

# BYLAWS

## Article 1: NAME

A not-for-profit organization (NPO or “Onlus” by its Italian denomination) called ASSOCIAZIONE PIANOTERRA ONLUS is hereby incorporated.

In its name, logo and in all communication to the public the Association shall include the diction “*organizzazione non lucrativa di utilità sociale*”, or “ONLUS” for short, signifying that it is a non-profit charitable organization, and may therefore seek recognition of its juridical personhood pursuant to articles. 12 *et seq.* of the Civil Code.

For tax purposes, the Association qualifies as a non-profit social enterprise under Law no. 460/97 (and subsequent amendments).

## Article 2: REGISTERED OFFICE

The registered office of the Association is in Naples at Piazza San Domenico Maggiore, 3 (tel. 081293433).

## Article 3: OBJECT

The Association is a non-profit, politically, religiously and racially impartial organization whose exclusive object is the pursuit of charitable social ends.

The Association’s aims are as follows:

- the provision of social and health assistance;
- education;
- vocational training;
- the protection of civil rights.

In particular, and without limitation, the Association works to help mothers and parents in general by offering psycho-pedagogical assistance, preventative health and sanitation services, distributing basic necessities, dispensing medical advice, organizing recreational activities, education and instruction for children and adults, providing childcare, hosting and education, and helping the management of free and recreation time.

In accordance with article 10, paragraph 1a) of Decree 460/1997, the Association acts purely for charitable purposes for the exclusive benefit of deprived persons, such as those living in penury or suffering from economic hardship, abandoned children, orphans or children in situations of distress, refugees and destitute immigrants.

## Article 4: ACTIVITIES

Including for the purpose of raising the funds necessary for its own survival, the Association shall promote activities in the area of culture, recreation-leisure, publishing and vocational training, as well as other activities of an unspecified nature that shall, in any case, be aimed at furthering its social objectives and publicizing the initiatives it is supporting.

## **Article 5: DURATION**

The duration of the Association is unlimited.

## **Article 6: AFFILIATION TO NATIONAL AND INTERNATIONAL ORGANIZATIONS**

The Association may affiliate to organizations, governmental and not, that pursue the same goals and ideals.

## **Article 7: CORPORATE BODIES**

The corporate bodies of the Association are:

- The General Meeting of Members;
- The Chair;
- the Executive Board;

All offices are assigned and accepted without indemnification, and give the holder the right to the reimbursement only of expenses incurred on behalf and in the interest of the Association.

## **Article 8: CONVENING OF MEETINGS OF MEMBERS**

The General Meeting is convened in ordinary or extraordinary session by the Executive Board by means of a notice that shall be published at least eight days before the date of the meeting, which shall be held at the registered office. At the same time a communication shall be delivered to members by fax, e-mail or letter sent with receipt of return to the addresses indicated by the members themselves. The notice must include the location, date, time and the items on the agenda for both the first and second convocations of the General Meeting. An Ordinary General Meeting shall be convened at least once a year by 30 April. An Extraordinary General Meeting can be convened at any time at the initiative of the Executive Board or at the motivated request of at least one third of members with voting rights.

## **Article 9: PARTICIPATION AT THE GENERAL MEETING – PROXIES**

All members of legal age are entitled to attend and vote at the General Meeting, in particular for the approval and amendment of bylaws and regulations and for the appointment of governing bodies.

Participation at the General Meeting is strictly at the personal discretion of Members. Proxies may be assigned only to Members with voting rights; no Member may have more than one proxy.

## **Article 10: COMPOSITION OF THE GENERAL MEETING**

1. A General Meeting in ordinary session shall be valid:
  - a) on the first call with the attendance of at least half the Members with voting rights;

- b) on the second call regardless of the number of Members with voting rights in attendance.
2. A General Meeting in extraordinary session shall be valid:
- a) on the first call with the attendance of at least two thirds of Members with voting rights;
  - b) on the second call with the attendance of at least half the number of Members with voting rights.

