



# Statute

Approved by the Assembly on 28/08/2020

Registered by the Italian Revenue Agency on 1/9/2020 with the number 2453/3



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# TITLE I

## CONSTITUTION AND PURPOSES

### Art.1 - Name - location - duration

1. The unrecognized Association called "SEND Social Entrepreneurship Development", hereinafter also referred to as "SEND", is governed by Italian Legislative Decree 117 of 2017, (hereinafter referred to as "Third Sector Code"), and by the rules of the Italian Civil Code on associations.
2. The Association has its registered office in the Municipality of Baselga di Pinè (TN). Any change of the registered office within the Municipality of Baselga di Pinè (TN) does not imply a change in the statute, except for a specific resolution of the Board of Directors and subsequent communication to the competent offices..
3. It operates in the territory of the province of Trento, and intends to operate also on a national and international level.
4. The Association may establish sections or secondary offices, in Italy and abroad.
5. The Association has unlimited duration.

### Art.1-bis - Use in the name of the acronym "ODV" or the indication of "volunteer organization"

1. From the establishment of the Single National Register of the Third Sector (RUNTS), and the registration of the Association in the appropriate section of this, the acronym "ODV" or the indication of "voluntary organization" must be included in the company name. From the moment of registration in RUNTS, the name of the Association will then become "SEND Social Entrepreneurship Development ODV", abbreviated to "SEND ODV", or "SEND Social Entrepreneurship Development voluntary organization", abbreviated to "SEND voluntary organization".
2. The Association must from that moment on use the indication of "voluntary organization" or the acronym "ODV" in the acts, correspondence and communications to the public.
3. Until the establishment of the Single National Register of the Third Sector (RUNTS), the acronym "ODV" or the indication of "voluntary organization" may still be included in the company name if the Association is registered in one of the registers, regional or provincial, provided by Italian Law 266 of 1991.

### Art. 2 - Aims and activities of general interest

1. The Association is non-partisan and non-denominational, and bases its institutional and associative activity on the constitutional principles of democracy, social participation and voluntary work.

2. The Association pursues, on a non-profit basis, civic, solidarity and social utility purposes, through the exercise, exclusively or principally and mainly in favor of third parties, of the following activities of general interest:

- a) development cooperation, pursuant to Italian Law No. 125 of 11 August 2014, as amended;
- b) education and vocational training, in accordance with the Italian law 28 March 2003, n.53, and subsequent amendments, as well as cultural activities of social interest with educational purposes;
- c) extra-curricular training, aimed at the prevention of early school leaving and educational success, the prevention of bullying and the fight against educational poverty;
- d) organization and management of cultural, artistic or recreational activities of social interest, including activities, also publishing, promotion and dissemination of culture and practice of volunteering and activities of general interest referred to in art. 5 of the Code of the Third Sector;
- e) interventions and services aimed at safeguarding and improving the conditions of the environment and the prudent and rational use of natural resources, with the exclusion of the activity, usually carried out, of collection and recycling of urban, special and dangerous waste, as well as the protection of animals and the prevention of stray animals, in accordance with Law no. 281 of 14 August 1991;
- f) interventions of protection and enhancement of the cultural heritage and landscape, pursuant to Legislative Decree 22 January 2004, n.42, and subsequent amendments;
- g) organization and management of tourist activities of social, cultural or religious interest;
- h) social farming, in accordance with Article 2 of Italian Law No. 141 of August 18, 2015, as amended;
- i) charity, distance support, free supply of food or products referred to in Law no. 166 of August 19, 2016, as amended, or provision of money, goods or services to support disadvantaged people or activities of general interest under this article;
- j) promotion of the culture of legality, peace among peoples, non-violence and unarmed defense;
- k) promotion and protection of human, civil, social and political rights, as well as the rights of consumers and users of the activities of general interest referred to in this article, promotion of equal opportunities and mutual aid initiatives, including the banks of the times referred to in Article 27 of Italian Law no. 53 of 8 March 2000, and the joint purchasing groups referred to in Article 1, paragraph 266 of Italian Law no. 244 of 24 December 2007.

