



# STATUTES

**April 2024**

## **CONTENTS**

### **TITLE I**

Chapter one.-	Constitution, scope and aims.....	1
---------------	-----------------------------------	---

### **TITLE II**

Chapter one.-	Members.....	4
---------------	--------------	---

### **TITLE III**

Chapter one.-	Governing Bodies.....	8
Chapter two.-	General Assembly.....	8
Chapter three.-	General Council .....	12
Chapter four.-	Chairman.....	17

### **TITLE IV: MANAGEMENT AND OVERSIGHT BODIES**

Chapter one.-	Financial Controller .....	20
Chapter two.-	Secretary General .....	20

### **TITLE V: EXECUTIVE AND FUNCTIONAL ORGANISATION OF THE ASSOCIATION** 22

### **TITLE VI: ECONOMIC RESOURCES.....** 23

### **TITLE VII: DISCIPLINARY RULES.....** 25

### **TITLE VIII: MERGER AND WINDING UP OF THE ASSOCIATION.....** 27

### **TRANSITIONAL PROVISIONS .....** 28

## **TITLE I**

### **CHAPTER ONE.- CONSTITUTION, SCOPE AND AIMS**

#### **Article 1**

1.- An association is hereby established for unlimited duration with the name ASOCIACIÓN ESPAÑOLA DE BANCA (AEB) [Spanish Banking Association] to defend the professional interests of its members. The non-profit Association shall have its own legal personality and resources independent from those of its members.

2.- The ASOCIACIÓN ESPAÑOLA DE BANCA (hereinafter, "the Association" or AEB) shall be governed by the content of these Statutes and the internal regulations passed by the General Assembly, by Law 19/1977, of April 1<sup>st</sup> for professional associations and in its development provisions, or in which that it could replace it in due course.

#### **Article 2**

In view of its aims, the Association's activities will cover the entire country.

#### **Article 3**

1.- Its registered office will be in Madrid, without prejudice to the possibility of its establishing regional or provincial offices, which it will organise, with the prior agreement of the General Assembly, when specific circumstances arise making this conducive to the better achievement of its aims.

2.- Its registered office is in Madrid, Pº de la Castellana núm. 259B, 28046 Madrid. By agreement of the General Council, it could be moved within the same location.

#### **Article 4**

The ASOCIACIÓN ESPAÑOLA DE BANCA has the following aims:

##### **I.- In relation to national government**

- To cooperate with central government on request from its agencies or on the Association's own initiative, by preparing studies and reports, participating in public or private institutions and entities, contributing plans or suggestions, and in general, through any other action benefiting the national community and which is directly or indirectly related to the field of banking and activities at both national and international levels.

##### **II.- On the international level.**

- Represent the members of the Association in international organisations and forums and, in particular, at public hearings during the process of drafting supranational standards and rules.

##### **III.- Defending the professional interests of its members**

- To represent and defend, on all levels, the professional interests of member entities and contribute effectively to ensure that relationships between them are governed by the principles of solidarity, cooperation and collective contribution to the improvement and enhancement of their activities and services,

promoting the development and competitive evolution of the sector's businesses on the national level and seeking to avoid professional encroachment and any other irregular conduct.

- Carry out joint public information and dissemination activities, taking care to ensure that the sector's services to the community are properly and widely known and valued.

#### **IV.- In relation to employment**

- To intervene between member entities and their staff in the regulation of general working conditions, in accordance with the regulations in force at the time, and to promote, in collaboration with other business associations, the creation and development of bodies entrusted with conducting studies and providing advice so as to enable economic, social and other data to be ascertained that, for reasons of general interest, are to define the framework for the negotiation of working conditions and their economic impacts.

#### **V.- In the cultural sphere**

- To collaborate on cultural development, particularly for the staff of member entities, but also extending its collaboration to public and private teaching and research establishments.

#### **VI.- Collaboration with other business associations**

- Maintain the necessary relations with other business associations, and their federations and unions, including national associations, of which it may form a part, and international and foreign associations, and join the latter in order to pursue goals of common interest.

