

**STATUTE OF THE**  
**"EUROPEAN GROUPING OF TERRITORIAL COOPERATION**  
**CITIES OF CERAMICS, EGTC WITH LIMITED LIABILITY"**  
**(AEuCC, limited EGTC)**

**Chapter I**  
**Establishment, competence and head office of the AEuCC**

**Article 1: Motivation**

By this Statute and the relative founding Convention, the Associations of the Cities of Ceramics of Spain, France, Italy and Romania, acting within the powers conferred on them by their respective legislation, undertake to implement strategies and actions of territorial cooperation in the field of ceramics, in all its aspects, as the main thrust of their activities. Their aim is to plan, coordinate, promote and organise such actions in favour of the cities and the countries which form part of their own associations, and to strengthen the economic, social and territorial cohesion provided for by Title XVIII of the Treaty on the Functioning of the European Union, in conformity with the Spanish Royal Decree 37/2008 of 18 January, which adopted the measures necessary for the effective implementation of Regulation 1082/2006 of the Parliament and the European Council, of 5 July 2006, relating to the European Grouping of Territorial Cooperation (EGTC), and according to the protocol signed by the representatives of the four national associations of the above-mentioned cities of ceramics, on 12 December 2009 in Talavera de la Reina (Toledo), called "Declaration of Talavera".

**Article 2: Establishment of the AEuCC**

In order to implement the cooperation mentioned in art.1, the parties agree to establish among them an European Grouping of Territorial Cooperation, within the legal framework set up under Regulation no. 1082 / 2006 of the Parliament and the European Council, of 5 July 2006, in this document referred to as EGTC Regulation.

**Article 3: Name and registered office**

The EGTC is called "Agrupación Europea de Cooperación Territorial Ciudades de la Cerámica, AECT limitada" or in short "AEuCC, AECT limitada" ("European Grouping of Territorial Cooperation Cities of Ceramic, EGTC with limited liability", acronym "limited AEuCC"), hereinafter referred to as AEuCC.

The AEuCC has its registered office at:  
Ayuntamiento de Totana (*Totana Town Hall*)  
Plaza de la Constitución, 1  
E- 30850 Totana (Murcia), Spain

#### **Article 4: Territorial scope**

The AEUCC performs its functions mainly within the territories of its members, that is, Spain, France, Italy and Romania. Such functions shall always remain within the competence of each member under the national Law and in the framework of the projects of territorial cooperation.

#### **Article 5: Purpose, functions, duration and dissolution**

5.1. Specific target and functions: The territorial cooperation is a specific target of the AEUCC, based in particular on the ceramic sector, with the aim of enhancing economic and social development and cohesion. The functions of the AEUCC, linked to the specific target and in relation to article 7.4 of the EGTC Regulation, are defined as follows:

- a. The identification, promotion and implementation of joint projects and actions of territorial cooperation in the field of ceramics which are of interest to its members.
- b. The promotion, protection, conservation and dissemination of the cultural, artistic and ethnographic heritage of European ceramics.
- c. The tourist and cultural development of its own regions and cities around the pillar of ceramics.
- d. The improvement of the ceramic craft in such areas as the design of new products, the production process, new materials and marketing techniques.
- e. The promotion of vocational training in the different areas of the ceramic industry, with the aim of boosting its competitiveness.
- f. The organisation of such international events as conferences, exhibitions, fairs, biennials, etc., in order to improve the dissemination of knowledge and good practices in the fields of action of the undersigned members.
- g. In the context of projects with a European dimension, whether funded or not by the European Union, the AEUCC shall implement actions of promotion and dissemination of ceramics in a geographical area corresponding to, or larger than, the European Union.
- h. The improvement of the production processes of ceramics to boost energy efficiency, reduce pollution and improve waste disposal, with the aim of improving the environment and the quality of life of its citizens.
- i. The implementation of activities of analysis, research and study, aimed at the economic development of the ceramic sector, in particular in the field of ceramic art and craft, also in conjunction and synergy with the sector of industrial ceramics, as regards employment, innovation, new technologies, business practices, internationalisation, clusters, copyrighting, etc.
- j. Promoting the creation of new national associations of cities of ceramics with the aim of widening the territorial scope of the AEUCC.
- k. Increasing the sense of belonging to a specific and distinctive European identity, founded on shared cultural and historical values and on the cooperation between cities with an ancient ceramic tradition.