### Art.3 – Specific purposes and activities

1. The Association is non-partisan and non-denominational, and bases its institutional and associative activity on the constitutional principles of democracy, social participation and voluntary work.
2. The Association pursues, on a non-profit basis, civic, solidarity and social utility purposes, through the exercise, exclusively or principally and mainly in favor of third parties, of the following activities of general interest:
  - a) development cooperation, pursuant to Italian Law No. 125 of 11 August 2014, as amended;
  - b) education and vocational training, in accordance with the Italian law 28 March 2003, n.53, and subsequent amendments, as well as cultural activities of social interest with educational purposes;
  - c) extra-curricular training, aimed at the prevention of early school leaving and educational success, the prevention of bullying and the fight against educational poverty;
  - d) organization and management of cultural, artistic or recreational activities of social interest, including activities, also publishing, promotion and dissemination of culture and practice of volunteering and activities of general interest referred to in art. 5 of the Code of the Third Sector;
  - e) interventions and services aimed at safeguarding and improving the conditions of the environment and the prudent and rational use of natural resources, with the exclusion of the activity, usually carried out, of collection and recycling of urban, special and dangerous waste, as well as the protection of animals and the prevention of stray animals, in accordance with Law no. 281 of 14 August 1991;
  - f) interventions of protection and enhancement of the cultural heritage and landscape, pursuant to Legislative Decree 22 January 2004, n.42, and subsequent amendments;
  - g) organization and management of tourist activities of social, cultural or religious interest;
  - h) social farming, in accordance with Article 2 of Italian Law No. 141 of August 18, 2015, as amended;
  - i) charity, distance support, free supply of food or products referred to in Law no. 166 of August 19, 2016, as amended, or provision of money, goods or services to support disadvantaged people or activities of general interest under this article;
  - j) promotion of the culture of legality, peace among peoples, non-violence and unarmed *défense*;

k) promotion and protection of human, civil, social and political rights, as well as the rights of consumers and users of the activities of general interest referred to in this article, promotion of equal opportunities and mutual aid initiatives, including the banks of the times referred to in Article 27 of Italian Law no. 53 of 8 March 2000, and the joint purchasing groups referred to in Article 1, paragraph 266 of Italian Law no. 244 of 24 December 2007. L'Associazione, in particolare sintonia con le linee guida dell'AICS (Agenzia Italiana per la Cooperazione allo Sviluppo) e dell'Unione Europea in materia di cooperazione internazionale, con i valori definiti nella Carta Etica dell'Associazione ONG Italiane (AOI), con gli Obiettivi di Sviluppo Sostenibile dell'ONU e con gli Obiettivi di Apprendimento dell'Unesco e della Decent Work Agenda dell'ILO, persegue le seguenti finalità specifiche:

3. The Association may also carry out activities other than those of general interest, pursuant to Article 6 of the Code of the Third Sector, provided that they are secondary and instrumental and are carried out according to the criteria and limits established by the above Code and its implementing provisions.

4. The Association may also raise public funds, in order to finance its activities, in the forms, conditions and limits referred to in Article 7 of the Code of the Third Sector and subsequent decrees implementing the same.

5. For the realization of its aims, the Association considers of fundamental importance to collaborate in partnership with other public and private subjects and will be able to adhere to organizations, including the associative networks, of which it shares aims and methods.

6. In order to carry out its activities, the Association uses mainly the voluntary work of its members, other non-members who work as volunteers and young people involved in the Voluntary Civil Service or the European Voluntary Service

## TITLE II

### RULES ON THE ASSOCIATIVE RELATIONSHI

#### Art.4 - Internal regulations

1. The internal organization of the Association is inspired by the criteria of democracy, equal opportunities and equality of rights of all members; the associative offices are elective and all members can be appointed to them.

2. There is no difference in treatment between members regarding rights and duties towards the Association.

#### Art.5 - Members

1. May be admitted to be part of the Association natural persons of legal age and voluntary organizations which, adhering to the institutional aims of the same, intend to collaborate in their achievement by bringing their skills.

