



COOPERATIVA DE SERVEIS LINGÜÍSTICS DE BARCELONA

STATUTES

SECTION I: BASIS OF THE SOCIETY

Article 1. Denomination

With the denomination *Serveis Lingüístics de Barcelona (SLB)*, *Societat Cooperativa Catalana Limitada*, a cooperative of services is constituted, subject to the principles and dispositions of the Law of Cooperatives of Catalonia.

Article 2. Objectives and Activities

The objective of this cooperative society is to associate physical or juridical persons who are providers of linguistic services or professionals such as language teachers, translators or writers who exercise their activity on their own account; to provide services designed to improve, economically and technically, the professional activities of the members; and to distribute and commercialise these services.

The cooperative can develop its activities with non-member third parties, without any limitations except those imposed by the Law of Cooperatives of Catalonia. This especially refers to those activities and operations defined by and related to the meeting of cooperative objectives.

Article 3. Duration

The society is constituted for an indefinite period and its activities begin from the moment of its constitution.

Article 4. Society headquarters and geographical range

The society headquarters for the cooperative are established at Carrer Nàpols 93, 1er Zona, Barcelona 08013, and can be moved to another place within the same municipality by agreement of the executive council (*consell rector*); any change of headquarters outside of this requires the agreement of the general assembly (*assemblea general*) that this statutory precept be modified.

The cooperative mainly carries out its cooperativised activity in Catalonia.

SECTION II: MEMBERS

Article 5. Minimum number of members

Service cooperatives must have a minimum of three members who carry out the cooperativised activity or activities.

Article 6. Members

Anyone who can realise the objectives and the activities specified in Article 2 of these statutes can be a member.

Article 7. Admission requirements

For the admission of a member the following requirements must be met:

- a) Satisfaction of the requirements of Article 6 of these statutes.
- b) Be able to work according to the precepts of the Civil Code (*Código Civil*).
- c) Make the obligatory investment in accordance with Articles 55 and 56 of the Law of Cooperatives of Catalonia.

Article 8. Obligations of members

Members are obliged to:

- a) Pay in the agreed contribution and comply with the economic obligations which apply
- b) Attend the meetings of the general assembly and of other bodies with which the member works
- c) Accept any official position except for any reason considered justifiable by the general assembly
- d) Comply with those agreements validly adopted by the governing bodies
- e) Not work in competition against the cooperative or cooperate with anyone who does so, except when expressly authorised by the executive council
- f) Participate in training and intercooperative activities
- g) Keep secret any matters and data whose divulgence may damage the interests of the cooperative
- h) Comply with any other tasks which result from legal precepts and from these statutes
- i) Participate in the activity which constitutes the objective of the cooperative and carry out the cooperativised activity

For any failure to comply with their respective cooperative obligations, members, and their personal and future assets, are liable to the cooperative.

Article 9. Rights of members

Members have the right to:

- a) Acquire goods or take advantage of the services that the cooperative provides in accordance with its objectives
- b) Choose and be chosen for positions in cooperative bodies
- c) Participate, with voice and vote, in the making of decisions in the general assembly and in other bodies in which he or she forms a part
- d) Receive information about the issues which affect their economic and social interests in the terms established by article 24 of the Law of Cooperatives of Catalonia, which regulates the right to information
- e) Benefit from any surpluses, if there are any, in accordance with these statutes
- f) Have his or her current investment refunded in the case of withdrawal from the cooperative or its liquidation, division or transformation. This right is not affected by the temporary suspension of rights caused by a disciplinary action.
- g) All that which results from legal and statutory norms, and from other agreements validly adopted by the cooperative bodies.

Article 10. The responsibility of members for cooperative debts

The liability of members for cooperative obligations is limited to their subscribed contributions of social capital, whether they are reimbursed or not.

Any member who withdraws continues being responsible to the cooperative for 5 years for the specific debt obligations of the cooperative before the date of withdrawal.

Article 11. Leaving the cooperative

Any member can voluntarily leave by notifying the executive council in writing 2 months in advance.

Article 12. Justified and forced withdrawal

1. In any event, withdrawal is considered to be justified in the following cases:

- a) Disagreement with the merger, division or transformation of the cooperative, provided that the member has voted against this in the assembly or could not attend for a justifiable reason according to the Law of Cooperatives.
- b) Disagreement with demands for new obligatory contributions, provided that the member has voted against this in the assembly or could not attend for a justifiable reason according to the Law of Cooperatives.

2. The decisions of the executive council regarding the reasons for and the execution of the withdrawal can be addressed, in accordance with Article 19 of the Law of Cooperatives of Catalonia, by the member before the general assembly within a month of being notified; disagreement with the decision can be addressed by the competent jurisdiction, or before the Superior Council of Cooperation (Consell Superior de la Cooperació), through whatever procedures of conciliation, mediation or arbitration there are, in accordance with Decree 171/2009 of the 3rd of November.

