

STATUTE OF THE ASSOCIATION:

GRUPPO DI VOLONTARIATO CIVILE - G.V.C. NGO / Non- Profit Association

Article 1) It is established under Article. 14 of the Civil Code the Non-profit association named "**Gruppo di Volontariato Civile**" - **GVC NGO / non-profit association.**

The association may be more briefly designated, to all intents and purposes, under the name **G.V.C. NGO / NPA**

The Association is registered to the record of legal persons, held by the Prefecture of Bologna at no 654-vol. 4 – page number 231.

Article 2) The Association's Headquarter is currently based in Bologna, currently at via Baracca n.3

Article 3) The Association, upon approval of the Executive Committee, can establish its own outlying or branch offices in Italy and/or abroad.

The Executive Committee may also decide to move the registered headquarter office within Bologna municipality; should the headquarter move to a place located in another municipality such decision has to be approved by the members of the General Assembly.

Article 4) The Purposes of the "**GRUPPO DI VOLONTARIATO CIVILE G.V.C. - NPA**" are: the training and deployment of personnel to developing countries, information and awareness on international problems such as underdevelopment and the collaboration with organizations/Institutions and associations that work in these fields.

Article 5) For the purposes of **Article. 4)** The Association can implement activities as for example:

- cooperation activities in developing countries, with trained and qualified staff, also through vocational training and social promotion at local level in the developing countries;
- technical assistance, administration and management, monitoring and evaluation of development activities and training, education, management or financial initiatives regarding the implementation of the development cooperation projects;
- elaboration of development plans and international cooperation projects in particular sectors upon request of national and international public or private institutions;
- implementation and management of training activities and programs, education, research and awareness rising initiatives on international underdevelopment problems;
- organization, promotion, dissemination and analysis of micro-credit projects, as well as courses, seminars and initiatives to promote awareness and implementation of micro-credit projects;
- elaboration, implementation and funding of essential emergency interventions in developing countries affected by famine, natural disasters or armed conflicts, as well as assistance to the victims of wars, starvation, violence, natural disasters and human right violations.

The association may also develop and implement any other activity connected or complementary to those indicated as institutional or accessory to the same.

Property/Assets

Article 6) The social assets consists of:

- 6.1 intangible and tangible assets;
- 6.2 all possible reserve funds established with surplus funds;
- 6.3 any gifts, legacy and donations to be used permanently for the benefit of the Association.

Article 7) The financial resources to run the Association come from members fees, contributions, legacy and donations from private supporters, bodies or institutions from specific national or international financing mechanisms as well as fundraising activities and/or economic support of any kind.

Article 8) The fiscal year ends on December 31 of each year.

Within April 30th of each year, the Executive Committee shall present the financial statement (balance sheet and income statement), the management report and the forecast budget for the following year to be approved by the members in a General Assembly within June 30th of each year.

Any operating surplus will be used exclusively for purposes set by this Statute and for the realization of institutional activities and may not be distributed in any other way.

Members

Article 9) All individuals, legal entities, associations, public or private bodies, that share the objectives and support the humanitarian actions of the Association can be members of the Association.

The Association is open to everybody without any political, ideological, religious, race or gender discrimination.

Article 10) Members of the Association are divided into:

10.1 Working members: all members who have a working relation, even as consultants on a specific project, with the Association.

10.2 Ordinary members: all members involved in the promotion of the Association and in the Association's life and related initiatives.

Article 11) To become a member of the Association a formal written request has to be submitted to the Executive Committee. The Committee will deliberate within 90 days from the receipt. No appeal to the decision is foreseen

The Assembly decides every year, upon suggestion from the Executive Board, the amount of the quotes that every member is required to pay.

The membership fee is not refundable by any means.

Article 12) Membership is revoked in case of:

12.1 Resignation, to be communicated in writing to the Executive Committee;

12.2 Failure in payment of the annual membership fee.

12.3 Expulsion due to violation of the statutory rules or regulations of the Association

Bodies of the Association

Article 13) The Association consists of:

- The Assembly of Members;
- The Executive Committee;
- The President;
- The Board of Auditors.

The Assembly

Article 14) The Assembly of Members is made of the working members and ordinary members.

The Assembly meeting may be ordinary and extraordinary.

The Assembly meeting is convened by the Executive Committee whenever it considers it appropriate, but at least once a year within six months from the fiscal year, for the approval of the Budget Survey and Estimate.

The summons shall contain the date and place where the Assembly will be held and the agenda.

The Assembly must be also convened upon written request of at least one tenth of all members.

Article 15) The Assembly is convened at least once a year by written communication sent by registered a/r, fax or through data transmission (that proof its real reception) to each member at least fifteen days before the meeting.

In case of emergency, notice should be sent at least 5 days before the meeting.

