



STATUTE

Art. 1

(Name, nature and registered office)

In accordance with the Civil Code and Law no. 49 of 26 February 1987, an Association has been incorporated called:

"COSV - Coordinamento delle Organizzazioni per il Servizio Volontario" (hereinafter referred to as "The Association").

The Association is a Non-Governmental Organization for international cooperation and development.

The Association is a non-profit organization. Its registered office is at 36 via Soperga, Milan.

The Association may establish and dissolve operational headquarters, secondary offices, detached sections, agencies, delegations, offices and any other type of local unit allowed by the laws in force in Italy and abroad.

Art. 2

(Scope)

The institutional purpose of the Association, which is non-profit, is to promote, in the broadest consideration of the opinions of its members, respect for basic liberties, rights, political and economic independence, equitable and sustainable development and the self-determination of peoples and individuals, conforming to the principles set out in the Charter of the United Nations.

The Association realises initiatives of cooperation for development, humanitarian aid, multicultural education, training and provision of information in Italy and abroad, and any other initiative deemed suitable to achieve such goals.

Art. 3

(Activities)

In order to pursue the institutional aims, the Association's activities may include, but shall not be limited to:

- promoting, encouraging and fostering the function of organizations, entities and individuals in Italy and abroad that work in the field of development cooperation and towards solidarity among peoples, with the intent of implementing a better and increasingly effective cooperation, fostering, with reciprocal advantages, fair trade relations between peoples in the cultural, social and economic fields;
- encouraging, through activities and interventions, the initiatives of self-development of the peoples in developing countries, respecting their political, economic and cultural autonomy, using suitable intervention tools;
- intervening in cases of catastrophes of a natural or human origin and in other emergency situations;
- supporting the freedom of choice of oppressed peoples and the self-determination and economic self-sufficiency of free peoples, through solidarity and cultural, political and material contributions;
- promoting initiatives diffusing information about underdevelopment and education for development in Italy and abroad;
- carrying out training initiatives in Italy and abroad;
- conducting any other activities deemed to be instrumental for the achievement of the institutional aims.

Art. 4

(Members)

The Members are those whose applications have been approved by the Board of Directors. The Board of Directors can also approve applications from legal persons and from entities without a legal personality that are not corporations, in the person of a representative nominated by an ad hoc decision of the institution concerned.

In their application for membership the aspirants agree to accept unconditionally the Statute of the Association, the Code of Behavior and its regulations, and to be committed to the realization of the social aims. Admission begins from the date of the decision of the Board of Directors, which must examine applications from new Members in the course of the first meeting following the date of presentation, deliberating whether to enroll them in the register of Members or to refuse their application.

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All members have equal rights and duties. Each member has the right to vote for the approval and amendment of the statute and regulations and to elect the governing organs of the Association. Members. Members are required to pay an annual contribution decided by the Assembly, within the period prescribed. This contribution is not transferrable and not repeatable in any circumstances.

The status of Member lapses in the case of:

- death of the individual or windup of the entity;
- withdrawal. Members must inform the Board of Directors of their intention to withdraw in writing, through any means that certifies receipt, and this will take effect at the end of the same calendar year;
- forfeiture. Membership is automatically forfeited in the case of: (i) bankruptcy or submission to bankruptcy proceedings or other liquidation procedures; (ii) a final sentence that entails even temporary disqualification from public office or inability to engage in executive positions; (iii) declaration of disqualification or incapacitation; (iv) non payment of the dues within the period prescribed by the Assembly.
- expulsion. A Member may be expelled for (i) being in arrears; (ii) being found in violation of the statute or regulations or decisions of the organs of the Association; (iii) having engaged in conduct that is contrary to the aims of the Association; (iv) being in such serious default as to prevent the continuation of Membership for reasons of expediency.

The loss of status of Member is deliberated by the Board of Directors. It is possible to appeal to the Board of Trustees.

Members that have withdrawn, that have been excluded or that have in any case ceased to belong to the Association may not repeat the contributions paid and neither do they have any rights to the assets of the Association.

