

Irídía.

INTERNAL REGIM REGULATIONS

Irídía – Centre for the Defence of Human Rights

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PREAMBLE

Some of the articles of the Statutes of Irídia – Centre for the Defence of Human Rights (hereinafter Irídia) require a normative development that specifies and regulates them in detail.

In addition, Irídia needs to establish internal operating procedures to regulate its overall activity and ensure its effectiveness.

The purpose of these Internal Regulations is to provide the organisation with the rules and procedures that address these needs.

These Internal Regulations were reviewed by the General Assembly on 13 September 2018 and approved by the General Assembly on 30 March 2019.

TITLE I. SCOPE OF APPLICATION AND INTERPRETATION

Article 1. Application and interpretation

These Regulations shall apply to the governance and internal functioning of Irídia. Their provisions are binding upon all members of the organisation.

The interpretation of the provisions contained in these Regulations shall be carried out by the Board of Directors. For this purpose, a committee composed of three members shall be formed, one of whom must necessarily be the person holding the position of Secretary of the Board, who shall chair it. This committee shall issue a report prior to the decision of the Board of Directors.

TITLE II. ADMISSION OF MEMBERS AND PROCEDURE FOR ENTRY

Article 2. Members

Irídia is composed of natural persons as ordinary members and legal entities as observer members.

Any natural person who freely and voluntarily shares the organisation's aims and meets the requirements set out in Article 4 of the Statutes may become an ordinary member. In the case of legal entities, they may only become observer members of Irídia, provided they meet the specific requirements set out in Article 4 of the Statutes and in Article 4 of these Regulations.

Article 3. Observer members

Legal entities that so request and meet the requirements established in the Statutes and in these Regulations may become observer members.

Article 4. Application for membership

4.1 If an individual wishes to become an ordinary member of Irídia, they must complete the designated membership form and provide the following information:

- Full name, national identity document (DNI/NIE), date of birth (to verify legal age), telephone number, and type of subscription.
- In the case of a minor, a copy of the ID card, residence card, or passport of their legal representative must be attached.
- Bank account or card details.

4.2 If a legal entity wishes to become an observer member of Irídia, the application for admission must be accompanied by the following documentation:

4.2.1 A cover letter and application for membership addressed to the Presidency, including:

- a) An explicit commitment to comply with applicable legislation on associations and/or foundations, the Statutes, these Internal Regulations, and other validly adopted agreements of Irídia's governance bodies.
- b) Acceptance of Irídia's Mission, Vision, and Values, and its operational principles.
- c) A commitment to pay the annual fee set by the General Assembly, as well as to meet any financial obligations arising from membership.
- d) Evidence of compliance with the requirements set out in Article 6 of the Statutes.

4.2.2 A registered copy of the applicant organisation's Statutes, to confirm that it is not structurally dependent on any public administration or political party, and that its mission and values are aligned with those of Irídia.

4.2.3 Compliance with the Transparency Law.

Article 5. Admission process

5.1 To be admitted as a member, individuals must submit their membership application to the person responsible for administration, together with the documentation specified in section 4.1 of the previous article and proof of payment of the entry fee. Once Irídia has verified the payment, the date on which it was made will be recorded as the official date of admission and will be indicated in the written communication sent to the new member. From that moment, the person acquires all rights and obligations as a member of Irídia, in accordance with the Statutes.

The new member will be entered in Irídia's Register of Members on the date when the admission becomes effective.

Membership rights cease once a person loses their member status, whether voluntarily or as a result of an expulsion or separation procedure, in accordance with the Statutes, these Regulations, or any applicable legislation. Withdrawal from the organisation shall not exempt the member from any

pending obligations or responsibilities up to the date of termination.

5.2. In the case of legal entities wishing to join Irídia as observer members, the written application for admission must be addressed to the Presidency of the Board of Directors, together with the documentation specified in section 4.2 of the previous article.

Once submitted, the documentation will be reviewed to verify compliance with the requirements and conditions established. It will then be forwarded to the Board of Directors for consideration, which must decide on the application within a maximum period of two months from its receipt. The Directorate shall notify the applicant in writing of the acceptance or rejection of the application. If any required documents are missing, Irídia's administrative services shall grant the applicant ten days to provide them.

If the Board issues a negative report, the organisation concerned shall be explicitly informed of the reason for the rejection, noting

that no appeal may be lodged against this decision.

The admission of any new organisation shall be communicated at the next ordinary General Assembly following the Board meeting in which the admission was approved.