## **TITLE II**

### **CHAPTER ONE.- MEMBERS**

#### **Article 5**

The members of the Association shall be banking corporations included on the register of banks and bankers held by the Bank of Spain that participate in the founding of the Association or subsequently make a written application for admission, agreeing to be bound by its rules and standards, and are admitted by express resolution of the General Council.

For the purposes of determining the rights and obligations of the member banks established in these Statutes, in all cases the figures on the individual public balance sheet shall be relied upon.

#### **Article 6**

1.- Members may leave the Association by express written request.

2.- Expulsion from the Association on disciplinary grounds shall require compliance with the requirements and steps set out in the regulations, and a resolution passed by the General Assembly with majority of 75% of the votes of the members present in person or by proxy, calculated according to Art. 10.3 of these Statutes.

3.- Members may also be expelled from the Association, following a decision by the General Council, when they owe at least a year's subscription fees and other charges, and have ignored the General Council's demands for payment.

4.- Members leaving the Association for whatever the reason shall not be entitled to a refund of any fees or other financial contributions to it.

## **Article 7**

1.- All the members of the Association shall have the right to:

- a) Use the services of the Association for their own benefit, in accordance with the regulations.
- b) Receive information about the Association's progress and activities.
- c) Submit proposals, initiatives and suggestions that contribute to the achievement of the Association's aims to its governing and management bodies.
- d) Submit claims or complaints to the Chairman of the Association regarding facts or circumstances affecting the member's professional interests and which are of a nature compatible with the Association's aims.
- e) Elect and be elected to the post of member of the Association's governing bodies, in accordance with the provisions of these Statutes and the internal regulations that may be established.
- f) Participate in the election of the Chairman of the Association, in an individual secret ballot held during the General Assembly, in accordance with Art. 10 hereof.
- g) Participate in any type of vote held by the Association on topics for which the General Assembly has competence, in accordance with the provisions established in Art. 10 hereof in relation to the exercise of proportional voting rights.

- h) Scrutinise and oversee, through the governing or management bodies, the performance of the Association's activities.
- i) Know the economic situation of the Association.

## **Article 8**

1.- Members of the Association shall be obliged to:

- a) Collaborate on achieving the better performance of the Association's activities.
- b) Attend any meetings and assemblies that are convened.
- c) Comply with and ensure compliance with the resolutions of the Association's governing bodies, and report back to the Chairman on the manner in which resolutions have been complied with. In line with the Association's aims, as defined in Art. 4 hereof, members shall retain their freedom of business initiative in relation to the activities and operations that constitute their corporate purpose without, therefore, being obliged to obtain the consent or give prior notice to the governing bodies of the Association regarding their operations or the manner in which they currently conduct them or plan to do so in the future. Foreign Banks, as referred to in Art. 13 2.c) hereof shall not be bound by those resolutions of the Association's governing bodies where such compliance would result in a manifest infringement of the legal requirements upon them in their countries of origin.
- d) Stay up to date with payment of membership fees.
- e) Furnish the Association with the information and data it asks for in relation to the normal conduct of their activities.



2.- All members shall be obliged to appoint an individual to act as their permanent representative, who, within the internal organisation of the member entity, must hold the office of President, Vice-President, Chief Executive Officer, or Managing Director. Exceptionally, at the discretion of the General Council, with at least a 75% majority in favour, another individual of similar rank may represent the member entity. Representation may not be delegated, except for specific events, in which case prior written notice must be given to the Association, and accepted by its Chairman, admitting delegation to an individual of the same rank as listed above. This is without prejudice to the fact that, should the nature of the matter to be discussed so require, the representative may be accompanied by other persons, who shall attend as observers only.

3.- Any member may be represented by any other member with prior notification of the Chairman in writing or by electronic means.

## **TITLE III**

### **CHAPTER ONE.- GOVERNING BODIES**

#### **Article 9**

1.- The Association will be governed by the following bodies:

- a) The General Assembly of members.
- b) The General Council.
- c) The Chairman.

2.- To assist the Chairman and other governing bodies in the exercise of their duties and tasks, and to guide the practical implementation of the governing bodies' resolutions, the Association shall have a Secretary General.