Making a profit is by no means a target of the AEUCC.

5.2. Duration: The AEUCC shall be established for a period of 25 years, after which it shall be automatically renewed, if the dissolution proceedings, provided for by this Statute, are not executed.

5.3. Dissolution: The members of the AEUCC may decide unanimously on its dissolution, in accordance with the provisions contained in article 12 of the EGTC Regulation, concerning clearance, insolvency, suspension of payments and liability, and in article 14, concerning dissolution and this AEUCC Statute.

The dissolution of the AEUCC shall be the subject of a motivated resolution of the Assembly and adopted unanimously by its members. The resolution shall provide for all the consequences of the dissolution, in particular for the conditions for the preservation or the continuation of any type of engagements: budgetary, financial, social or with third parties.

Without prejudice to the obligations laid down in the EGTC Regulation, the dissolution shall follow the resolution, according to the procedures and by the competent authorities, as provided by the Spanish law and by the provisions contained in article 14 of the EGTC Regulation.

In the event of dissolution, the AEUCC members shall keep their own responsibilities, according to their contributions, the agreements and the obligations arising from the activities of the AEUCC.

5.4. Clearance: In the event of dissolution of the AEUCC, its accounts shall be cleared and the assets shared out among its members in proportion to their contribution, provided by article 23 of this Statute, as a safeguard of the right of third parties.

The AEUCC Assembly shall define the exact conditions of the clearance, in compliance with the relevant Spanish law.

## **Article 6: Members**

The AEUCC comprises the following associations:

- Spanish Association of the Cities of Ceramics (AeCC)
- French Association of the Cities of Ceramics (AfCC)
- Italian Association of the Cities of Ceramics (AiCC)
- Romanian Association of the Cities of Ceramics (ArCC)

## **Article 7: Applicable law**

As determined by article 2 of the EGTC Regulation, the AEUCC shall be run according to the provisions included in Regulation no. 1082/2006 of the Parliament and the European Council, of 5 July 2006, in Spanish Royal Decree 37/2008 of 18 January and in article 8 of the EGTC Regulation, and according to the Convention and the Statute of this EGTC. The remaining subjects, as well as any other matter, shall be governed by the Spanish laws.

In conformity with the provisions of article 8 of the EGTC Regulation, the founding Convention and this Statute shall be interpreted and implemented according to the Spanish law.

In the event of a dispute concerning the interpretation or the implementation of the founding Convention and of this Statute, the parties concerned undertake to conduct the appropriate negotiations and, in particular, to have recourse to the mediation of a AEuCC party which is not involved in the dispute, or of a neutral third party, well suited to work towards an out-of-court settlement. If no negotiated solution is reached, the parties agree that the Spanish jurisdiction, which is competent, shall intervene.

### **Article 8: Mutual recognition and financial control**

The members of the AEuCC recognise one other also within the terms specified in the EGTC Regulation, in the additional European implementing rules, in the founding Convention and in the consequent Statute that supplements it, with respect to the powers, the rights and the obligations arising from all these documents.

The procedure for financial supervision shall be that provided for in the Spanish law as well as that governing the programs and bodies which the AEuCC may draw on on the basis of the funds they release.

The procedure for financial supervision is defined in article 27 of the Statute.

### **Article 9: Amendments to the Statute**

9.1. The start of the process to amend this Statute is the responsibility of the Executive Committee.

9.2. Any amendment to this Statute shall be approved unanimously by the Assembly, and at least half of the representatives of each member of the AEuCC must be present.

