

# **LVIA: Articles of incorporation**

## **Article 1 Incorporation, name and headquarters**

LVIA, the Lay Volunteers International Association, is an international association of solidarity and cooperation set up in 1966 by a group of volunteers as an expression of the values of dialogue and brotherhood existing in the evangelic message and in the intuitions manifested effectively by the documents of Vatican Council II. The Ministry for Foreign Affairs granted the Association the definition of ONG according to law 1222/71 and such suitability was kept according to laws 38/1979, 49/1987 and 125/2014. Therefore the Association shall be enrolled in the book of the bodies of the tertiary sector as provided by art. 89, par. 9, law 117/2017.

The headquarters of the Association are established in Cuneo. The seat can be moved to another location without any need for modifications to the present articles of incorporation.

The Association can set up other seats, contributing to the association life, by specific deliberation of the members' meeting, upon proposal of the Board, which determines its administrative and organizational independence.

The Association complies with law decree nr. 117 dated July 3, 2017 as further integrated and modified, also called the Code of the Tertiary Sector (CTS) by the relevant bodies of Tertiary Sector (ETS)

After enrolling in the RUNTS (Book of the tertiary sector associations art. 4, par 1, CTS) the Association will be defined by the acronym ETS (body of the tertiary sector). The ETS acronym shall be included in the name of the association and shall be used in relations with third parties, in deeds, in letter exchange and communication with public.

Such clause shall become valid only after and by effect of its enrolment in the RUNTS and shall integrate the name of the body automatically.

## **Article 2 Goals and purpose**

LVIA is clear evidence of the urgent need to operate as singles and associates in line with these intuitions and in coherence with the declarations of human rights and citizens' rights laid down in documents of the United Nations. Thanks to the international humanitarian laws LVIA intends to offer opportunities of meditation, formation and active involvement in the implementation of interventions of international cooperation and promotion of dialogue between people and territories in order to find an answer to the imbalances existing in the world and the associated consequences.

The action of LVIA is intended for the whole human family, the members of which have the same rights and dignity, as well as the duty and responsibility to work towards the creation of the common good with an environmental friendly approach.

The association does its utmost to create a more equal and fair world, where the dignity of everyone is defended and promoted, through the promotion of the enjoyment of fundamental freedom, better and fair access to resources, wider access to basic educational and health services, the chance to live in a healthy environment and anything that could help to improve the quality of life and the chance to determine one's own path and the path of one's community, bearing in mind the cultural elements and rights of other peoples and other men and women on the planet.

The association acknowledges that change can be achieved in many ways, promoting the responsibility of every society to choose ways which acknowledge the dignity of everyone, encourage fair access to resources, respect the rights of all other men and are attentive to the needs of future generations.

In order to achieve the aforementioned goals, the association undertakes to work in partnership with everyone, institutions and individuals alike, sharing the same goals.

The members of the Association shall work in compliance with all social and institutional structures in the various contexts we aim to work in, giving first and foremost a voice to these social entities on the subject of the changes required.

LVIA is a non-profit association that uses a plain and simple approach based on methods which combine technical operational abilities with the central assumption that the dignity of people and relations between them are the cornerstone of everything.

The members of the Association shall seek effective and innovative ways of acting, acknowledging the central role of volunteers in their various expressions, the spirit of service and giving of one's own free will, as well as a concept of professionalism intended as an exercise of responsibility, competence and respect for the complexity of the matters we intend to act upon.

In practice, the actions of the association translate into a specific focus on human resources by providing adequate formation and support both in terms of technical aspects and underlying values, in an approach that emphasizes the importance of sharing experiences and thoughts so that the personal embracing of the values championed by the association translates into behaviors which reflect these values.

The Association represents an expression of responsible and supportive citizenship, it works for the actual promotion of change and supports dialogue and mutual understanding among different peoples.