### **CHAPTER TWO.- THE GENERAL ASSEMBLY**

#### **Article 10**

1.- The General Assembly comprises all the members of the Association and is chaired by the Chairman of the Association or, in his absence, the acting chairman appointed in accordance with Art. 16.4 hereof.

2.- Members shall be entitled to participate in discussions and to vote.

3.- For the purposes of voting, a system of proportional representation is established for votes at the General Assembly in accordance with the following rules:

- a) Membership of the Association automatically entitles the member to one vote.

- b) On the basis of member banks' total assets according to their individual public balance sheets on 31 December of the previous year, each member shall have an additional vote for each 0.5% of their share of these total assets. Fractions shall not be taken into account.
- c) For the purposes of this article, the voting rights of branches of foreign banks included on the register of banks and bankers will be calculated according to the assets on their balance sheet in Spain.

4.- The Secretary General of the Association shall be entitled to attend the General Assembly in an advisory capacity.

## **Article 11**

1.- The General Assembly will be convened to ordinary meetings at least annually in the first quarter of each year in order to approve the activities of the previous year and prepare the guidelines for the next. At this meeting the accounts and balance sheet of the previous year and the budget for the coming year will be reviewed.

2.- The Chairman of the Association may convene the General Assembly at any time to hold an extraordinary meeting, when matters of importance arise that, in his judgement, should be known to and decided upon by all the members. A General Assembly may also be called when requested in writing by at least 20% of the member banks.

3.- The meetings of the General Assembly shall be held at the place indicated in the call of meeting. When there are circumstances that justify it, the President may decide to hold the General Assembly by videoconference or by conference call, provided that all the members of the governing body have the necessary means at their disposal, their identity is recognised by the Secretary of the governing body and so is stated in the minutes of the meeting.

4.- At both its ordinary and extraordinary meetings the General Assembly will have quorum at its first session when at least three fifths of all members are present. The second session the General Assembly shall be deemed to have quorum regardless of the number of members present.

5.- Members must be convened for ordinary meetings of the General Assembly at least ten days in advance, and at least five days in advance in the case of extraordinary meetings. Notice of the meeting must be delivered in writing or by electronic means, accompanied by the agenda, and whenever possible, any documents relating to the matters to be discussed. The notice of the meeting must state the date, time and place at which the meeting is to be held. If the quorum is not met at the first session, the second session will be held one hour later than the time set for the first in the notice.

6.- Whatever the type of meeting, the General Assembly may only pass definitive resolutions on matters previously included on the agenda, unless all the members are present and decide by simple majority to pass definitive resolutions on matters not on the agenda.

7.- The resolutions passed by the General Assembly to approve or amend the Association's Statutes and Regulations, set the periodic membership fees, appoint or dismiss the Chairman, or decide on the expulsion of members on disciplinary grounds, shall require a majority of 75% of the members present either in person or by proxy to be valid.

Merger and winding up agreements of the Association shall also require a majority of 75% of the votes of the members present in person or by proxy to be valid.

In all other cases, resolutions may be passed by simple majority vote by the members present in person or by proxy. In any event, votes will be calculated as per the provisions of Art. 10.3 hereof.

8.- The resolutions of the General Assembly shall be expressed in an act included in the official book for this purpose, each signed by the Chairman or acting Chairman and the Secretary of the Assembly.

## **Article 12**

The General Assembly is the only governing body with competence over the following matters:

- a) Approving the Statutes and any amendments to them, without prejudice to the power attributed to the General Council in art. 3.2 in relation to the change of its registered office, and the general regulations.
- b) Electing the persons who are to hold the offices of Chairman and Financial Controller of the Association and decide on their revocation and substitution during their tenure, which shall in any event require the existence of due cause and a minimum majority equivalent to 75% of the votes of the members present in person or by proxy.
- c) Appointing the members of the General Council and the persons who are to sit on the committee, as referred to in Art. 27.
- d) Laying down the guidelines for action that are to be followed by the other governance and management bodies.
- e) Approving the Association's budgets at both the planning and expense auditing stages.
- f) Knowing and approving or censuring the general progress of the Association.
- g) Deciding the sums members should contribute to the upkeep of the Association and authorising the General Council to set special

payments that may be needed to meet specific extraordinary needs, all in accordance with the established rules.