Article 6. Membership termination procedures

The provisional disciplinary removal of any ordinary or observer member shall be decided by the Board of Directors after initiating the appropriate contradictory procedure.

Upon agreement to initiate the procedure, a rapporteur shall be appointed by lot from among the members of the Board. After carrying out the necessary inquiries, this person shall draw up a statement of charges indicating the alleged facts and, where applicable, the proposed sanction.

If no liability is found, the procedure shall be closed without further action.

The statement of charges must be notified to the person concerned (or their legal representative in the case of a legal entity), who shall have fifteen working days to submit written observations.

After reviewing any observations submitted, and within five working days thereafter, the rapporteur shall submit a proposed resolution to the Board of Directors, which shall decide at its next meeting. The resolution must be reasoned and approved by two-thirds of the members of the Board.

The reasoned decision shall be notified to the affected member (or their legal representative), who shall have ten working days to lodge an appeal before the Board.

Any directly affected person or organisation may request that the sanction be ratified at the next General Assembly.

TITLE II – PROVISIONS ON THE FUNCTIONING OF THE GOVERNING BODIES

CHAPTER I – FUNCTIONING OF THE GENERAL ASSEMBLY

Article – Convening of the General Assembly

The General Assembly, in ordinary session, shall be convened by the Board of Directors during the first half of the year, between January and June, by email or any other electronic means included in the association's updated list of members, provided that communication is guaranteed. Whenever possible, an online system complementary to in-person assemblies shall be ensured. In exceptional cases, the General Assembly may be held entirely online through a system that guarantees its proper functioning.

Using the same procedure and within the same timeframe, the Board may convene an extraordinary Assembly in the following cases:

- a) whenever it deems it appropriate;
- b) at the request of one third of the members of the Board of Directors; or
- c) when requested by a number of Irídia members representing at least ten percent of the total membership.

In the latter two cases, the meeting must be convened within a maximum of thirty calendar days from the date of the request.

The notice of meeting must specify the date, time, place, and agenda, and must be sent at least fifteen days in advance. At least five days before the Assembly is held, the minutes of the previous meeting and the documentation related to each agenda item shall be sent by email to all ordinary and observer members.

The agenda shall be set by the Board of Directors and must include, in addition to the minimum items established by the Statutes, any matters the Board considers appropriate, as well as those proposed by at least ten percent of the members.

If the Assembly has already been convened, requests to add new items must be submitted in writing and by email to the Board within the first third of the period between receipt of the notice and the meeting date. Requests to include additional items may also be made at the start of the Assembly.

Candidacies for positions to be elected by the Assembly must be submitted by email between the date of the call and no later than five calendar days before the meeting. However, when justified, the Board may accept candidacies submitted after this deadline. Information about all candidates, including their profiles, shall be shared with members in advance by electronic means.

The various candidacies shall send their information to the Board of Directors, which shall ensure timely online dissemination among all ordinary members.

Article 8. Accreditation desk

The person holding the position of Secretary of Irídia, with the support of the technical team, shall set up the accreditation desk thirty minutes before the start of the Assembly. This desk shall be responsible for verifying the credentials of the ordinary and observer members present and for providing the documentation necessary for the exercise of voting rights by the members.

Each ordinary member shall have the right to one vote, which may be delegated in writing to the Presidency or to another member for each specific meeting and item. A maximum of one proxy vote per member shall be accepted. Members who are remunerated by Irídia may lose their right to vote in decisions that directly affect them, with prior notice.

Members holding proxy votes on behalf of others must provide written proof clearly indicating the meeting and the specific matter for which the proxy applies.

Members of the Board of Directors shall not be required to provide written proof of their representation.

Article 9. Constitution of the General Assembly

The Assembly shall be validly constituted on first call, regardless of the number of members present.

Meetings of the General Assembly shall be chaired by the President of the association. In the absence of the President, the Vice-

President shall assume this role, or, failing that, the oldest member of the Board. The person serving as Secretary of the Board of Directors shall act as Secretary of the Assembly.

It is the responsibility of the President to open and close the session, moderate debates and votes, grant or withdraw the floor, and ensure compliance with the Regulations. In the event of any doubt, the interpretation of the Regulations shall be submitted to the Assembly for consideration. Participants must identify themselves before speaking, stating their name and, in the case of legal entities, the name of the observer organisation they represent.