9.3. Any amendment to this Statute shall respect the conditions laid down in the EGTC Regulation, in particular the provisions set out in the last paragraph of article 4.

9.4. Any amendment to the Convention shall necessarily imply an amendment to this Statute, under article 9 of the EGTC Regulation. As a consequence, and in conformity with article 5.1 of such Regulation, it shall be necessary to follow a new procedure for the registration and publication of the Statute.

## **Chapter II Bodies and functioning**

### **Article 10: Bodies of the AEuCC**

The governing, representative and managing bodies of the AEuCC are:

- the Assembly
- the President and three Vice-Presidents
- the Executive Committee

- the Director
- the Conference of Municipalities

The posts within the bodies of the AEuCC shall not be paid, except for the Director, whose remuneration is determined by the Executive Committee.

### **Article 11: The Assembly**

The Assembly of the AEuCC is made up by five representatives from each of the members.

The five representatives are appointed freely by each of the AEuCC member associations according to their own criteria.

### **Article 12: Competences of the Assembly**

12.1. The Assembly is the main body of the AEuCC and sets out the overall policy guidelines.

12.2. The following functions and responsibilities are within the competence of the Assembly:

- a) Discuss the common development strategy and define the broad orientations concerning the actions of the AEuCC.
- b) Examine and approve the general report on the actions performed by the AEuCC in the previous year, on the proposal of the Executive Committee.
- c) Examine and approve the forecast budget, on the proposal of the Executive Committee.
- d) Examine and approve the annual financial statements, on the proposal of the Executive Committee.
- e) Discuss and agree on the amendment to the Convention and this Statute, in case of accession or withdrawal of a member.
- f) Appoint the President and three Vice-Presidents, as laid down in article 14 of this Statute.
- g) Elect the Executive Committee, on the proposal of each of the AEuCC members.
- h) Select and appoint the Director by a two-thirds majority of the Assembly members.
- i) Agree on the amount of the members' contribution.
- j) Point out conditions and ways of admission of new members.
- k) Approve and amend the Internal Regulation, on the proposal of the Executive Committee.
- l) Exercise all remaining powers deriving directly from European or State legislation or from local regulations, and which are not expressly attributed to another body of the AEuCC, as well as the powers delegated or assigned to the AEuCC by a public administrative body, without specification of the implementing body and always according to the terms prescribed in the legal act attributing such powers.

m) Order the exclusion of a AEuCC member, in conformity with the provisions of article 32 of this Statute.

n) Decide and unanimously arrange the dissolution of the AEuCC, as well as the appointment of the liquidators, in compliance with the provisions of article 12 of the EGTC Regulation, concerning the clearance and responsibility of the AEuCC members.

12.3. The Assembly is fully competent for all the issues which have not been entrusted to other bodies of the AEuCC.

12.4. In all Assembly meetings the Director shall report on the activities carried out since the previous session.

### **Article 13: Functioning of the Assembly**

13.1. The AEuCC Assembly meets on the convocation of the President, at least twice a year, first in the first semester, then in the second semester. It may meet on an extraordinary basis whenever necessary, on the convocation of the AEuCC President.

13.2. The Assembly may meet also on an extraordinary basis at the request of the 30 % of its members, through the convocation of the President. The session needs to be held within two months of the date of the request.

13.3. The call of the Assembly shall be communicated by the Presidency with at least 30 calendar days' advance notice, accompanied by an agenda indicating the subjects to be discussed. In the event of an urgent meeting, the minimum notice period is ten calendar days.

13.4. The Assembly shall be chaired by the President or, in his absence, by the first Vice-President or, in his absence, by the oldest Vice-President.

13.5. The Assembly shall be valid when an absolute majority of the representatives of its members is reached and at the same time when the participants represent an absolute majority of the member associations.

13.6. If, after the first call, communicated according to the provisions of paragraph 13.5, such quorum is not reached, the Assembly shall be duly convened in second call after three hours have elapsed without quorum conditions, provided that an absolute majority of the member national associations of the AEuCC is represented.