#### **Article 11: DUTIES OF THE GENERAL MEETING**

1. In ordinary session the duties of the General Meeting are:
  - a) to approve the Executive Board's report on the activities of the prior financial year;
  - b) to elect the members of the Executive Board;
  - c) to approve the budget, the financial statements and the balance sheet;
  - d) to approve the programme of future activities;
  - e) to decide on all other matters whether raised by the Executive Board or submitted by Members.
2. In extraordinary session the duties of the general meeting are:
  - a) to resolve amendments to the bylaws;
  - b) to decide on the dissolution of the Association.
3. Proposals from Members must be communicated to the Executive Board in time for their inclusion on the agenda included in the notice convening the General Meeting.

#### **Article 12: APPROVAL OF MEMBERS' RESOLUTIONS**

1. The resolutions of the General Meeting in ordinary session, whether on the first or second call, must be approved by a majority of the votes cast plus one (excluding abstentions).
2. The resolutions of the General Meeting in extraordinary session must be approved:
  - a) on the first call, with a vote in favour by at least half plus one of all Members entitled to vote;
  - b) on the second call, with a vote in favour by at least one third plus one of all Members entitled to vote.

#### **Article 13: ELIGIBILITY FOR OFFICE**

Only Members may be appointed to office.

All offices are without indemnification.

Re-appointment to office is expressly permitted.

#### **Article 14: EXECUTIVE BOARD**

The Executive Board is composed of three to five members, including the Chair, and shall remain in office until resignation or dismissal for cause.

The Executive Council elects the Chair and Vice Chair and appoints the Secretary. At the convocation of the Chair, the Executive Board shall meet at least once a year to draft the budget and approve the financial statements for the prior year; it may also meet in extraordinary session whenever deemed opportune by the Chair or at the request of at least one third of board members.

The resolutions of the Executive Board shall be adopted with the favourable vote of an absolute majority.

#### **Article 15: POWERS OF THE EXECUTIVE BOARD**

The Executive Board holds all powers relating to the Association's organizational structure and its administrative and technical management. Among other things, the Executive Board shall:

- a) draft the budget and the financial statements, which are submitted to the General Meeting of Members, prepare a report on corporate activities and schedule the Association's future activities;
- b) determine the cost of membership fees;
- c) establish the date, place and the agenda of the next General Meeting;
- d) give effect to the decisions adopted by the General Meeting;
- e) issue internal regulations for the organization of corporate activities and provisions for the implementation of these bylaws;
- f) approve the technical and organizational programmes of the Association;
- g) administer the capital of the Association, manage the Association itself and decide on all corporate issues that lie outside the scope of competence of the General Meeting;
- h) decide on the expulsion and admission of Members.

#### **Article 16: THE CHAIR**

The Chair is the legal representative of the Association, holds proxy signing authority for acts and provisions, coordinates the proper running of the Association and undertakes emergency actions, which he or she must submit at the earliest opportunity to the Executive Board Directors for ratification. In addition, the Chair has the right to open a bank account for the Association, including with an overdraft facility, seek mortgages and loans, and provide such collateral as is required by the bank.

#### **Article 17: THE VICE CHAIR**

The Vice Chair shall replace the Chair and take over the latter's functions in case of his or her absence or legitimate impediment.

## **Article 18: THE SECRETARY**

The Secretary shall implement the resolutions of the Executive Board, and take the minutes of its meetings. The Secretary is also in charge of the collection of revenue, keeping and updating the roll of members, and discharging all secretarial tasks.

## **Article 19: MEMBERS**

The Association is composed of Members whose rights and duties are prescribed by these bylaws and current national law. A Member may be an individual person or a corporate organization of any kind. Membership is obtained by presenting an application and paying the annual fee. The relevant rules are set forth in articles 20, 21, 22 and 23 of these bylaws.

Temporary participation in the life of the Association is absolutely prohibited.

## **Article 20: ADMISSION TO THE ASSOCIATION**

Admission to the Association is contingent on fulfilment of the following:

- a) submission of an application;
- b) the accreditation of an applicant by an existing member who shall countersign the application form;
- c) the payment of membership fees;
- d) the unconditional acceptance of these bylaws;
- e) the receipt of the application by the Executive Board, whose decision thereon is final.