2. Other third sector entities or other non-profit organizations may also be admitted as members, provided that their number does not exceed 50% (fifty percent) of the number of voluntary organizations already members of the Association.
3. The legal entities are represented by the respective President or by another subject delegated by the Board of Directors.
4. Membership of the Association is for an indefinite period and cannot be arranged for a temporary period, without prejudice in any case to the right of withdrawal

#### **Art.6 - Admission procedure**

1. In order to join the Association, anyone who has an interest in membership shall submit a written application to the Board of Directors, which is the body appointed to decide on admission. In this application it must also be specified that the applicant undertakes to accept the rules of the Statute and internal regulations, to comply with the provisions that will be issued by the Board of Directors and the Assembly and to participate in the life of the Association.
2. The Board of Directors decides on admission or rejection within 60 (sixty) days from the submission of the application. The Board of Directors must decide according to non-discriminatory criteria, consistent with the aims pursued and the activities of general interest carried out.
3. The acceptance of the application is communicated to the new member within 30 (thirty) days from the date of the resolution and he must be entered in the book of associates.
4. Any rejection measure must be motivated and communicated in writing to the interested party within and no later than 30 (thirty) days from the date of the resolution. Against it, the interested party may appeal to the Ordinary Assembly, within and no later than 30 (thirty) days from the receipt of the communication, by means of a specific petition that must be forwarded to the Board of Directors by registered letter or PEC or other suitable means to certify its receipt. The ordinary Assembly will examine the proposed appeal at the first useful meeting. The appellant must be guaranteed in the Assembly the right to be heard.
5. Applications for admission submitted by minors must be countersigned by the parental responsibility operator. The parent who signs the application represents the minor to all intents and purposes towards the Association and responds to it for all obligations of the minor membe.

#### **Art.7 - Rights and duties of members**

1. Members have the right to:
  - a) participate in the Assembly with the right to vote, including the right to vote and stand for election;
  - b) to be informed of all the activities and initiatives of the Association, and to participate in them;



- c) examine the social books. In order to exercise this right, the member must submit an express request for inspection to the Board of Directors, which shall do so within 15 (fifteen) days. The examination is carried out at the headquarters of the Association in the presence of a person indicated by the Board of Directors.
2. The exercise of the social rights is up to the members from the moment of their registration in the members' book, provided that they are in order with the eventual payment of the membership fee, except for the right to vote in the Assembly which is regulated by art.15, c.2, of the present Statute.
3. Members have the duty of:
  - a) adopt behaviors in accordance with the spirit and purpose of the Association, protecting its name, as well as in relations between members and between them and the corporate bodies;
  - b) comply with the Articles of Association, any internal regulations and resolutions adopted by corporate bodies;
  - c) o pay the eventual associative quota in the measure and in the terms fixed annually from the Directive Council.
4. Membership dues and contributions are not transferable, with the exception of transfers due to death, and are not revalued.

#### **Art.8 - Causes of termination of the association relationship**

1. The quality of members is lost for:
  - a) voluntary withdrawal. Each member may exercise the right of withdrawal at any time, by written notice to the Board of Directors. The withdrawal has immediate effect;
  - b) non-payment of the membership fee, if any, within 180 (one hundred and eighty) days from the beginning of the fiscal year. The Board of Directors shall communicate this obligation to all members within a reasonable period of time in order to make the payment. The forfeited member may submit a new application for admission in accordance with art.6 of this Statute.
2. The member can instead be excluded from the Association for:
  - a) behavior contrary to the aims of the Association;
  - b) persistent violations of statutory obligations, regulations or resolutions of corporate bodies;
  - c) have caused the Association material or moral damage of a certain severity
3. The measure of exclusion, pronounced by the Board of Directors, must be motivated and communicated in writing to the interested party within and not later than 30 (thirty) days from the date of the resolution. Against it, the excluded member can appeal to the ordinary

Assembly, within and not beyond 30 (thirty) days from the receipt of the communication, by means of a specific request that must be forwarded to the Board of Directors by registered letter or PEC or other suitable means to certify its receipt. The Ordinary Assembly will examine the appeal proposal at the first useful meeting. The appellant must be guaranteed in the Assembly the right to be heard. Until the date of convocation of the Ordinary Assembly, for the purposes of the appeal, the member concerned by the exclusion measure is considered suspended: he can still participate in the assembly meetings but has no right to vote.