### **Article 3 - Activity**

In order to carry out the goals and purpose mentioned by article 2, and with a view to acting in favour of the whole community, the association undertakes to carry out the following activities of general interest as below specified with the relevant letters of art. 5 par. 1 of the CTS:

- d) Education and formation as well as professional training as per law March 28, 2003 nr. 53 as further modified as well as cultural activities of social interest with education goals.
- e) Interventions and services finalized to protect and improve the environmental conditions and to carefully and rationally utilize natural resources by excluding the regular activity performed to collect and recycle household, special and dangerous waste.
- i) Organization and management of cultural, arts and recreational activities with a social interest, including publishing, promotion and broadcasting activities in favour of voluntary work diffusion and practice as well as activities of general interest as per this article.
- k) Organization and management of tourist activities with a social, cultural or religious interest.
- n) Cooperation to development as per law Aug. 11, 2014 nr. 125 as further modified.
- r) Asylum granted on humanitarian grounds and integration of migrants into our society.
- u) Charity, remote support, free delivery of foodstuff goods or products as per law Aug. 19, 2016 nr. 166 as further modified or grants of money, services or goods in support of disadvantaged people or general interest activities according to this article of law.
- v) Promoting the culture of legal behavior, peace among people, non-violence and unarmed defense.
- w) Promoting human, civil, social, political rights as well as the rights of consumers and users with a general interest as per this article of law. Promoting equal opportunities and mutual help and support initiatives including Voluntary Time Banks as per art. 27 law March 8, 2000 nr 53 including purchase groups as per art. 1 par. 266 law Dec. 24, 2007 nr 244.

In order to carry out the above mentioned activities of general interest the Association shall be allowed to carry out the following, as an example and non-exhaustively:

- a) Building and implementing direct interventions of international solidarity, cooperation, and humanitarian aid as per law Aug. 11, 2014 nr 125 as further modified.
- b) Promoting cooperation between territories and communities in the “North” and “South” of the world
- c) Promoting the education, awareness and information about the subjects of the organizations active in the north and south of the world , namely the aforementioned themes (letters I and K of Law Decree July 3, 2017 nr. 117 art. 5)
- d) Seeking to find and understand the causes of injustice and its consequences.
- e) Promoting initiatives intended to remove situations of injustice and their consequences with the relevant authorities and bodies.
- f) Promoting an open intercultural society.
- g) Promoting responsible and sustainable consumer choices.
- h) Participating in networks or groups with goals and purposes coherent with these articles of association.

The Board of the Association shall be entitled to identify other activities, instrumental and secondary to the ones of general interest, according to art. 6 Law Decree July 3, 2017 nr. 117.

#### **Article 4 Members**

Members of the Association are all those physical and juridical persons who share the ideals specified in the above expressed articles and cooperate to reach the association’s goals.

The request to become a member must be submitted in writing to the Association Board. Further to their admission, members shall be enrolled in the book of Members.

Members are admitted upon decision of the Board and upon the member’s request. The decision is made by a majority of two thirds of the Board.

The Board shall specify the reason why a request has been rejected and inform the interested parties within 60 days from their decision.

In the event of a rejection, the person who has requested admission shall be entitled to ask for a pronouncement of the Members’ meeting or of another body elected by the Members’ meeting about their request within 60 days from the board’s decision. The body elected by the Members’ meeting shall be delegated to deliberate about rejected requests of admission.

Members have the right to an active and passive vote in the association’s administrative bodies provided that they have been members for at least 3 months and shall be up to date with their payments of the association fee established by the general members’ meeting every year.

All members participate in the activities of the association according to their personal availability.

All members are entitled to examine the association books by submitting their written request to the President.

In order to carry out specific activities the Association can make use of voluntary help. Should this voluntary help not be occasional, the persons shall be enrolled in a specific book. They shall not be paid in any way whatsoever, but can receive compensation for their expenses for which they shall provide evidence as established by art. 17 CTS.

#### **Article 5 Rooting in the territory**

L VIA acknowledges the importance of having roots in the territory and promotes the active engagement of its members and supporters, establishing rules whereby the territorial realities are given a voice within the association.