Art. 5 (Organs of the Association)

The organs of the Association are:

- the Assembly;
- the President and the Vice President;
- the General Director
- the Board of Directors;
- the Board of Trustees;
- the Board of Auditors.

Art. 6 (The Assembly)

The Assembly is made up of all fully paid-up Members.

The Assembly is convened by the President who is normally also the chairman of the meeting. An ordinary meeting is convened at least once per year and whenever it is deemed necessary for the needs of the Association. A meeting may also be convened at the request of at least two members of the Board of Directors or of one tenth of the Membership; in this case notice of convocation must be communicated by the President within fifteen days of receipt of the request.

An ordinary Assembly is convened for the:

- i. approval of the general programme of activities and of the budget plan;
- ii. approval of the report on activities and of the balance sheet;
- iii. election of the members of the Board of Directors;
- iv. nomination of the President and Vice President;
- v. nomination of members of the Board of Auditors;
- vi. nomination of members of the Board of Trustees;
- vii. determination of the annual membership fee.

An extraordinary Assembly is convened to discuss and possibly approve any proposals to modify the statute or to dissolve and liquidate the Association.

Notice of convocation, which must indicate the day, place and time of the meeting and the order of the day, shall be sent to Members individually and in writing at least eight days prior to the date fixed (three days in urgent cases) by any means that ensures awareness, and is published at the head office.

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The first call for an ordinary Assembly is regularly constituted by the presence of half of the Membership plus one, present in person or by proxy. Each Member may hold no more than two proxies. The second call is regularly constituted whatever the number of Members present, in person or by proxy. The second call takes place on the same day as the first. The decisions of the ordinary Assembly are adopted by a majority vote. In the case of a tie the President has the casting vote. Decisions regarding modifications to the Statute must be approved by the Assembly with the presence of half of the Membership plus one and a favourable vote by the majority of Members present. The quorum necessary in order to dissolve the Association and to distribute the assets is stated in Article 12 of this Statute.

The minutes of every Assembly must be recorded in the register of the Assemblies of the Members.

Art. 7 (President and Vice President)

The President is elected from the Membership by the Assembly.

The term of office is three years and is renewable.

The President cannot also be a member of the Board of Trustees.

The President:

- a) monitors and insures that the activities of the Association are consistent with the aims provided by the present Statute;
- b) exerts the function of direction and control according to the decisions of the Assembly and of the Board of Directors;
- c) together with the General Director looks after the relationship with the Institutions, the Entities, the Organizations and the other Networks of reference for the Association;
- d) convenes and presides over the meetings of the Assembly;
- e) convenes and presides over the meetings of the Board of Directors;

The President shall exerts the legal representation of the Association if, for whatever reason, the General Director won't.

In case of absence, impediment or cessation the related functions will be exerts by the Vice President.

Art. 8 (Board of Directors)

The Board of Directors is elected by the Assembly of the Members and comprises a minimum of three and a maximum of seven members, including the President. The term of office is three years and the members may be re-elected. Unjustified absence from board meetings on three consecutive occasions will result in the member's forfeiting his/her place on the Board.

The Board of Directors shall meet, at the convocation of the President, at least once every three months and whenever at least a third of the members request a meeting. Decisions are carried by a majority vote. In the case of a tie the President has the casting vote. External experts and representatives of any possible internal working groups may be invited to attend meetings in an advisory capacity. Minutes must be taken at every meeting and recorded in the register of meetings of the Board of Directors.

The Board of Directors shall:

- i. carry out all acts of ordinary and extraordinary administration, with the exception of those reserved for other organs by law or by the Statute;
- ii. establish the rules for the operation of the Association;
- iii. submit the budget plan to the Assembly for approval by 31 December each year;
- iv. submit the balance sheet to the Assembly for approval by 30 April each year;
- v. determine the work program according to the guidelines contained in the general programme approved by the Assembly, promote and coordinate the activities and authorize the expenditure;
- vi. decide on the admission of new Members and on the loss of status of Member;
- vii. nominate the General Director, even among its own members

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Art. 9
(General Director)

The General Director is nominated by the Board of Directors during the first meeting hold after its election. The General Director positions ends together with the Board of Directors that has nominated it and can be reconfirmed. In case of serious misbehaviors the General Director can be relieved of his role by the Board of Directors.