- h) Authorising the General Council of the Association to formalise its membership of federations of national business associations or international bodies or associations.
- i) Deciding the merger and winding up of the Association and the liquidation and distribution of its assets.

### **CHAPTER THREE.- THE GENERAL COUNCIL**

#### **Article 13**

1.- The General Council comprises the Chairman of the Association and as many members as are applicable according to the rules set out in the sections below, each serving for four years, and eligible for re-election.

If any member bank acquires or ceases to fulfil, according to the data at the end of the year, the conditions laid down in section 2(a) below, the appointment or dismissal of the member(s) representing it will take place at the next ordinary general assembly to be held, at which the composition of the Council will be adapted to comply with section 2 below. The same rule will be applied with a new bank complying with the aforementioned conditions joins the Association.

2.- The General Council will comprise the following members:

- a) A member for each bank with a share of the total assets, as defined in Art. 10.3.b) hereof, exceeding 2%.

Without prejudice to the foregoing, banks that have a share exceeding 15% will be entitled to appoint two members. The second member may be an individual holding one of the offices listed in Art. 8.2. at a bank in the same group, provided that this bank does not have a share of total assets that would automatically entitle it to a place on the council if it did not belong to the group.

For the purposes of calculating the above percentages, which may be amended by resolution of the General Assembly, each bank's total assets will be the sum of the assets of all the banks in its group which are AEB members.

- b) Five members elected by the rest of the Association member banks not included in sub-sections (a) and (c).
- c) Three members elected by the branches of foreign banks established in Spain, excluding branches of banking groups that are already represented on the Council.

The banks represented on the General Council will appoint an alternate member who will attend meetings if the incumbent member is unable to do so. The alternate member must meet the requirements established in Art. 8.2.

Except in the case envisaged in the second sub-paragraph of (a) above, a member from an entity belonging to a group that is already represented on the General Council may not sit on the council.

In any event, member banks linked to credit institutions belonging to a business association or organisation with similar overall aims of representation to those of this Association may not be members of the General Council unless the latter, by resolution passed by two thirds of its members present in person or by proxy at the relevant meeting so decide.

3.- Members of the General Council who are not ex officio members will be elected by the Members of the General Assembly following proposal of

candidates by the banks not included section 2(a) above. Members representing branches of foreign banks will be proposed jointly by the group of foreign banks.

4.- In meetings of the General Council, the Chairman and the council members of the association will have one vote each. In the event of a tie, the Chairman, or acting chairman, shall have the casting vote.

Nevertheless, any member may request, prior to the vote on any matter, that a system of weighted voting be applied, such that each member has the number of votes it has in the General Assembly, to which will be added, where applicable, the votes corresponding to the banks in the group which are not members of the Council.

5.- Members of the General Council may appoint another member to represent them at a meeting if neither they nor their alternate member are able to attend, provided the Chairman is notified.

6.- When the Secretary General of the Association attends meetings of the General Council, he will do so in an advisory capacity.

## **Article 14**

1.- The General Council will meet at least five times a year and as often as is necessary on the initiative of the Chairman or on request by at least seven members, in each case being called in accordance with the regulations and at least five days in advance, unless the Chairman judges the situation to be sufficiently urgent to warrant shorter notice being given.

2.- The meetings of the General Council shall be held with the attendance of the members in person at the place indicated in the call of meeting.



When there are circumstances that justify so, the President may decide to hold meetings of the General Council by videoconference or by conference call, provided that all the members of the governing body have the necessary means at their disposal, their identity is recognised by the Secretary of the governing body and so is stated in the minutes of the meeting.

Likewise, the President may also call meetings of the General Council to be held in writing, to decide on those matters which, for urgency reasons or due to other circumstances, cannot be delayed until the next ordinary meeting.

The General Council is enabled to develop where necessary this procedure.

3.- The validity of meetings of the General Council, in whatever form they are held, will be conditional upon the participation directly or by proxy of at least half of the voting members.