3. Those members who no longer fulfil the requirements demanded by these statutes for forming part of the cooperative can be forcibly withdrawn.

Article 13. Right of reimbursal

In the case of a member leaving, he/she has the right to have their voluntary and obligatory contributions to the social capital reimbursed, in addition to the cooperative return that they are owed with respect to their cooperativised activity and, if applicable, their individual share of the voluntary reserve fund.

On the basis of the results of the economic year in which the withdrawal occurs, and of the share of the results that is attributable to the member, the definitive amount to be reimbursed will be decided within a month of the approval of the annual accounts corresponding to the said economic year. The executive council can provisionally fix this amount before the approval of accounts and, if appropriate, can authorise some reimbursal to be charged to the definitive one.

From the resulting total the following can be deducted: amounts that the member owes the cooperative for whatever reason; up to 50% for unjustified withdrawal or expulsion; the responsibilities that can be imputed to the member and quantified, without prejudice to the economic liability covered by Article 26.2 of the Law of Cooperatives of Catalonia; uncompensated losses from previous economic years; and the prediction of losses for the current economic year, to be confirmed at its close.

The payment of the relevant advances or, if appropriate, of the agreed returns, must be effected immediately, except when there is a contrary pact, but the payment of social contributions must be made by a mutually agreed date, or, if this is not possible, at a date dictated by the executive council, which can never be later than five years from the date of withdrawal. The member has the right to receive the legal interest plus two points on the amount.

Article 14. Misconduct of members

Members' acts of misconduct, depending on their gravity, significance and the intentions behind them, are classified as light, serious or very serious.

Article 15. Very serious misconduct

The following is classified as very serious misconduct:

1. The use of social assets by a member for private business purposes.
2. Failure to meet social obligations resulting in serious economic or social damage to the cooperative.

3. Carrying out any damaging act against the cooperative.
4. Repeated failure to attend appropriately called meetings.
5. Repeated failure to meet financial obligations.
6. Operating in competition with the cooperative and hiding relevant facts.
7. The falsification of documents, signatures or similar.

Article 16. Serious misconduct

The following is classified as serious misconduct:

1. Unjustified failure to attend appropriately called meetings of the general assembly, when this happens for a minimum of half the meetings held for two economic years in succession.
2. Non-acceptance of, or resignation without justifiable cause in the judgement of the executive council or, if appropriate, the general assembly, from the positions or other functions for which the member has been chosen.
3. The revelation of secrets concerning internal matters of the cooperative which could prove damaging to it.
4. Failure to meet economic obligations relating to the payment of periodic quotas or contributions of capital.
5. Failure to comply with statutory precepts, or carrying out an activity, or failing to carry it out, resulting in serious economic or social damage to the cooperative.
6. The repetition of acts of light misconduct for which the member has been sanctioned in the three preceding years.

Article 17. Light misconduct

The following is classified as light misconduct:

1. The first unjustified failure to attend a session of the general assembly which has been called in an appropriate manner.
2. A lack of consideration or respect, without motive, for another member.
3. Failure to notify the cooperative of a change of address within a month of having moved.
4. Failure to comply with agreements validly adopted by the competent bodies.

Article 18. Sanctions

1. Very serious misconduct is sanctioned by the full or partial discounting of the cooperative returns for the year, alongside being prohibited from taking up a position in the social bodies for five years, or otherwise by expulsion.
2. Serious misconduct is sanctioned by the suspension of the right to take up a position in the social bodies for a year.
3. Light misconduct is sanctioned by a verbal or written warning.

Article 19. Sanction procedures

The authority to sanction lies with the executive council, with the prior instruction of the disciplinary procedure and with the presence of the interested party.

Against the sanctions for light, serious or very serious misconduct, an appeal can be made before the general assembly within a month of receiving notification of the sanction.

In whatever case, the agreed sanction, or, if necessary, the ratification of this agreement by the general assembly, can be challenged within a month of receiving notification, in accordance with the process for challenging agreements established in article 38 of the Law of Cooperatives of Catalonia.

In cases of expulsion, it is sufficient to apply that covered by article 21 of the Law of Cooperatives of Catalonia.

SECTION III: ECONOMIC SYSTEM

Article 20. Minimum social capital

Social capital comprises the contributions of members, obligatory or voluntary, which have to be accredited via shares bearing the name of the member. These shares must clearly reflect the contributions, updates, interests and surpluses for which capitalisation has been agreed.

Shares must have a value of 100 euros each. The minimum contribution for becoming a member must be 200 euros, which must be reimbursed in the manner established in articles 55 and 56 of the Law of Cooperatives of Catalonia.

The minimum social capital is fixed at 3000 euros.