The General Director

- a) is the legal representative of the Association;
- b) in the framework of the approved programs and under the limit of the budget manages and coordinates the activities of the Association;
- c) attends, without voting rights, to the meetings of the Board of Directors in case he is not already a member of the same Board;
- d) insures a fair economical and financial management of the administration;
- e) prepares the budget plan and the final yearly balance of the Association;
- f) together with the President looks after the relationship with the Institutions, the Entities and the national and International Organizations as per art.3;
- g) implements the decisions of the Board of Directors;
- h) is in charge of Human Resources;
- i) manages, in accordance to the guidelines approved by the Board of Directors, the employment of the staff and all the related procedures;
- j) in case of urgent needs takes the decisions in charge to the Board of Directors, presenting them to the same Board within 30 days;
- k) exerts all the powers possibly given to him by the Board of Directors.

The General Director can nominate one or more Directors in order to receive support on the management of its activities and within the powers he intends to delegate.

This appointment has to be ratified by the Board of Directors in the first meeting hold after the same nomination.

Art. 10
(Board of Trustees)

The Board of Trustees is made up of three members elected by the Assembly who may also be non-Members of the Association, each of whom will hold office for a term of three years and may be re-elected.

The Trustees shall verify that the other organs of the Association operate in keeping with its scope and aims, according to the mandates received from the Assembly of the Members.

The Trustees have the right to attend the meetings of the Assembly and the Board of Directors as observers. The Board of Trustees shall:

- convene ordinary and extraordinary Assemblies should the President fail to do so;
- decide upon any appeals presented by Members against decisions to exclude them.

Art. 11
(Board of Auditors)

The Board of Auditors is the organ of control of the financial and accounting activities of the Association. It is made up of three members nominated by the Assembly; they shall be people of proven experience and professional skills, one of whom (the President) must be enrolled in the register of Auditors established at the Ministry of Justice. The Board of Auditors remains in office for three years and its members may be reconfirmed.

The Board of Auditors supervises the financial management of the Association, ensures the proper completion of accounting records, examines the proposed budget plans and balance sheets, prepares a special report, and checks the cash accounting. Furthermore, it is the duty of the Board of Auditors to oversee the compliance of the activities of the Association with the law and with the Statute. The members of the Board of Auditors may attend the meetings of the Board of Directors, but they have no voting rights.

Decisions by the Board of Auditors are passed by a simple majority vote. In the case of a tie the President has the casting vote.

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Art. 12
(Assets and budget)

The Association draws the economic resources necessary to cover the operation and the execution of activities from:

- subscriptions and contributions from Members;
- contributions from the State, the Regions, local authorities, and public and private bodies and institutions;
- contributions from the European Union and international organizations;
- promotional initiatives aimed at fund-raising;
- donations, bequests, inheritances and legacies;
- any other revenue, proceeds or contributions destined for the execution of statutory activities, which are compatible with the provisions of the law and of this Statute.

It is prohibited to distribute, even indirectly, profits and operating surpluses or funds, reserves or capital during the life of the Association, unless the assignment or the distribution is a legal requirement.

The profits or operating surpluses must be used exclusively for the realization of institutional activities.

The fiscal year runs from 1 January to 31 December each year. Each year the Board of Directors shall be responsible for drawing up the budget plan and the balance sheet, which must be approved by the Assembly by the 31 December and 30 April, respectively.

Art. 13
(Dissolution and devolution)

In order to deliberate the dissolution of the Association and the devolution of the assets, a favorable vote is required from at least three quarters of the Membership.

Once dissolution has been deliberated, the Assembly shall nominate one or more liquidators.

After liquidation any residual assets shall be donated to entities that pursue similar aims to those of the Association or for the public benefit, according to the indications of the Assembly.

Art. 14
(Referral)

For any matter not expressly provided for in this Statute, the provisions of the civil code and the legislation currently in force shall apply.

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