## **Article 21: TERMINATION OF MEMBERSHIP OF THE ASSOCIATION**

Membership of the Association shall cease as a result of:

- a) resignation submitted in writing at least six months before 30 September of each year;
- b) the non-payment of fees under the terms set forth in article 23 below;
- c) an expulsion decided by the Executive Board on the grounds of grave misconduct or serious infringements of the bylaws or internal rules, once the person to whom the misconduct is imputed has had an opportunity to contest the accusations.

A notice of discontinuance of membership shall remain posted for thirty days at the registered office of the Association.

## **Article 22: CAPITAL – REVENUES**

1. The capital is composed of:
  - a) the annual membership fees;
  - b) private donations;

- c) grants from central government, public authorities or institutions to support specific and documented activities or projects;
  - d) contributions from international organizations;
  - e) endowments and bequests;
  - f) reimbursements deriving from standing agreements;
  - g) revenue from marginal commercial and manufacturing activities;
  - h) income deriving from the current and fixed assets of the Association.
2. Membership fees are not transferable, with the exception of transfers upon death. Fees may not be adjusted.
  3. The revenues of the Association derive from:  
contributions, specific payments, donations from members, third parties and public or private entities.

### **Article 23: MEMBERS' FEES AND CONTRIBUTIONS**

1. Each Member must pay the fees set by the Association within the term and according to the procedures indicated.
2. Members who fail to pay their fee in the month following the end of the year in which it was due shall be declared by the Executive Board as debarred from the enjoyment of their membership rights pending payment or expulsion.
3. The continued non-payment of overdue fees for over two months shall lead the Executive Board to resolve on the expulsion of the defaulting Member.

### **Article 24: FINANCIAL YEAR - APPROVAL OF FINANCIAL STATEMENTS**

The financial and corporate year runs from 1 January to 31 December. The first financial and corporate year shall end on 31 December 2008. Within four months of the close of each financial year the Executive Board shall convene a General Meeting and submit to its approval the budget as well as the balance sheet and income statement for the prior year.

### **Article 25: PROFITS – OPERATING SURPLUSES**

Profits and any operating surpluses remaining at the end of a financial year must be reinvested in furtherance of the object as set forth in article 3 above.

It is strictly forbidden to distribute, even indirectly, profits and operating surpluses, provisions, reserves or capital during the life of the Association, unless the appropriation of the same or their distribution is required by law.

### **Article 26: DISCIPLINARY MEASURES**

The disciplinary measures that the Executive Board may take against Members are:

- the issuance of a warning;
- temporary suspension (up to one year);
- expulsion.

Disciplinary procedures begin with the notification of misconduct, and must assure the accused party the right of defence.

#### **Article 27: INTERNAL TRIBUNAL**

Members agree not to take legal action over any disputes that arise between them and the Association or between them and other Members concerning matters connected with the life of the Association.

All disputes shall be heard by an internal tribunal made up of three persons, two of whom shall be chosen by the disputants themselves and the third, who shall chair the tribunal, by the first two. The Tribunal, whose function is to seek amicable settlement, shall be assigned the broadest possible powers of investigation and judgement. Refusal to accept or abide by its judgement shall be punished with the expulsion of the defaulting party from the Association.

#### **Article 28: DISSOLUTION**

If the General Meeting of Members, meeting in extraordinary session, resolves to dissolve the Association, it must appoint the liquidators and determine their powers. Pursuant to the instructions of the General Meeting, residual assets shall be transferred, in order, to other non-profit organizations (NPOs) dedicated to social or public good, unless otherwise required by law. The transfer is contingent on the consent of the oversight authority envisaged under article 3, paragraph 190 of Law no. 662 of 23 December 1996, and established by Prime Ministerial Decree of 26 September 2000.

#### **Article 29: REGULATORY REFERENCE**

For any matters not covered in these bylaws reference shall be made, to the extent necessary, to the Civil Code and special laws.