Article 21. Transferral of contributions

Members' contributions or shares can only be transferred, in accordance with article 60 of the Law of Cooperatives of Catalonia:

- a) Between members by *inter vivos* acts.
- b) By *mortis causa* succession.

Article 22. Obligatory social funds

- a) From any accounted surplus in the determination of cooperative results, once losses of whatever nature from the previous economic year have been deducted, and before the

consideration of the tax on societies, the following percentages, if applicable, must be set aside for the obligatory reserve fund and the training and cooperative promotion fund:

- 1) 30% of the net surplus must go into the obligatory reserve fund, in order to contribute to the economic consolidation of the cooperative.
 - 2) A minimum of 10% of the net surplus of each economic year must go into the education and cooperative promotion fund for the following activities: training of members and workers in cooperative, business, economic and professional principles and techniques; the promotion of relationships between cooperatives and the diffusion of cooperativism; and attention to objectives with social implications and the fight against social exclusion.
- b) From extracooperative profits, once losses of whatever nature from the previous economic year have been deducted, and before the tax on societies has been imposed, at least 50% must go to the obligatory reserve fund.
- c) 100% of the profits from the appreciation gained from the sale of property, material or immaterial, goes to the obligatory reserve fund in accordance with Article 64 of the Law of Cooperatives.

Article 23. Destination of available profits

Cooperative and extracooperative profits, once the relevant taxes have been paid, must be applied as follows:

- a) To the cooperative return of the members, which can be incorporated into the social capital with the corresponding increment to the share of each member, or which can be returned directly to this person after the approval of the yearly balance. However, the general assembly can authorise payment of cooperative returns in advance, if proposed by the executive council with a favourable forecast from the internal auditor or, if applicable, from an external one.
- b) To the endowment of the voluntary reserve fund.
- c) Any part of the result of the regularisation of the balance which is not destined for the obligatory reserve fund must be applied, in one or more financial years, in accordance with the wishes of the general assembly in the terms established by Article 66.3 c) of the Law of Cooperatives of Catalonia.

Article 24. Allocation of losses

In the allocation of losses the following criteria must be applied:

1. In any case of the allocation of losses, whether they be cooperative or extra-cooperative, the cooperative must be governed by the following norms:
 - a) Up to 50% of the losses can be assigned to the obligatory reserve fund. When the obligatory reserve fund has been used to allocate losses, totally or partially, the application, allocation or sharing out of cooperative returns or other shareable positive results cannot take place until the fund has returned to the level it had prior to its use.

- b) All losses can be assigned to the voluntary reserve fund.
 - c) The amount not assigned to the obligatory or voluntary reserve funds must be allocated to the members in proportion to the operations, services or activities realised by each one with the cooperative. If these operations or services are inferior to those minimally required to be carried out by the cooperative in accordance with Article 7, subsection e) of these statutes, the allocation of the amended losses will be applied in proportion to the minimum obligatory cooperativised activity.
2. The losses allocated to each member must be paid directly, within the economic year following the one in which the losses occurred, through deductions to the contributions to social capital. It is also possible to charge these losses to the returns which could correspond to the member within the period signalled by article 67.1 of the Law of Cooperatives of Catalonia.
3. The losses which, once the aforementioned period has passed, are still to be compensated for, must be paid directly by the member, within a month, to the limit of their contribution to capital, unless an arrangement with creditors has been reached or an increase to the social contributions is agreed, without prejudice to that signalled by article 54 of the Law of Cooperatives of Catalonia.

Article 25. Close of the economic year

The economic year of the cooperative will close on the 31st of December each year.

SECTION IV: INTERNAL ORGANISATION

Article 26. Internal organisation

The internal organisation of the cooperative must be fixed in the Internal Regulations, which are to be approved by the General Assembly. The labour conditions of working members, if there are any, must be fixed in the aforementioned Internal Regulations, but cannot be inferior to those established in the conventions and general norms of the area of activity of contracted workers.

SECTION V: GOVERNMENT, MANAGEMENT AND REPRESENTATION OF THE COOPERATIVE

Article 27. The General Assembly

Ordinary and extraordinary meetings of the general assembly

An ordinary or extraordinary general assembly must be called by the executive council by means of a notice in the headquarters and, additionally, a written message from the executive council to each member communicated in such a way as to ensure its receipt. This notification must be made at least 15 days, and at most 30 days, in advance of the date of the meeting.

The call for the meeting, whether in the notice in the headquarters or in the message to each member, and whether it is the first or the second call, must express clearly the following points: the order of business, the place and the date and time of the meeting. The meeting place must be within the society headquarters.

The ordinary general assembly must meet once a year, within six months of the close of the economic year.

The executive council can call an extraordinary general assembly whenever they consider it advisable for the interests of the cooperative. Equally, a meeting must be called when solicited by the auditor or by a group of members who represent a minimum of 10% of the votes, or 100 members in the case of cooperatives of over 1000 members.