4- Minutes will be taken of all meetings of the General Council, and once approved by the attendees, they will be transcribed in the Minute Book and signed by the Secretary and Chairman of the meeting.

5.- The General Council may appoint an Executive Committee from among its members to carry out the tasks and activities expressly delegated to it by the General Council.

The membership of the Executive Committee will conform to similar proportionality criteria for the representation of the banks as established for the General Council.

## **Article 15**

The General Council has the following functions:

- a) To appoint, at the proposal of the Chairman, the Secretary General of the Association, and decide on his dismissal, at the proposal of the Chairman or joint proposal of seven members of the Council, stating the reasons.
- b) To propose to the General Assembly any amendments to these Statutes, and approve any amendments to the general regulations of the Association they see fit. The General Council will also be responsible for the correct interpretation of the Statutes and the regulations of the association.
- c) To verify that the Association is effectively acting according to the standards and guidelines approved by the General Assembly.
- d) To be aware of the expenses incurred and confirm that they match the budget approved for the year in question.
- e) To know of and approve all the matters that have to be submitted to the General Assembly.
- f) To adopt the resolutions on the suggestions, initiatives and complaints or claims by members.
- g) To resolve on the filing of all types of claims and actions in administrative or judicial proceedings, before any jurisdiction, including but not limited to economic/administrative, administrative, civil, labour, penal and constitutional law; and participate, as an interested party, supporting party or co-defendant in any appeal or action exercised or filed by third parties.
- h) To authorise the purchase or sale of buildings belonging to the assets of the Association.

## **CHAPTER FOUR. - CHAIRMAN**

### **Article 16**

1.- The Chairman of the Association is its highest representative and consequently will also chair the General Assembly, General Council and, where applicable, the Executive Committee.

2.- The person appointed as Chairman must be an individual who, in the electors' judgement, represents the banking sector, independent from his possible professional membership of a member entity.

3.- Presented on the basis of a consensus between the five banks with the largest volume of assets that have appointed members to the Council, his appointment will be decided by the General Assembly by a secret individual ballot of the members present, with the number of votes calculated as established in Art. 10.3 hereof, and will hold his office for a term of four years, with the possibility of re-election. This office having a strictly personal character, if it were to be left vacant for any reason, a fresh election will be held.

For the purposes of determining the banks entitled to present candidates as set out in the foregoing paragraph, each bank will calculate the sum of the assets of the AEB member banks in its group as a share of the total assets.

4.- If the office of Chairman is vacant or the Chairman is absent for whatever reason, he will be replaced for all purposes and in the exercise of all his duties by the member appointed from among the banks referred to in section 3 above, or otherwise, by the oldest member of the General Council of the Association from among the members belonging to the aforementioned banks. In such cases, when voting the acting chairman, shall have both his own vote and that of the Chairman, which will remain the casting vote.

**Article 17**

1.- As well as those delegated to him by the General Council, the Chairman of the Association shall have the following functions:

- a) The legal representation of the Association in its dealings with national government and its agencies, and any other public or private entities or natural or legal persons, and representing the Association at all types of public or private events which it is called upon to attend.
- b) Chairing the General Assembly of the Association and all its other governing bodies.
- c) Ensuring compliance with the Association's general guidelines of action laid down by the General Assembly and overseeing compliance with the agreements adopted by it and other governing bodies.
- d) Submitting the budget for the coming year and the balance sheets and supporting evidence of income and expenditure of the previous year for approval by the General Assembly.
- e) Proposing standards and guidelines for the better performance of the Association's activities and the more rigorous fulfilment of its aims.
- f) Calling meeting of the General Assembly and other governing bodies, on his own initiative or on request by members, in accordance with the regulations.

- g) Proposing a candidate for the office of Secretary General to the General Council and a candidate for the office of Financial Controller to the General Assembly.
- h) Signing and executing, as legal representative of the Association, any document, deed or private contract affecting the Association's interests.
- i) Decide the internal organisation of the Association's departments, on the initiative of the Secretary General.