4. The receding or excluded member has no right to the restitution of the membership fees paid nor has any right on the assets of the Association.

## Title III

### RULES ON VOLUNTEERING

#### Art.9 - Volunteers and volunteering activity

1. Volunteers are natural persons who share the aims of the Association and who, by free choice, lend their activity through it in a personal, spontaneous and free of charge, non-profit, not even indirect and exclusively for purposes of solidarity.
2. The Association must enter in a special register the volunteers, associated or not associated, who carry out their activity in a non-occasional way.
3. The Association must also insure its volunteers against accidents and illnesses related to the performance of voluntary work, as well as third party liability.
4. The activity of the volunteer cannot be remunerated in any way even by the beneficiary. The volunteer may be reimbursed the expenses actually incurred and analytically documented for the activity provided, subject to authorization and within the limits established by the Board of Directors. In any case, it is forbidden to reimburse expenses of a lump-sum type.
5. For the purposes of paragraph 4, the expenses incurred by the volunteer may also be reimbursed against a self-certification made in accordance with Article 46 of the Decree of the President of the Republic of 28 December 2000, n. 445, provided that they do not exceed the amount of 10 euros per day and 150 euros per month and the competent corporate body decides on the types of expenses and voluntary activities for which this method of reimbursement is allowed.
6. As mentioned in art.17, c. 7 of the Third Sector Code, the provisions of this title do not apply to voluntary operators of the universal civil service and to personnel employed abroad on a voluntary basis in international development cooperation activities.

## Art.10 - Volunteers and paid people

1. The quality of volunteer is incompatible with any form of employment or self-employment relationship and with any other paid employment relationship with the entity with which the volunteer is associated or through which he or she carries out his or her voluntary activity.
2. The Association carries out its activities of general interest using mainly the voluntary work of its members, voluntary operators of the universal civil service or people who belong to the associated bodies.
3. The Association may hire employees or make use of self-employment or other services, exclusively within the limits necessary for its regular functioning, or within the limits necessary to qualify or specialize the activity carried out. In any case, the number of workers employed in the activity may not exceed 50% (fifty percent) of the number of volunteers.

## Title IV

### SOCIAL BODIES

#### Art.11 - Bodies of the Association

1. The bodies of the Association are:
  - a) the Assembly of Members;
  - b) the Board of Directors;
  - c) the Control Body, compulsorily appointed upon the occurrence of the conditions set forth in art.30 of the Third Sector Code;
  - d) the Auditing Body, mandatorily appointed upon the occurrence of the conditions set out in Article 31 of the Code of the Third Sector.
2. The members of the corporate bodies, with the exception of the members of the Control Body who meet the requirements of Article 2397, paragraph 2, of the Italian Civil Code, may not be awarded any compensation, except for the reimbursement of expenses actually incurred and documented for the activity performed for the purpose of carrying out the function.
3. The election of the organs of the Association cannot in any way be bound or limited, and is informed of the criteria of maximum freedom of participation in the active and passive electorate.

## **Art.12 - The Assembly of Members: composition, convocation and functioning**

1. The Assembly is the sovereign body of the Association and is composed of all members in good standing with the payment of any annual membership fee.
2. Each Member may personally attend the Meeting or be represented by another Member by proxy, which must be in writing and signed and must contain the name of the delegating party and the delegate. Only one proxy per Member is allowed.
3. The Assembly is convened by the President of the Association, following a resolution of the Board of Directors, at least once a year for the approval of the financial statements. The Assembly may also be convened:
  - a) upon motivated request of the majority of the members of the Board of Directors;
  - b) on motivated request and addressed to the Board of Directors by at least 1/5 (one fifth) of the Members.