Article 10. Voting

Before proceeding to the election of individuals to any Irídia body, candidates shall be given a brief opportunity to present their candidacy or outline their proposed programme of action to the Assembly.

In general, voting shall be conducted by show of hands, except in cases where it is agreed

that the vote will be secret. Votes by show of hands shall be conducted using coloured cards or any other method that allows for transparent counting.

If ten percent of the members present request a secret ballot, the President shall order it and clearly announce the issue to be voted on. The ballot shall only allow “yes” or “no” as possible answers.

In the event of a secret ballot, an Electoral Committee shall be established, composed of the Secretary, the youngest member present, and the oldest member present.

During secret ballots, the counting of votes shall be carried out by the Secretary of Irídia and the two scrutineers, with the support of the technical team. Once the counting process has begun, it may not be interrupted, and no additional interventions shall be permitted. Ballots containing corrections, amendments, or alterations shall be considered void.

In votes by show of hands, the Secretary of the Board, with the support of the technical team, shall count the votes and subsequently announce the results to those present.

During the election process, the Secretary shall handle any objections submitted, act in strict compliance with the regulations, and sign the voting results in the minutes. Any scrutineer who disagrees with the decisions of the Electoral Committee may record their observations in the corresponding minutes.

Article 11. Minutes of the sessions

The Secretary shall draft the minutes of each meeting, including a summary of the discussions, the text of the resolutions adopted, the numerical results of the votes, and the list of attendees.

The minutes shall be signed by the Secretary and confirmed by the President. Once signed, they shall be sent to all members. If no objections are received within one month, the minutes shall be considered approved in full.

The signed minutes shall be entered in the Book of Minutes.

CHAPTER II – FUNCTIONING OF THE BOARD OF DIRECTORS

Article 12. On the position of Board members

Members of the Board of Directors must be ordinary members of Irídia, of legal age, and able to demonstrate experience in the field of human rights defence and promotion. They are elected by vote of the General Assembly. Elected individuals shall assume their duties once they have formally accepted the position.

Board positions are not remunerated, without prejudice to the reimbursement of expenses incurred in the exercise of their duties.

If a vacancy arises, the Board may appoint individuals to temporarily fill these positions. Those appointed and who have accepted the position must be ratified at the following General Assembly.

Article 13. Functioning of Board meetings

In accordance with Article 17 of the Statutes, Board meetings shall be convened by the President, or by the person acting in their stead, who shall set the date, time, and place of the meeting, seeking to accommodate the availability of the majority of members.

The Executive Team of Irídia shall participate in Board meetings with voice but without vote, unless the Board decides otherwise for a specific session or agenda item.

The Board shall normally meet in ordinary session once every quarter. However, it may be convened whenever necessary.

The agenda of the Board shall be set by the President after consultation with the Executive Team. Nevertheless, any matter proposed by a Board member at the start of the session must be included. When deemed appropriate, the Board may decide by simple majority to postpone any item on the agenda to the next session.

Attendance at Board meetings is an obligation for all members, in accordance with Article 18.2 of the Statutes. If a member is absent from more than three out of six consecutive meetings without justification, this shall be considered an infraction as defined in Article 19.1 of these Regulations. Valid reasons for absence include illness or physical indisposition (of the member or close relatives), professional obligations or holidays, force majeure, or other equivalent circumstances.

Minutes shall be taken for each meeting of the Board of Directors by the Secretary, and transcribed in the Register of Minutes. The minutes shall include the place and date of the meeting, the names of attendees, a brief summary of the deliberations, a clear and specific record of the decisions adopted, and, where applicable, any dissenting votes.

The minutes shall be approved at the following meeting. Once approved by the Board, they shall be transcribed into the Register within three days and signed by both the President and the Secretary.

In urgent cases involving matters of limited significance, the President may submit a proposal for agreement to the Board by email or other verifiable electronic means. The agreement shall be considered approved if no Board member objects within the timeframe established by the President. If any member objects, the matter shall be referred to the next in-person Board meeting.

The President shall ensure that all Board members receive sufficient information in advance to study the matter and submit any objections. Decisions adopted through this procedure shall be recorded in the minutes of the following Board meeting.

CHAPTER III – ON THE TECHNICAL OFFICE

Article 14. On the Directorate

The Directorate of Irídia operates collectively and is composed of the individuals employed by agreement of the Board of Directors to be responsible for the management and direction of Irídia, for the human team and material resources, for the overall coordination of its activities, and for providing technical support to the Board.

In agreement with the Secretariat, the Directorate shall receive the legal powers of representation that the Board deems necessary.