2.- In the exercise of the powers granted to the Chairman of the Association in this article, the Chairman shall act as its legal representative before any judicial body or authority, in any jurisdiction, whether general or special, and shall be authorised to undertake, in the Association's name, any acts arising in the pursuit of its aims, with no limitation whatsoever, and with the authority to appoint representatives, attorneys and lawyers, with the necessary powers of representation to enable them to act on behalf of the Association.

## **TITLE IV**

### **MANAGEMENT AND OVERSIGHT BODIES**

#### **CHAPTER ONE.- FINANCIAL CONTROLLER**

##### **Article 18**

1.- Annually, the General Assembly will appoint one or more individuals to act as financial controllers for each financial year, elected from among the representatives of entities belonging to the Association.

2.- The financial controllers shall have the specific task of supervision and verification of the Association's accounts, expenses and income during the financial year for which they are appointed until the results of the year are finally approved by the General Assembly. The financial controllers, who will be accountable for their performance to the General Assembly, will be authorised to request any clarifications and verifications they see fit in relation to the supervision of the Association's financial affairs.

3.- In view of the nature of these posts, if for any reason any of them were to be left vacant during the financial year, the General Council will appoint a new financial controller who will act until the accounts for the financial year in question have been submitted and approved.

#### **CHAPTER TWO.- SECRETARY GENERAL**

##### **Article 19**

1.- The Secretary General of the Association will be appointed, on the

proposal of the Chairman, by the General Council, which may also decide his dismissal on the proposal of the Chairman or the joint proposal by seven members of the Council, stating their reasons. He shall direct the actions of the management bodies and administrative departments of the Association and shall be accountable for their performance to the General Council. All staff providing professional services to the Association shall report to him. He will also be responsible for keeping the register of members.

2.- The Secretary General may sit on the governing bodies of the Association in an advisory capacity.

3.- The office of Secretary General shall require full professional dedication to the service of the Association.

## **TITLE V**

### **EXECUTIVE AND FUNCTIONAL ORGANISATION OF THE ASSOCIATION**

#### **Article 20**

1.- The General Assembly, on the proposal of the General Council, will be responsible for approving, where appropriate, the texts of the regulations of the Association.

2.- These texts will regulate, with the necessary detail, both matters concerning the functional, executive and economic organisation of the Association, and those dealing with its relationships with the governing bodies and members, all in accordance with the content of these Statutes and the relevant legal provisions, taking the Association's aims into account at all times.

3.- The Chairman of the Association may establish, in compliance with the Regulations or as resolved by the governing bodies, any rules he sees fit in order to enhance or improve the performance of the Association's various services.

#### **Article 21**

The Association's regulations may be amended whenever circumstances dictate, in accordance with the same system and competences established in the preceding article for their approval.



## **TITLE VI**

### **ECONOMIC RESOURCES**

#### **Article 22**

1.- In order to achieve its aims and meet its obligations, the Association will have its own independent resources, comprising:

- a) The founding capital, consisting of the initial contributions of the founding members, and the joining fee paid by subsequent members, the sums of which will be set by the General Council.
- b) The periodic membership fees set by the General Assembly for each financial year.
- c) The special additional contributions that may be decided upon by the General Council to meet specific needs or for purposes authorised by the General Assembly.
- d) Any subsidies the Association may receive.
- e) Donations or bequests of which the Association is the beneficiary, after acceptance by the General Council.
- f) Any income the Association may obtain from its activities, although these are not inspired by the profit motive.

2.- The sums members are to pay in the form of periodic fees are divided into two instalments:

- a) A fixed sum of an equal amount for all members, equivalent to dividing 20% of the budget by the number of members of the Association.
- b) A proportional fee which will be result of distributing 80% of the budget in proportion to the percentage share of each bank in the total assets of the member banks on 31 December of the preceding year. In the case of branches of foreign banks, only their total assets in Spain will be taken into account.

### **Article 23**

1.- The administration of property of any kind belonging to the Association will be the responsibility of the Secretary General or the person appointed by the Chairman, in accordance with the guidelines received from the governing body at any time based on their respective competences, and in all cases, under the supervision of the financial controllers.