In the cases referred to in letters a) and b), the Chairman must convene the Meeting, which must take place within 60 (sixty) days from the date of the request. If the Chairman does not convene the meeting within the time limits indicated, the control body, if appointed, must proceed in its place and without delay to convene the meeting

4. The convocation must be received in writing to the Members by letter or email at least 8 (eight) days before the date of the meeting. The notice must indicate the place, day and time of both first and second convocation, as well as the items on the agenda. The second convocation meeting must be scheduled at least 24 (twenty-four) hours after the first convocation.
5. The Assembly may also meet by videoconference, provided that all participants are identified and are allowed to follow the discussion at the same time, to intervene in real time in the discussion of the topics discussed and to participate in the vote. The Shareholders' Meeting is deemed to be held in the place where the Chairman or the person acting in his place is located. If during the meeting the connection is suspended, it will be declared suspended by the Chairman or by the person acting in his place, and the decisions taken until the suspension will be valid.
6. The Assembly is chaired by the President of the Association or, in his absence, by the Vice President or other Associate indicated during the Assembly meeting.

7..

he discussions and resolutions of the Assembly are summarized in minutes, signed by the Chairman and by the specially appointed minutes. The minutes are transcribed in the book of meetings and resolutions of the Assembly, kept at the headquarters of the Association

## **Art.13 - Ordinary Assembly: competences and quorum**

1. It is the task of the Ordinary Assembly:

- a) approve the financial statements, prepared by the Board of Directors;
  - b) approve any annual and multi-annual program of activities, if any, prepared by the Board of Directors;
  - c) approve the eventual social balance sheet, if any, prepared by the Board of Directors;
  - d) determine the number, elect and revoke the members of the Board of Directors;
  - e) elect and revoke the members of the Control Body, mandatorily appointed upon the occurrence of the conditions set forth in art.30 of the Code of the Third Sector;
  - f) elect and revoke the Auditing Body, obligatorily appointed when the conditions set out in Article 31 of the Third Sector Code occur;
  - g) decide on appeals against denial of membership and exclusion from the Association;
  - h) approve any regulations implementing the Statute and other regulations prepared by the Board of Directors for the functioning of the Association;
  - i) deliberate on the responsibility of the members of the corporate bodies, pursuant to art.28 of the Third Sector Code, and promote the action of responsibility towards them;
  - j) deliberate on any other item on the agenda or submitted for examination by the Board of Directors or other corporate body.
2. The Ordinary Assembly in first convocation is validly constituted with the presence of half plus one of the members; in second convocation is validly constituted whatever is the number of members present.
3. The resolutions of the Ordinary Assembly are taken by majority vote of the Members present, both in first and second convocation.

#### **Art.14 Extraordinary Assembly: competences and quorum**

1. It is the task of the Extraordinary Assembly:
  - a) deliberate on proposals to amend the Statute;
  - b) deliberate on the dissolution, transformation, merger or division of the Association.
2. For statutory amendments, for the transformation, merger or division of the Association, the Extraordinary Assembly in first call is validly constituted with the presence of at least 3/4 (three quarters) of the members and resolves with the favorable vote of the majority of those present; in second call is validly constituted with the presence of at least half plus one of the members and resolves with the favorable vote of the majority of those present.

3. For the dissolution of the Association and the devolution of the patrimony, the Extraordinary Assembly deliberates, both in first and in second convocation, with the favorable vote of at least  $\frac{3}{4}$  (three quarters) of the members.

#### **Art.15 - The Assembly of Members: voting rules**

1. Each member has the right to only one vote.
2. The exercise of the right to vote is up to the members who have been registered for at least 3 (three) months in the members' book, provided that they are in good standing with the payment of any annual membership fee. Associates who have not been registered for at least 3 (three) months in the register of associates may participate in the Assembly without the right to vote or to stand for election, and shall not be counted towards the quorum.
3. The right to vote will be automatically granted to the minor member only at the first useful Assembly held after reaching the age of majority. Until reaching the age of majority, the right of active electorate for minors shall be attributed to the person exercising parental responsibility over them. Minor associates are then counted for the purposes of achieving the quorum of the Assembly.
4. Voting will normally be by open ballot; secret ballots will be held when requested by at least  $\frac{1}{10}$  (one tenth) of those present. For the election of corporate offices, and in any case in the case of votes concerning persons, we proceed by secret ballot.

