

STATUTE

Art. 1 (Name, nature and registered office)

An Association named “COSV – Coordinamento delle Organizzazioni per il Servizio Volontario Ente del Terzo Settore”, or briefly “COSV ETS” (hereinafter the “Association”), is hereby established in accordance with the Italian Civil Code, Law no. 49 of 26 February 1987, and Legislative Decree 117/2017, formerly recognized as a Non-Governmental Organization pursuant to Article 28 of Law no. 49 of 26 February 1987.

The Association is a Non-Governmental Organization for international development cooperation. The registered office is in Milan. A change of registered office within the same municipality does not constitute an amendment to these bylaws.

The Association may establish or close operational offices, secondary offices, branches, representations, delegations, offices and any other type of local unit permitted by law, both in Italy and abroad.

Art. 2 (Purposes)

The Association pursues, without profit-making purpose, civic, solidarity and social utility aims through the exclusive or principal carrying out of activities of general interest.

Its institutional purpose is to promote — while giving the widest consideration to the views of its members — respect for fundamental freedoms and rights, political and economic independence, fair and sustainable development, and the self-determination of peoples and individuals, in accordance with the principles of the United Nations Charter.

The Association implements:

- development cooperation initiatives
- humanitarian aid
- multicultural education
- training and information activities in Italy and abroad
- any other initiative suitable to achieve these objectives.

Art. 3 (Activities)

To achieve the above purposes, the Association shall mainly carry out the following activities of general interest:

- development cooperation in favor of developing countries pursuant to Law 125/2014;
- activities and services for environmental protection and sustainable use of natural resources;
- organization and management of cultural, artistic or recreational activities of social interest, including publishing and promotion of volunteerism and general-interest activities;
- socially-oriented tourism activities;
- extracurricular education aimed at preventing school dropout, promoting educational success, preventing bullying and combating educational poverty;
- commercial, production, educational, information, promotional and representation activities within fair-trade supply chains, including certification licensing;
- humanitarian reception and social integration of migrants;
- promotion of legality, peace among peoples, non-violence and unarmed defense;
- promotion and protection of human, civil, social and political rights, as well as consumer rights.

In pursuing its institutional purposes, the Association may also:

- support organizations and individuals engaged in development cooperation and international solidarity;
- promote self-development initiatives in developing countries respecting their autonomy;
- intervene in natural or human-made disasters and emergencies;
- support oppressed peoples' freedom and self-determination;
- promote development education and awareness;
- implement training initiatives in Italy and abroad;
- carry out any activity instrumental to its purposes, including participation in commercial companies within legal limits.

The Association may also carry out secondary and instrumental activities and fundraising activities, including organized and continuous public fundraising, in compliance with transparency and fairness principles.

Volunteers may operate within the Association and will be recorded in a dedicated register if acting on a non-occasional basis. Only documented expenses actually incurred may be reimbursed within limits set by the Board of Directors. Volunteers shall be insured against accidents, illness and third-party liability.

Art. 4 (Members)

Members are those whose application is approved by the Board of Directors. Legal entities and unincorporated bodies may also become members through a designated representative.

Applicants must accept without reservation:

- the Bylaws
 - the Code of Conduct
 - internal regulations
- and commit to achieving the Association's purposes.

All members have equal rights and duties, including voting rights on:

- approval and amendment of bylaws and regulations
- election of governing bodies.

Membership is lost by death, withdrawal or exclusion.

Exclusion may occur for non-payment, violation of bylaws, or conduct contrary to the Association's purposes, with the right to appeal to the Assembly within 30 days.

Art. 5 (Bodies of the Association)

The Association's bodies are:

- the Assembly
- the Board of Directors
- the President and Vice-President
- the General Director
- the Supervisory and/or Audit Body (if required)

Art. 6 (The Assembly)

All members registered for at least three months may attend and vote.

Ordinary Assembly:

- appoints and removes governing bodies
- appoints the statutory auditor when required

- approves activity programs
- approves financial statements and social report
- determines annual membership fees
- approves internal rules

Extraordinary Assembly:

- amends bylaws
- decides dissolution, merger, transformation or split.

The Assembly meets at least annually.

It may also be held by video or teleconference if participants can be identified, discuss and vote simultaneously.

Resolutions are adopted by majority vote; specific qualified majorities apply for statutory amendments.

Art. 7 (President and Vice-President)

The President is elected by the Assembly for three years and may be re-elected.

The President:

- ensures activities comply with the statute
- provides guidance and supervision
- maintains relations with institutions together with the General Director
- convenes and chairs the Assembly and the Board.

The Vice-President replaces the President whenever necessary.

Art. 8 (Board of Directors)

The Board consists of 3 to 7 members including the President and serves for three years.

It meets at least four times per year.

The Board:

- grants legal representation mandate to the General Director
- decides on admission of members
- prepares financial statements
- defines secondary activities
- determines reimbursement criteria
- manages administration
- appoints the General Director
- authorizes expenditures
- delegates specific powers.

Art. 9 (General Director)

Appointed by the Board based on competence and integrity.

The General Director:

- has legal representation of the Association
- directs and coordinates activities
- ensures administrative and accounting management

- prepares budgets and financial statements
- executes Board resolutions
- manages personnel
- may adopt urgent measures subject to later Board approval
- may delegate specific acts.

The Director may appoint one or more Directors, subject to Board ratification.

Art. 10 (Supervisory Body)

Appointed when legally required.

It supervises:

- compliance with law and bylaws
 - proper administration
 - adequacy of organizational and accounting structure
 - monitoring of civic and social purposes
- and may also perform accounting control if no external auditor is appointed.

Art. 11 (Supervisory Board under Legislative Decree 231/2001)

The Association may adopt an organizational and control model to prevent criminal liability of legal entities.

An independent supervisory body composed of external professionals may be established to oversee its implementation and the ethical code.

Art. 12 (Statutory Audit)

If accounting control is not exercised by the Supervisory Body and legal thresholds are met, a statutory auditor or audit firm must be appointed.

Art. 13 (Assets and Financial Statements)

The Association's resources may derive from:

- membership fees
- public and private contributions
- donations and legacies
- investment income
- fundraising proceeds
- other lawful income.

All assets must be used exclusively for institutional purposes.

Distribution of profits, even indirectly, to members or governing bodies is prohibited.

Financial year: 1 January – 31 December.

Annual financial statements must be approved by the Assembly within four months of year-end and filed in the National Third Sector Register.

Art. 14 (Association Records)

The Association shall keep:

- members register

- volunteers register
- minutes of Assembly meetings
- minutes of Board meetings
- minutes of the Supervisory Body.

Members may inspect the records under the procedures established by internal regulations.

Art. 15 (Dissolution)

Dissolution requires approval of at least three-quarters of members.

The remaining assets, after approval by the National Third Sector Register Office, shall be transferred to another Third Sector entity or, failing that, to Fondazione Italia Sociale.

Art. 16 (Reference to Law)

For matters not provided herein, the provisions of Legislative Decree 117/2017 (Italian Third Sector Code), the Civil Code and relevant implementing regulations apply.