However, in any case is official the Assembly that involves all members with voting rights, the majority of the Executive Committee and members of the Board of Auditors.

Article 16) The Ordinary Assembly:

- Appoint the Executive Committee, determining the number of components;
- Appoint the Board of Auditors;
- Approve the Financial Report and the Budget Survey;
- Approve the Estimated Budget;
- Approve the guidelines and general directives of the Association;
- Approve upon suggestion of the Executive Committee any eventual internal regulations;
- Decide on any action for liability against members of the Executive Committee.

Article 17) Each member has one vote and may delegate another member.

Each Member cannot represent more than 2 Members.

Members cannot be represented by members of the Executive Committee.

Article 18) All Decisions of the Assembly should appear in the official minutes and be validated by the President and the Secretary.

The Assembly, ordinary and extraordinary, is valid and legally established with the attendance of at least 50% of members on first call.

In the second call, the ordinary or extraordinary meeting is considered valid irrespective of the number of members present/represented.

The Assembly takes effective decisions with the majority of those present, except as provided for in **Articles. 30 and 31** and without prejudice to any other mandatory and majorities required by law.

Executive Committee

Article 19) The Association is administered by the Executive Committee.

The Executive Committee is composed of 5 to 11 members elected by the Assembly of members.

Working members cannot represent the majority of the members sitting in the Executive Committee. The Executive Committee is elected and remains in charge for 3 years

Article 20) At its first meeting, the executive committee shall elect from among its members, the President and the Vice President.

Article 21) The Executive committee is convened by written notice sent at least 7 days before the meeting by the President or whoever replaces him, and meets whenever it is deemed necessary for the proper functioning of the Association.

The Council in case of necessity and urgency may be called with 2 days notice via telegram or by other means including data transmission verification of the actual receipt.

In any case, the Executive Committee is validly constituted when all of its components are present.

The Executive Committee shall meet at least once a year, within 4 months from the closing of the fiscal year, to deliberate on the approval of the Provisional Budget Survey and the amount of member's quota.

Meetings of the Executive Committee may be held via video conference or audio conference, provided that all participants can be identified by the President and from the speakers and it is possible for them to follow the discussion and reply in real time to debate on the topics discussed.

Verifying these assumptions the executive committee meeting will be considered held in the place where are located the President and Secretary, to enable the drafting and signing of the minutes.

Article 22) The Executive Committee has wider powers in regard of all acts of ordinary and extraordinary management of the Association, and decides to admission and exclusion of members.

The Executive Committee ensures compliance with the directives and the general guidelines of the Association in accordance with the resolutions passed by the Assembly of Members.

The Executive Committee, except as provided in **Article. 21**, is validly constituted with the involvement of the half plus one of its members and deliberates with the majority of those present.

In the event of a tie vote, President 's or whoever replaces him prevail.

Article 23) The Executive Committee may assign specific powers or delegate authority to one or more of its components, may also appoint a restricted Executive Committee composed from 3 to 5 persons, delegating part of its responsibilities.

The approval of the Draft Budget Survey and Estimated Budget cannot be delegated to the Restricted Executive Committee.

The Executive Committee shall appoint a Secretary who may not be a member of the ExCom.

The President

Article 24) The President or in his absence the Vice President, has the signature and the

legal representation of the Association.

The President shall put into practice all the resolutions of the Assembly and the ExCom.

The Board of Auditors

Article 25) The Board of Auditors is composed by three members and designates its President.

The Board of Auditors shall remain in charge for three years

Article 26) The Board of Auditors guarantees the respect of the law and the statute, the principles of good governance and in particular monitor the effectiveness of the organizational structure, administration and accounting procedures adopted by the Association.

The Accounting Control

Article 27) The accounts control shall be done by an auditing firm recognized and registered by the Ministry of Justice.

The audit service contract is approved by the Assembly and lasts three years.

The audit shall be performed according to Article. **2409 c.c.** and must take place at least every quarter and be recorder through official minutes.

Scientific Committees

Article 28) The Executive Committee may establish scientific committees determining the number of components, tasks and ways of operation.

Free of charge

Article 29) All official positions within the Association are free of charge, only travel and accommodation expenses will be refunded.

Statutory changes

Article 30) Statutory changes are deliberated by the Extraordinary Assembly with the favorable vote of at least two thirds of those present with the exception of any other majority required by the law.

Dissolution

Article 31) Only the Extraordinary Assembly can deliberate the dissolution of the Association with the majority of three fourths of those present.

The Assembly shall appoint one or more liquidators, in case of dissolution of the Association the assets will be donated to another NGO, or devoluted to another body as per indication of the Control Institution set by of Article. 3rd, paragraph 190, Law of December 23rd of 1996, n° 662, and following modifications.

Signed by:

Dina Taddia

Rossella Ruffini (notary).