Within the scope of its responsibilities, the Board may delegate specific political representation functions to the Executive Team.

Even without an explicit delegation, members of the Executive Team may, in all respects, exercise functions of political representation

of Irídia, provided that these are carried out in accordance with the powers, decisions, guidelines, and limits established by the Board, which shall supervise such activities. The member of the Executive Team shall inform the Board and the Presidency in advance of any representation activities and shall subsequently report on their outcomes.

Article 15. On the Technical Team

The Technical Team is composed of individuals employed by agreement of the Board under the working conditions established in the collective agreement, as well as volunteers who collaborate with the organisation. All of these individuals shall operate under the direction of the Executive Team and the person responsible for each area of work.

The Board or the Executive Team may delegate to members of the Technical Team certain tasks related to economic management, representation, or external liaison on behalf of Irídia. The Board shall be periodically informed of these activities.

The Board of Directors and the employees shall each designate two representatives for purposes of dialogue and collective negotiation.

TITLE III – AMENDMENT OF THE INTERNAL REGULATIONS

Article 16. On the amendment of the Regulations

Amendments to these Regulations may be initiated either by the Board of Directors or at the request of ten percent of the members. In any case, the Board shall appoint a working group composed of three people, one of whom must be a member of the Board, to draft the proposed amendments in line with the Board's guidelines. The Board shall also establish the timeframe for completing the draft.

Article 17. On the amendment procedure and approval

17.1. Once the draft amendment has been completed within the established timeframe, the Presidency shall include it on the agenda of the next Board meeting for approval or referral back for further revision.

Once approved by the Board, the proposed amendment shall be included on the agenda of the next General Assembly.

The proposal shall be sent to all members for review and to allow for any comments or observations they wish to submit.

17.2. The call for the Assembly shall include the text of the proposed amendment so that members may send any amendments they consider appropriate to the Secretariat, which must be communicated to the Assembly at least eight days before the session.

17.3. Approval of amendments to these Regulations shall require a simple majority of votes cast at the Assembly.

TITLE IV – FINANCIAL REGULATIONS

Article 18. On membership fees

Members must pay the established membership fee punctually.

It is the responsibility of the Board, through the person holding the position of Treasurer, to propose to the Assembly the applicable membership fee brackets. The Assembly is responsible for their approval.

In addition to the regular membership fees, there is also the option of a non-specific "plus" contribution, without a fixed amount or frequency. The details of such contributions shall be agreed individually with each interested member.

TITLE V – DISCIPLINARY REGIME

Article 19. On infractions

Without prejudice to any legal actions that may apply in each case, infractions are classified as very serious, serious, or minor, as detailed below:

19.1 Very serious infractions, punishable by expulsion or removal from office at Irídia:

- a. Misappropriation of funds.
- b. Disclosure of confidential information to the media or third parties without explicit consent.
- c. Repeated violations of the organisation's statutory purposes.
- d. Acting against the interests of the organisation, thereby endangering Irídia's viability.
- e. Accumulating three absences from six consecutive mandatory decision-making meetings.
- f. Committing a second serious infraction within one year.

19.2 Serious infractions, punishable by suspension of membership for a period of one to twelve months:

- a. Acts of gender-based or sexual violence, or racist discrimination.
- b. Defamation.
- c. Identity theft.
- d. Breach of these Internal Regulations or of established protocols.
- e. Harm caused to third parties as a result of the member's activity.
- f. Acting in contradiction with a resolution adopted by the General Assembly.
- g. Repeated failure to comply with the obligations set out in Article 6 of the Statutes.
- h. Committing a third minor infraction within one year.

19.3 Minor infractions, punishable by written warning:

- a. Failure to carry out tasks assigned by virtue of one's position.
- b. Non-payment of membership fees over three payment periods.

The disciplinary procedure shall follow the provisions set out in Article 6 of these Regulations. A member of Irídia's Management Team may be appointed as rapporteur for the procedure.

Loss of membership status in Irídia shall be carried out in accordance with Article 6 of these Regulations.

In some cases, a written warning may be issued as an initial measure. If the infraction is repeated, suspension or loss of voting rights may subsequently be applied, depending on the circumstances.

When infractions are serious or minor in nature, the Board of Directors may propose mediation as an alternative to the disciplinary procedure.

In the event of expulsion, the Board of Directors shall determine whether the person may reapply for membership, and, if so, the period after which they become eligible for readmission.