13.7. If a representative cannot attend the Assembly, it shall be possible to vote by proxy, given in writing to another trustworthy representative. The maximum number of persons for whom a proxy may vote is two.

13.8. At any assembly ordinary decisions shall be adopted by simple majority of valid votes. Those decisions that do not imply an amendment to the establishment Convention or to this AEuCC Statute shall be deemed as ordinary decisions.

13.9. At any assembly the minutes shall be written and forwarded to the members within a maximum period of thirty days.

13.10. People or representatives of institutions that any member of the Assembly considers useful to invite may participate in the Assembly as guests. They shall participate in debates, but shall not have voting rights.

#### **Article 14: The President and the Vice-Presidents**

14.1. The President is responsible for the supervision, preparation and implementation of the decisions of the Assembly and of the Executive Committee. He may, under his own responsibility and supervision, delegate parts of his functions to the Vice-Presidents.

14.2 The President shall convene the Assembly and draw up its agenda.

14.3. The President shall chair the sessions of the Assembly.

14.4. The President and the three Vice-Presidents shall be elected by the AEUCC Assembly. Each of these four posts shall be allocated to a representative of each national association, as a AEUCC member cannot hold more than one of the above-mentioned posts.

14.5. The President and the Vice-Presidents shall be elected for a term of two years.

14.6. One of the three Vice-Presidents shall be nominated first Vice-President, another secretary and a third treasurer. These posts shall be assigned by the Assembly on the basis of a proposal by the President.

14.7. The Vice-President that performs the duties of treasurer is the person in charge of the payments and oversees the revenue.

#### **Article 15: The Executive Committee**

The Executive Committee is the body responsible for monitoring the AEUCC projects and supports the decisions of the President and of the Director.

The Executive Committee is composed of a representative of each member, that is, the President and the three Vice-Presidents. If they cannot participate in a convened session, they may nominate an alternate, whose designation shall be effective only on that occasion.

#### **Article 16: Competences of the Executive Committee**

The Executive Committee shall have the following main functions:

- a) Determine the actions that need to be implemented for the fulfillment of the AEUCC.
- b) Promote specific programmes, projects and actions of territorial cooperation between the AEUCC members.
- c) Monitor the implementation of the programmes carried out by the AEUCC.
- d) Establish the working programme of the operational services.
- e) Determine the administrative and technical tasks necessary for the functioning of

- the operational services and the related profiles.
- f) Determine the composition and the functioning of the working groups that may be created and the definition of the related functions and objectives.
  - g) Determine the conditions of the contracts of employment, the retributions and the social protection of the workers.
  - h) Constitution of any advisory body necessary for the implementation of the objectives of the AEUCC.
  - i) Take note of the annual budget proposal, of the balance and of the report on the activities of the AEUCC prepared by the Director and make the changes they deem appropriate, before submitting them to the Assembly for approval.
  - j) Propose to the Assembly amendments to the establishment Convention and to this Statute.

### **Article 17: Functioning of the Executive Committee**

The specific functioning of the Executive Committee shall be defined in detail in rules of internal functioning, respecting the following provisions:

- a) the meetings of the Executive Committee shall be valid only when an absolute majority of its members is present and when the participants represent an absolute majority of the member national associations.
- b) the decisions of the Executive Committee shall be determined by simple majority of the participating members.
- c) at any meeting the minutes shall be written and forwarded to the members within a maximum period of one month.

### **Article 18: The Director**

The Director is nominated by the Assembly on the proposal of the Executive Committee, for a two year extendable term.

The Director runs the AEUCC activities under the guidelines and decisions adopted by the Assembly and the Executive Committee.