If the executive council does not call a general assembly, in ordinary or extraordinary session and in the cases where it is obliged to do so, any member can present a request for a meeting to the competent judicial body the headquarters of the cooperative, in the terms established by article 31, section 1 of the Law of Cooperatives of Catalonia.

Article 28. Voting through a proxy in the general assembly

Each member has the right to a vote in the general assembly. This right can be exercised through a proxy.

The proxy must be written and related to a specific session, and is admitted by the chair of the general assembly at the beginning of the session.

Article 29. The adoption of agreements

The general assembly adopts agreements by a simple majority of the votes both present and by proxy.

The general assembly will adopt agreements with a majority of 2/3 in favour in the following cases:

- a) The merger, division, dissolution or transformation of the cooperative society.
- b) The issue of obligations and participating shares.
- c) Demand for new obligatory contributions to social capital.
- d) Whatever agreement which results in a modification of the statutes.
- e) Approval of the Internal Regulations.

Compensation claims against members of the executive council and the revocation of any social position requires a secret vote and a majority of 50% plus one of the votes present, if this figures in the order of business for that meeting, or, if it does not, a majority of 50% plus one of the total number of members.

The issues to be dealt with by the assembly cannot be any other than those previously fixed in the order of business. The following matters are excepted:

- 1. Calling a new meeting of the general assembly.
- 2. Carrying out an audit, whether by cooperative members or an external person.

3. Bringing a compensation claim against the members of the ruling council or the revocation of any social position.

Regarding the ratification of any sanctions which have been considered, that established by article 33.3 of the Law of Cooperatives of Catalonia must be applied.

Article 30. The executive council

The executive council is the organ of representation and government of the society; it is responsible for establishing the general direction of action in terms of the policy fixed by the general assembly.

The president of the cooperative has the responsibility, in the name of the executive council, to represent the cooperative society and chair its bodies.

Article 31. Composition of the executive council

The executive council is composed of a minimum of three members, chosen by all the members of the cooperative in a secret vote by the general assembly.

The positions are as follows: president, vice-president and secretary. The allocation of these roles depends on the executive council.

Article 32. Duration, renewal and the obligatory and voluntary nature of the roles of the executive council

The positions of members of the executive council last 5 years, except in the case of re-election.

The exercise of the position of members of the executive council is obligatory, only lifted by re-election or another justifiable reason, and cannot be remunerated. Despite this, the costs and inconveniences that may be occasioned by the exercise of this position must be compensated by the cooperative in the terms established by the general assembly.

Article 33. How the executive council functions

The executive council must hold an ordinary meeting once every three months.

The deliberations of the executive council are only valid if more than half of its members are present.

One member of the executive council is permitted to represent another. Agreements must be adopted by an absolute majority of the present or represented members of the executive council. The vote of the president will carry the decision in case of a tie.

Article 34. Auditing

When the cooperative has more than 3 members, the general assembly has to nominate, from among its members, an auditor whose position lasts for 5 years, except in the case of re-election.

The exercise of the position of auditor is unpaid.

SECTION VI: DISSOLUTION AND LIQUIDATION

Article 24. Dissolution and liquidation

The following are reasons for the dissolution of the cooperative:

- a) Completion of the social objectives or the impossibility of realising them.
- b) The decision of the members
- c) A reduction in the number of members to a figure below the legal minimum necessary for constituting a cooperative for a period of more than a year.
- d) A reduction in the social capital to a level below the legal minimum established by law or the statutes for a period of more than 6 months.
- e) Merger or division, to which articles 74 to 83 of the Law of Cooperatives of Catalonia make reference.
- f) Bankruptcy.
- g) Whatever other legally established reason.

Additional disposition 1

In agreement with the cooperative principles formulated by the International Cooperative Alliance (ICA), this cooperative is committed to intercooperative participation and the development of training.

Additional disposition 2

In all aspects not regulated for by these statutes, the Law of Cooperatives of Catalonia must be applied.

Additional disposition 3

Clause of submission to arbitration/mediation by the Superior Council of Cooperation.

Questions of litigation which arise between members of the cooperative and the cooperative within the framework of cooperativised activity, or between the cooperative and the federation to which it is affiliated, provided that they make reference to materials freely available to all parties in accordance with the law, will be submitted to the conciliation, arbitration or mediation of the Superior Council of Cooperation, according to that provided for by decree 171/2009, of the 3rd of November, through which are approved the procedural regulations of conciliation, mediation and arbitration before the Superior Council of Cooperation (DOGC no. 5499, of the 5th November 2009). The parties commit themselves to comply explicitly with the award resulting from the aforementioned arbitration, or, if applicable, to the raft of agreements put forward by the process of conciliation or mediation.

Indicate with a cross if you accept the clause of submission to conciliation, arbitration and/or mediation by the Superior Council of Cooperation.