The association acknowledges the following entities:

- Local “Eurodesk” points, when the President has assigned them specific institutional or operational powers, in keeping with the different territorial expressions of association.
- Groups, associations and supporting committees cooperating with the association to reach specific goals or on an ongoing basis.
- Local offices of the association, which are defined on the basis of:
  - A univocally defined territory.
  - Their status as a juridical person joining the association under the terms of Article 4.
  - A mutual acknowledgement with LVIA based on the evidence that the entity meets the statutory requirements of the association.

The articles of the association establish the modalities for relations between the various external and territorial entities and the headquarters.

### **Article 6 Administrative bodies**

The administrative bodies of the association are the following:

- The General Meeting
- The Board of the Association
- The President
- The President’s office
- The Board of Auditors as per art. 30 CTS
- The Board of Arbitrators

### **Article 7 The general meeting**

The Ordinary General Meeting shall be called by the President at least once a year in writing, and upon expiry of the offices of the administrative bodies in order for them to be renewed. Written notice shall be sent at least 20 days before the date set for the meeting and shall contain the agenda. The President can also call the ordinary meeting whenever he thinks it should be necessary or when a request has been made for a given reason, supported by at least one tenth of the members or by one third of the members elected by the Board of the Association.

All members who have regularly and duly paid the association fee are entitled to vote at the meeting. Members who are juridical persons are represented by their legal representative or by a proxy with written powers of attorney.

Members who cannot take part in the meeting can be represented by another member with proxy.

Members may not have more than two proxies.

The meeting is chaired by the President of the Association or a proxy and is valid when the number of members present and those represented by proxy together is greater than 50% of total members.

If at the first sitting of the meeting, the above mentioned number of members present is not reached, the meeting will be called a second time and considered valid regardless of the number of members present. The members of the meeting vote by simple majority of the members present.

### **Article 8 Duties of the general meeting**

The ordinary general meeting has the following duties:

- To adopt the rules for the election of the administrative bodies of the association.
- To adopt the rules for the meeting’s activities.
- To elect the President of the association and the members of the board among the members,

- To approve of a remit at the beginning of the mandate of the elected administrative bodies.
- To approve the annual report and financial statements by June 30 every year.
- To decide on the exclusion of any members for serious reasons.
- To decide whether to transfer the legal headquarters of the Association.
- To elect the members of the board of arbitrators.

### **Article 9 Duties of the extraordinary meeting**

Any changes to the Articles of Association can only be made by the extraordinary meeting as well as the devolution of all assets. The extraordinary meeting is valid when in the physical presence or proxy of half of the members plus one. The meeting can vote by simple majority of the members present.

### **Article 10 The Board of the Association**

The Board of the Association consists of:

- thirteen Members of the Board elected by association members who must be up to date with their membership fees, including the President of the Association who is also entitled to vote.
- One member for every associated office, but with no vote.
- The managers of the operating structure, with no vote, up to maximum of four in accordance with the provisions of their relative mandates.
- The members of the President's Office who are not elected members of the board and have no vote.

The board of the association remains in office for 3 years and always until the ordinary meeting called to renew their offices.

Board members are not restricted by a mandate and are entitled to access any information necessary to accomplish his/her tasks, in compliance with the general balance of the distribution of duties and functions.

The board is valid when 50% of the elected members, excluding the president, are present plus one. When a meeting has been called and the legal number cannot be reached, the President must call another board meeting within 45 days. After three consecutive calls at which the legal number of members present is not reached each time, hence none a valid meeting, the President must call the meeting within 60 days.

A member of the board who is absent for three consecutive times without any written justification, will be removed from the position and replaced by the first non-elected member. Should he/she be missing for a fourth time he/she will be definitively removed from his/her charge.