2.- The opening of accounts or deposits of any type, and the investment or drawing of funds or balances shall require the joint signature of any two of the Chairman, Secretary General, and Treasurer, in accordance with the rules that are set out in the regulations according to the amount of the investment or expense and its purpose.

## **TITLE VII**

### **DISCIPLINARY RULES**

#### **Article 24**

The resolutions adopted by the various governing bodies of the Association within the scope of their respective competences will be binding upon all members, who must, where applicable, adopt the necessary measures within their own internal organisation to abide by and comply with these resolutions.

#### **Article 25**

1.- The Association may take disciplinary action in the case of acts or conduct by members that represent a breach of duties to the Association, disrespect for the governing bodies, breach of confidentiality, discredit, material or non-material harm or damage to the Association, or irregularities in the exercise of their professional activities as such, which are directly or indirectly detrimental to other members.

2.- The conduct referred to in general terms here will be listed and defined in the regulations.

#### **Article 26**

The penalties that may be imposed as a consequence of having committed any of the types of conduct referred to in general terms in the preceding article, and subsequently listed and defined in the regulations, are the following:

- a) Verbal warning.
- b) Written warning.
- c) Private reprimand.
- d) Written public reprimand, with confidential notification of the other members.
- e) Suspension from the Association.
- f) Expulsion from the Association.

## **Article 27**

1.- The adoption of disciplinary measures will in all cases require written procedures to be followed and that the accused party be allowed to submit evidence and be given a hearing.

2.- For this purpose a committee will be appointed comprising individuals expressly chosen in accordance with the provisions of Art. 12.c). This committee will be composed following similar proportionality criteria in terms of the representation of members as established for the General Council.

## **TITLE VIII**

### **MERGER AND WINDING UP OF THE ASSOCIATION**

#### **Article 28**

The Association may merge with other similar associations in the financial sector that carry out equivalent activities. The merger shall be agreed by the General Assembly upon proposal of minimum the fifty percent of the members, representing at least seventy-five percent of computed votes, according to the provisions of article 10 of these Statutes.

#### **Article 29**

The Association may be wound up:

1.- By legal mandate.

2.- By resolution of the General Assembly on the proposal of at least fifty percent of its members, when they account for at least seventy-five percent of the votes calculated in accordance with Art. 10 hereof.

#### **Article 30**

Once the winding up of the Association has been decided, the General Assembly will entrust the General Council, with the assistance of any necessary technical professionals, with the task of liquidating the Association's assets, which will be devoted to the end decided by the General Council, by simple majority vote calculated in accordance with Art. 10 hereof, selecting one of three specific written proposals made by the Chairman, which in no case will distort the non-profit nature of the Association.

## **TRANSITIONAL PROVISIONS**

### **One**

The fee arrangements set out in Art. 22 hereof shall be applied in the financial year in which the Assembly approves the amendments, taking as their basis the figures for the total assets on 31 December of the year preceding that financial year.

### **Two**

The members of the General Council shall be appointed in accordance with Art. 13.2 hereof at the first General Assembly held after the approval hereof, or the Assembly at which this approval takes place if expressly envisaged in the notice of the meeting.

The members of the General Council shall hold their offices for a term of four years, as of their appointment by the General Assembly. However, to avoid all the members of the General Council being renewed at the same time in future, as described in Art. 13 section 2b) and (c), the initial tenure of 50% of these members (to determined by drawing lots) will be for two years, without prejudice to their possible re-election for a full tenure.

### **Three**

Without prejudice to the provisions of Art. 22.2b) hereof, in order to avoid substantial alterations in the existing system of membership fees, on a transitional basis, the proportional fees envisaged herein will be determined in proportion to the individual percentage share of each bank in the total equity and debt of the member banks on 31 December of the preceding financial year.

For these purposes, debt shall be deemed to comprise the items under the liability headings *Deposits from other creditors, Debt securities including bonds, and Subordinated liabilities*; and equity those under heading 1 *Own funds* under Equity on the standard public balance on 31 December 2012. In the case of branches of foreign banks, only their total assets in Spain will be taken into account. In the event of any change to the standard public balance sheets, the General Council of the AEB is hereby expressly authorised to determine the equivalence between these account items and any new ones that may be established.