In the exercise of his functions the Director:

- a) Participates in the sessions of the Assembly and of the Executive Committee with right of intervention but without voting rights.
- b) Implements the decisions of the Assembly and of the Executive Committee.
- c) Lays out the budget proposal, the annual report on the activities and the balance.
- d) Lays out the documents and the deliberations of the Assembly and of the Executive Committee.
- e) Represents the AEUCC and acts in the name and on behalf of it.
- f) Signs the contracts without limitations of type or of amount.
- g) Ensures the general operability of the AEUCC.
- h) Exercises the general functions towards the personnel.
- i) Lays out and manages the projects for the fulfillment of the AEUCC.
- j) Administers the requests for funding, which the AEUCC may submit, and the



relative reporting, if it receives the funds.

k) Carries out all the tasks assigned by the President.

### **Article 19: Conference of Municipalities**

The Conference of Municipalities brings together the assembly of the Mayors or of the representatives of the Municipalities which are members of the national associations constituting the AEUCC.

Such Conference has the objective of informing the Mayors or the municipal representatives about the operations and the projects carried out by the AEUCC, and of exchanging opinions and suggestions.

It shall meet at the invitation of the President once a year, preferably in connection with a meeting of the Assembly.

### **Article 20: Observer cities**

In order to achieve the aim of increasing the number of AEUCC members, observer cities are considered those which are linked to ceramics and wish that in their own country a new national association of the cities of ceramics is established, which may then join the AEUCC.

Such cities do not have rights within the AEUCC, but they may participate in the Conference of Municipalities and in the Assemblies with rights of intervention, but without voting rights.

Observer cities may participate in AEUCC projects.

### **Article 21: Working languages**

The working languages shall be the official languages of the States of the members. English may be used too.

## **Chapter III**

### **Financial resources, budget and bookkeeping**

#### **Article 22: Accounting system**

The accounting regime of the AEUCC shall be that set out by the Spanish legislation for non-profit making bodies, in accordance with the provisions of Royal Decree 776/1998 of 30 April, which defines the rules to adjust the General Accounting Plan to non-profit making bodies.

#### **Article 23: Economic resources**

The economic resources of the AEUCC shall come from:

- a) The members' annual contribution.
- b) Financing out of EU funds.
- c) Subsidies and grants it is the recipient of.

- d) Donations, inheritances, legacies or other contributions granted free of charge, provided that they do not affect the objective and the aims of the AEuCC.
- e) Any other revenue which is legal and compatible with this Statute.

#### **Article 24: Members' economic contribution**

The Assembly shall fix the level of the annual economic contribution, which is evenly distributed among the members.

#### **Article 25: Payment of contributions**

The AEuCC members shall enter in the budget the amount necessary for the payment of the contributions which shall be notified to them after the adoption of the budget by the Assembly.

The members' contributions shall represent an obligatory expenditure for each of them.

#### **Article 26: Clearance of accounts and budget**

The AEuCC Assembly shall vote the budget on the proposal of the Executive Committee. The budget must include a precise report on the amounts that are expected to be cleared during the year in question, as well as on the credits that the AEuCC has at its disposal in order to achieve its objectives, aims and activities.

Every year the balance of the previous year is presented and submitted to the Assembly approval on the proposal of the Executive Committee.

#### **Article 27: Economic and financial control**

27.1. The control of the management of the public and private funds, used by the AEuCC, shall be regulated in conformity with the provisions of article 6 of the EGTC Regulation and of article 10 of Royal Decree 37/2008 of the Spanish State.

27.2. To these ends the Municipality of Totana, where the AEuCC has its registered office, shall be primarily responsible for the management control through its municipal services and subsequently through the Spanish Court of Auditors.

27.3. The financial control and management bodies of the other members of the AEuCC may, on their own initiative and at any time, carry out the management control of the AEuCC, in full compliance with the intervention of the Municipality of Totana.

27.4. In case of control of actions co-funded by the European Union, the relevant European legislation concerning the control of EU funds shall be applied, and in particular the provisions of article 6.4 of the EGTC Regulation as well as article 10 of Royal Decree 37/2008 of the Spanish State.