### **Article 11 Duties of the Board**

The President calls a board meeting at least four times a year or upon request of at least one third of the elected members of the board. The board of the association is called in writing with at least 14 days' notice before the expected date and shall contain the agenda. The Board of the Association shall provide control and give a purpose to the association. Namely, the Board of the association shall:

1. Decide on the admission of members and ratify their termination except when expelled for serious reasons; the board also ratifies the default payment status of members.
2. Establish the lines of conduct in matters of financial management.
3. Adopt the rules of the association except for rules governing the election of the association's administrative bodies and the internal rules of other bodies of the association.

4. Approve the forecast budget and financial statements.
5. Approve of the annual plan,
6. 6. Approve the forecast of annual program, the progress reports and the final report, including any references to the operating strategy of the association.
7. Adhere to ethical codes and conduct codes and make sure they are correctly applied and express opinions and offer recommendations about any situations which affect the values and ethics of the association.
8. Ratify the powers and functions assigned to the President and any relevant modifications.
9. Ratify the composition of the president's office, as proposed by the President.
10. When the conditions required by art. 30 CTS are met, elect the control body.
11. When the conditions required by art. 31 CTS are met, appoint an auditor or a legal auditing company enrolled in the specific book. When the conditions required by art. 30 CTS as to the appointment of a control body are not met, the Board can appoint a Board of Auditors to review the association administration, to examine and approve as well as sign the yearly final report and balance sheet.
12. Offer advice on the strategic lines of the relationship between LVIA and other bodies and institutions, and monitor the development thereof.
13. Offer advice about the territorial and associative policy of LVIA and monitor the development thereof.
14. Formulate recommendations about the activities carried out by the association.
15. Formulate recommendations about the organization chart of the operating structure.
16. Propose agendas for specific subjects which shall be taken into consideration by the president's office.

The decisions of the board of the association shall be passed by relative majority of the elected members of the board present at the meeting. In the event of an equal number of votes, the President's vote shall prevail.

The functions of the board can be carried out through the formalization of specific operating modalities, such as the creation of commissions and work teams, permanent or temporary, through a formal act of the board defining the relevant reference terms. Commissions and work teams can include people outside the board, however any formal function delegated by the board shall be reserved to the members of the board in the relevant commission or work team.

The absolute majority of the elected members of the board of the association can formulate recommendations about the restructuring of political and operational charges, which shall be taken into consideration by the President upon the first meeting of the board of the association.

The absolute majority of the elected members of the board can pass resolution of the calling of a general meeting to renew the offices of all administrative bodies of the association even before the natural expiry of the mandate.

## **Article 12 The President's office**

The President's Office consists of the President and two or four other members. The members' term of office lasts three years and shall always end with the renewal of the administrative bodies. The composition of the president's office is defined by the president and ratified by the board. At least half of the members of the President's Office, except for the president himself, shall be elected members of the board and by all means members of the association.

The President or his proxy can call a meeting of the president's office at least every two weeks. The meeting can be called when requested by at least two members. Individuals working in key operational areas can take an ordinary part in the president's meeting, with no vote and in the forms provided in mandates by which the President defines the operating structure.

Unless other greater powers are assigned by the President, the President's Office has the power to:

1. Express the necessary opinion on the definition of strategic guidelines relevant to the administration of the association's assets.
2. Express the necessary opinion on the definition and implementation of policies to valorize the human and territorial resources, including matters of training and formation.
3. Express the necessary opinion on the criteria applied and choices made regarding the identification of top management of the association in Italy and abroad.
4. Expressing the necessary opinion about the definition and implementation of the strategic guidelines of the relation of LVIA with other bodies
5. Exert a supervisory role and validate annual plans, the forecast budget and financial statements.
6. Evaluate planned intervention in new areas or sectors, passing resolution thereon, explaining the grounds of the decisions taken, especially as regards the strategic opportunities the intervention presents and how it will be financed if not already budgeted for, after hearing the opinion of the competent department.
7. Assist the President in matters of extraordinary administration.

The President's office votes by simple majority of the members present. In the event of a drawn vote, the President's vote shall prevail.

The President can delegate the functions listed in Article 19 below to members of the President's Office by formal appointment ratified by the Board of the Association.