#### **Art.16 - The Board of Directors: composition and term of office**

1. The Board of Directors is the administrative body of the Association, is elected by the Assembly among the Members in good standing with the payment of any membership fee, and is composed of a number of members that can vary from 3 (three) to 7 (seven), according to what established by the Assembly at the time of appointment and subsequent renewals. The first members of the Board of Directors are nominated in the constitutive act.
2. He can not be elected Director, and if appointed, the interdict, the incapacitated, the bankrupt, or who has been sentenced to a penalty that imports the disqualification, even temporary, from public office or the inability to exercise managerial offices.
3. Directors remain in office for 3 (three) years and are eligible for re-election. At least 30 (thirty) days before the expiration of the mandate, the President convenes the Assembly for the election of the new Board of Directors.

#### **Art.17 - The Board of Directors: rules of convocation, operation and vote**

1. The Board of Directors is convened by the President whenever he deems it appropriate or when requested by at least  $\frac{1}{3}$  (one third) of the Board members.
2. The convocation is made by written notice, which must be received by the Directors at least 4 (four) days before the date of the meeting, and must indicate the place, date, time and items on the agenda.

3. In the absence of formal convocation, or failure to comply with the terms of notice, will be equally valid meetings attended by all Directors.
4. The Board of Directors may also meet by videoconference in the same manner as the Assembly.
5. The Board of Directors is presided over by the President or, in his absence, by the Vice-President; in the absence of both, it is presided over by another Board Member identified among those present.
6. Meetings of the Board of Directors are legally constituted when the majority of its members are present, and resolutions are taken by a majority of those present. Proxies are not allowed.
7. Voting is by open ballot, except in the case of votes on persons, where it is by secret ballot.
8. Minutes are drawn up for each Board meeting, signed by the Chairman and the minutes of each meeting, specifically appointed for this purpose. The minutes are transcribed in the book of meetings and deliberations of the Board of Directors, kept in the headquarters of the Association.

#### **Art.18 - Competences of the Board of Directors**

1. The Board of Directors is invested with the widest powers for the ordinary and extraordinary administration of the Association, and in particular has the task of:
  - a) to take care of the execution of the resolutions of the Assembly of Associates;
  - b) draw up the financial statements for the year, to be submitted for approval to the Assembly;
  - c) to draw up any annual and multi-annual program of activities, to be submitted to the approval of the Assembly;
  - d) to draw up the eventual social balance sheet, to be submitted for the approval of the Assembly;
  - e) appoint the President, Vice-President and Secretary of the Association;
  - f) decide on applications for membership of the Association and the exclusion of members;
  - g) to draw up any internal regulations for the functioning of the Association, to be submitted for approval to the Assembly;
  - h) to decide the eventual annual membership fee, determining its amount;
  - i) to deliberate the convocation of the Assembly;
  - j) decide on any working relationships with employees, as well as with external collaborators and consultants;

- k) ratify or reject the urgent measures taken by the President;
  - l) to take care of the maintenance of the Association's social books;
  - m) to deliberate the possible carrying out of different activities, and to document their secondary and instrumental nature with respect to activities of general interest;
  - n) adopt any other measure that is attributed to it by these Articles of Association or by internal regulations;
  - o) to adopt any other measure that is to it o) to adopt in general all the measures and measures necessary for the implementation of the institutional aims, as well as for the management and proper functioning of the Association.
2. The Board of Directors may grant one or more of its members the power to perform certain acts or categories of acts on behalf of the Association.
  3. The Secretary is generally responsible for the management of the company books and carries out the tasks delegated to them by the Board of Directors or the President.

#### **Art.19 - The President: powers and term in office**

1. The President is the legal representative of the Association and represents it before third parties and in court.
2. The President of the Association is appointed to the Board of Directors.
3. The office of President may be revoked by the Board of Directors in the same manner as for the election.
4. The office of President is also lost due to resignation, which is given by written communication to the Board of Directors.
5. The President has the general responsibility for the management and good performance of the Association, and in particular has the task of:
  - a) sign the deeds and documents that commit the Association both with regard to members and third parties;
  - b) to take care of the implementation of the resolutions of the Assembly and the Board of Directors;
  - c) adopt, in case of necessity, emergency measures, submitting them within 15 (fifteen) days to the ratification by the Board of Directors;
  - d) convene and chair the Assembly of Associates and the Board of Directors.
6. In case of absence or impediment, the President is replaced by the Vice President. In case of absence or impediment of the latter, it is up to the Board of Directors to give express proxy to another Board Member.



