresponding Member's sheet will include the same details of the family members who are members in such a capacity.

A special section of the said register book will contain the details referred to in the first paragraph of this article relating to Honorary Members and Aspiring Members.

ARTICLE 42.

The meetings of the General Assembly, the Board of Directors and the Electoral Committee will be recorded in the Minutes Book, stating the date,

attendees, matters discussed and resolutions passed, as well as the votes obtained by them. The minutes will be signed by the President and the Secretary, except in the cases of those corresponding to the meetings of the Electoral Committee, which will be signed by all its members and the Secretary.

ARTICLE 43.

Both the patrimony and the rights, securities, income and expenditure of the Organisation will appear in the Accounts Books, which will specify their origin and their investment or destination.

SECTION VI. - DISCIPLINARY SYSTEM

ARTICLE 44.

The Club will have disciplinary powers over both the Members and the members of the Management Board, including the power to investigate, and, when appropriate, to impose penalties. The Club will comply with the principles and mandates of **Law 5/2016, of July 19, on Sports in Andalusia, partially amended by Decree-Law 2/2017, of September 12** ~~Law 6/1998, dated 14 December, regarding sport, and other applicable regulations.~~

The Members of the Club will be subject to the regulations relating to discipline and penalties stipulated in the Interna' Regulations and will comply with the principles and mandates of the applicable legislation and those approved by the General Assembly.

SECTION VII.- MODIFICATION OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE ORGANISATION.

ARTICLE 45.

These Articles of Association may only be modified by a resolution of the Extraordinary General Assembly convened for the purpose, with the affirmative vote of two thirds of the present or represented **Numbered** Members, who should also represent thirty per cent of all the Numbered Members of the Club.

The modification of these Articles of Association, with regard to the Andalusian Register of Sporting Organisations, will follow the legal administrative procedures for approval.

ARTICLE 46.

The Organisation will be terminated or dissolved for the following reasons:

- By a resolution of the Management Board ratified by the Extraordinary General Assembly which will be held for the purpose, by means of the affirmative vote of ^{3/4} of the Numbered Members (Article 17 1.b of Decree 7/2000, dated 24 January, regarding Andalusian Sporting Organisations).

- By a firm judicial sentence.
- For other reasons determined by law.

The Andalusian Register of Sporting Organisations of the Ministry of Tourism and Sport of the Regional Government of Andalusia must be notified of the termination or dissolution of the Organisation.

ARTICLE 47.

Once the Organisation has been dissolved, the remainder of the corporate assets, if there are any, will revert to the collectivity, in accordance with that which is established in civil and administrative legislation, for which purpose the Andalusian Register of Sporting Organisations of the Ministry of Tourism and Sport will be notified of such a dissolution.

In the event of any dissolution, the Administration will not be responsible for agreeing on the destination of the assets of the Organisation.

FINAL PROVISION

Any matter not envisaged in these Articles of Association will be handled in accordance with that which is established by [Law 5/2016, of July 19, of the Sports of Andalusia, partially modified by Decree-Law 2/2017, of September 12 and Decree 7/2000, of January 24, of Andalusian Sports Entities](#) ~~Law 6/1998, dated 14 December, regarding sport, and Decree 7/2000, dated 24 January, of the General Office for Education, Culture and Sporting Activities of the Ministry of Tourism and Sport of the Regional Government of Andalusia.~~ while it is still in force or the one that replaces [or develops it](#).