#### **Article 28: Bargaining**

In the field of collective bargaining the twenty-seventh supplementary provision of Royal Decree 3/2011 of 14 November shall apply, adopting the Consolidate Text of the

Law on Public Sector Contracts which lays down that “the European Groupings of Territorial Cooperation regulated by (EC) Regulation no 1082/2006 of the European Parliament and of the Council, of 5 July 2006, with registered office in Spain, shall adjust their tender and procurement procedure to the stability standards under the present Law for the contracting authorities”.

## **Chapter IV Personnel**

### **Article 29: Personnel**

29.1. The AEUCC may have its own personnel. The methods of negotiations and relative to labour relations are governed by the Spanish law.

29.2. The functions of the AEUCC may be carried out by the personnel of the each member or of any local body associated to the AEUCC members, according to assignment procedures to be agreed on a case by case basis. Such personnel involved in the assignment scheme shall remain in the corresponding legal situation, with the right to return to their body of origin guaranteed, in conformity with the applicable law.

29.3. The personnel of other public and private organisations may provide services for the AEUCC too, under the agreements and strategic alliances which such bodies establish between them, according to the existing legislation. Likewise, the AEUCC personnel may provide services in other public and private bodies under the same agreements.

29.4. The AEUCC direct personnel shall be regarded as working personnel, with independent applicable contractual arrangements, and shall be regulated by the law applicable to such personnel with regard to where their workplace is located.

29.5. The AEUCC personnel shall be regularly subject to evaluations of their performance and target achievement, according to the criteria of efficiency and effectiveness.

## **Chapter V Members' accession and withdrawal**

### **Article 30: Accession**

A new member's application for AEUCC membership shall be completed according to the provisions of articles 3, 4 and 5 of the EGTC Regulation.

In order to join the AEUCC, the requesting member must be an association of cities of ceramics comprising at least three cities of the same country.

The application must be submitted in writing by the highest collegiate body of the requesting member and must contain an explicit acknowledgment of the Convention and of the AEUCC Statute.

A new member's accession and the relative amendment to the Convention and the

Statute shall be submitted to the Assembly for approval.

### **Article 31: Withdrawal of a member**

Any AEUCC member may withdraw at the end of a financial year, provided that they have notified it in writing at least six months before the end of such financial year.

The decision to withdraw must be communicated to the Assembly, which shall amend the Convention and the Statute, and shall inform the other members. The amendment to the Convention and the Statute shall be carried out in conformity with the provisions of the EGTC Regulation.

The withdrawing member shall participate in the payment of the debts in proportion to the financial commitments previously entered into, as set out in the annual accounts.

### **Article 32: Exclusion of a member**

Any member may be excluded from the AEUCC in case of a negligent conduct, breach of obligations or of any other cause that entails serious damage to the AEUCC. The exclusion clauses may include failure to pay the annual contributions applicable to the member concerned.

The exclusion decision is a matter for the Assembly, which must approve it with an absolute majority of its members.

The excluded member must respond to all his obligations as an actual AEUCC member, including the payment of outstanding fees, until the date of his exclusion.

## **Chapter VI**

### **Liability to third parties and applicable law**

#### **Article 33: Liability and applicable law**

33.1. The AEUCC is responsible for its debts, irrespective of their nature.

33.2. The AEUCC is exclusively responsible for the obligations taken in its name and in the context of the activities of its bodies.

33.3. To the extent that the AEUCC resources are insufficient to pay its obligations and its debts of any type, its members shall contribute their own resources, equitably distributed among them.

33.4. The responsibility of the AEUCC and of its members towards third parties is based on the Spanish Law, under article 12 of the EGTC Regulation, as the body has its registered office in Spain.

Notwithstanding the provisions of the third paragraph of this article, if at least one of the AEUCC members is with limited liability in conformity with its own national legislation, also the other members shall limit their liability to the present and future assets of the AEUCC.

33.5. The members who stopped to form part of the AEUCC shall undertake to service

the obligations derived from its activities during the period in which they were members.

33,6. The AEUCC shall be responsible for the acts of its governing bodies towards third parties, also when such acts are not within its powers.