## Art.20 - Causes of forfeiture and replacement of members of the Board of Directors

1. The office of Board member is lost for:
  - a) resignation, resigned by written communication to the Board of Directors;
  - b) revocation by the ordinary Assembly, as a result of conduct contrary to the aims of the Association, persistent violations of statutory obligations or for any other conduct detrimental to the interests of the Association;
  - c) causes of incompatibility, as per Article 16, paragraph 2, of these Articles of Association;
  - d) loss of Associate status following the occurrence of one or more of the causes provided for in Article 8 of these Articles of Association.
2. In the event one or more Directors cease to hold office for one or more of the reasons indicated in the previous paragraph, the Board of Directors shall replace them by drawing from the list of those not elected in the last election of the Board of Directors held. The Directors thus replaced remain in office until the first useful ordinary Assembly, which will have to decide on their confirmation. If confirmed, they remain in office until the expiration of the mandate of the current Board of Directors. In case of lack of confirmation, or of exhaustion or absence of the number of non-elected members, the Board of Directors provides for the replacement by co-optation, unless ratified by the first useful ordinary Assembly; in case of non-ratification a new election will be held. The Directors thus replaced remain in office until the expiration of the mandate of the Board of Directors in force..
3. In the event that the majority of the Directors cease to hold office, the entire Board of Directors shall be deemed to have lapsed and the President or, subordinately, the oldest Director, shall convene the Ordinary Assembly within 30 (thirty) days of termination, in order to proceed to a new election of the Board of Directors. Until the election of the new Board Members, the Board Members who have ceased to hold office remain in office for ordinary administration.

## Art.21 - The Control Body: composition, duration in office and operation

1. The Control Body, if appointed, is made up of a single member, elected by the Assembly, not necessarily from among the members.
2. The member of the Control Body remains in office for 3 (three) years and is eligible for re-election.
3. The Board of Control Body draws up minutes of its meetings, which must then be transcribed in the appropriate book of meetings and resolutions of this body, kept at the headquarters of the Association.

4. In the event that, due to resignation or other causes, the only member of the Board of Directors leaves office before the expiration of the term of office, the replacement of the same shall be made by a new election by the Assembly.

5. The member of the Control Body, to which art.2399 of the Civil Code applies, must be independent and exercise his functions in an objective and impartial manner. He cannot hold other positions within the Association.

### **Art.22 - Competences of the Control Body**

1. It is the task of the Control Body:

- a) overseeing compliance with the law and the Articles of Association, and respect for the principles of proper administration;
- b) supervise the adequacy of the organizational, administrative and accounting structure of the Association, and its concrete functioning;
- c) exercise control over the accounts;
- d) to monitor compliance with civic, solidarity and social utility purposes, with particular regard to the provisions of Articles 5, 6, 7 and 8 of the Code of the Third Sector;
- e) certify that any social report has been prepared in accordance with the ministerial guidelines referred to in Article 14 of the same Code. The social report, if any, acknowledges the results of such monitoring;
- f) participate, without the right to vote, in the meetings of the Board of Directors and the Assembly, to which the annual report on the financial statements is presented.

2. In the cases provided for in Article 31, paragraph 1, of the Third Sector Code, the control body may also perform the statutory audit of the accounts.

3. The controlling body has the right of access to the documentation of the Association relevant to the fulfilment of its mandate. It may at any time carry out inspections and controls and, to this end, it may ask the Board members for information on the progress of the company's operations or on certain businesses.

### **Art.23 The Auditing Body**

1. The Auditing Body, if appointed, consists of a single member, elected by the Assembly, not necessarily from among the members. The member of the audit board must be registered in the register of statutory auditors.

2. The auditor remains in office for 3 (three) years and its member is eligible for re-election.

3. The Auditing Body is responsible for carrying out the statutory audit of the accounts.

4. The Auditing Body shall draw up minutes of its meetings, which shall then be transcribed in the appropriate book of meetings and resolutions of this body, kept at the headquarters of the Association.

5. In the event that, due to resignation or other causes, the member of the Auditing Body should leave office before the expiration of the mandate, he shall be replaced by a new election by the Assembly.

6. The member of the Auditing Board must be independent and perform his or her duties objectively and impartially, as well as not being able to hold other positions within the Association.

#### **Art.24 - Responsibilities of corporate bodies**

1. The obligations contracted by the Association are the responsibility not only of the Association itself, but also personally and jointly and severally of the people who have acted in the name and on behalf of the Association.

2. Board members, general managers, members of the Control and Auditing Body (if appointed), are liable to the entity, creditors, founders, associates and third parties, in accordance with the provisions on liability in joint stock companies, insofar as they are compatible.

## **TITLE V**

### **SOCIAL BOOKS**

#### **Art.25 - Social books and registers**

1. The Association must keep the following writings:

- a) the Book of Members;
- b) the Book of Meetings and deliberations of the Assembly of Members;
- c) the Book of Meetings and deliberations of the Board of Directors.

2. The Association must keep the Book of meetings and deliberations of the Control Body, if it has been appointed.

3. The Association is also obliged to keep the Book of meetings and resolutions of the Auditing Body, if it has been appointed.

4. Finally, the Association must keep the Register of Volunteers who carry out their activities in a non-occasional way.

## TITLE VI

### RULES ON THE ASSOCIATION'S ASSETS AND FINANCIAL STATEMENTS

#### Art.26 - Destination of the assets and absence of profit purpose

1. The Association's assets are used to carry out the statutory activities for the exclusive pursuit of civic, solidarity and social utility purposes.
2. It is forbidden to distribute, even indirectly, profits and operating surpluses, funds and reserves in any case named to founders, associates, workers and collaborators, directors and other members of the corporate bodies, even in the case of withdrawal or any other hypothesis of individual dissolution of the association relationship.

#### Art.27 - Economic resources

1. The Association draws the economic resources for the operation and for the performance of its activities from:
  - a) membership fees;
  - b) public and private contributions;
  - c) donations and testamentary bequests;
  - d) asset rents;
  - e) fundraising activities;
  - f) refunds deriving from agreements with public administrations;
  - g) income from general interest activities and other activities pursuant to Article 6 of the Third Sector Code;
  - h) any other income allowed under the Code of the Third Sector and other relevant regulations.
2. For the general interest activity performed, the Association may only receive reimbursement of expenses actually incurred and documented, unless such activity is carried out as a secondary and instrumental activity within the limits set forth in Article 6 of the Third Sector Code.

#### Art.28 - Financial Statements

1. The fiscal year coincides with the calendar year.
2. At the end of each financial year the Board of Directors must proceed to the formation of the financial statements, which must be approved by the ordinary Assembly. The latter must be convened within 120 (one hundred and twenty) days from the end of the financial year.

3. The financial statements must be deposited at the headquarters of the Association in the 8 (eight) days preceding the Assembly convened for its approval and each member, upon written request, may view them.

## TITLE VII

### DISSOLUTION OF THE ASSOCIATION AND DEVOLUTION OF THE ASSETS

#### Art.29 - Dissolution and devolution of assets

1. The dissolution of the Association is decided by the Extraordinary Assembly according to the quorums provided for in the present Statute.
2. The Assembly that decides on the dissolution also appoints one or more liquidators and decides on the destination of the remaining assets, which must be devolved, subject to the positive opinion of the Office referred to in Article 45, paragraph 1, of the Third Sector Code and unless otherwise required by law, to other entities in the Third Sector or, failing that, to the Fondazione Italia Sociale, in accordance with Article 9 of the Third Sector Code.

## TITLE VIII

### FINAL PROVISIONS

#### Art.30 - Referral rules

1. For anything not expressly provided for in these Articles of Association, the Third Sector Code and its implementing provisions shall apply, as well as the Civil Code and its implementing provisions, insofar as compatible.



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