### **Article 13 How the meetings of the President's office and of the Board of the association as well as the general and extraordinary meetings can take place**

When allowed by the law, meetings of the President's Office and of the Board of the Association can be held by means of telecommunication, provided all participants can be identified and are able to follow the debate, intervene in real time in the discussion of items on the agenda, and receive, transmit or view documents.

If these requirements are met, the meeting is considered to be held in the President's location, where the secretary (as applicable) must also be present.

### **Article 14 President**

The President is elected by the ordinary General Meeting for up to two consecutive terms of office. The President is the guarantor of the strategic line of the association with the members. It is his task to valorize every aspect of such strategy in view of the association's overall goals, and to take all appropriate action to ensure conformity with the values enshrined in the Articles of Association.

The President is the legal representative of the Association with all Italian and international bodies and institutions. His duty is to chair the President's Office, the Board of the Association and the General Meeting. He or his proxy shall:

- Handle ordinary administration.
- On hearing the president's office, assume responsibility for decisions of extraordinary administration, undertaking to take them to ratification where necessary upon the first meeting of the relevant administrative bodies of the association.
- Define and implement operating strategies in the various fields.
- Fulfill obligations on behalf of the association.
- Inform the association's administrative bodies and members about the activities of the association.

The President can delegate the representation of the association with Italian territorial bodies in accordance with the provisions of Article 6. The President can also delegate representation with other bodies according to operational needs.

The President is responsible for the operating structure in Italy and abroad and for its operation, and can give assign powers to carry out the relevant functions, either in part or in full, by means of a formal deed which becomes effective when the Board of the Association ratifies it.

The allocation of power and terms of office are valid within the terms ratified by the Board until they may be modified in the same ways.

The President shall appoint a vice president with the same functions chosen from members of the President's office who are also elected members of the Board. The vice president shall replace the president whenever necessary. Should the President be unable to carry out his/her functions for more than 90 days at a time, the Vice President must call the general meeting to re-elect offices, in the terms laid down in these Articles of Association.

### **Article 15 Control Board**

If the conditions provided by art. 30 CTS are met, the Board shall appoint a control board of auditors, even a single person, the members of which shall be chosen among the categories of subjects as per art. 2397 par. 2, Civil Code. The members of the control board shall make sure the articles of the Association comply with the law in force and review and control its administration, in reference to Law Decree June 8, 2001 nr. 231 if applicable.

The control board shall monitor the accounting, administration and organization of the Association and make sure they work properly.

The Control board shall also monitor and make sure the Association complies with its civil, utilitarian and supportive goals. Special attention shall be devoted to the requirements of art. 5, 6,7,8 of CTS. The Control Board shall also make sure the balance sheet of the Association has been drawn up according to the Guidelines as per art. 14.

The balance sheet of the Association is proof of the results of the monitoring activity carried out by the Control board.

The members of the Control board can even individually proceed at any time by carrying out inspections and audits and to this purpose they can ask the administrators questions about the trend of any operations carried out by the Association.

### **Article 16 Operating structure**

The Association shall have an operating structure in order to reach its own goals. The President shall be responsible for the operating structure and shall coordinate its operation through a formal mandates and proxies to be ratified by the Board.

### **Article 17 Assets**

The assets of the association consist of tangible and intangible assets, reserve funds formed by balance sheet surpluses, contributions, donations and legacies. It includes any revenues, income and return anyway defined used to carry out the Association's activity in order to reach civil, social and utilitarian goals. It is forbidden to distribute return, management leftovers, funds and reserves however defined, even indirectly, to founders, associates, workers, cooperators, administrators or other members of the association bodies and boards. Even in the event of withdrawal, resignation, or any other form of individual termination of the relation with the Association (Law Decree July 3, 2017, nr 117/art.8).



The monies are held in current accounts in the name of the Association.

### **Article 18 Balance sheet and Association financial statement.**

The financial year ends on December 31<sup>st</sup> every year. The financial statements shall be drawn up by the President's office staff and submitted to the approval of the Board of the Association after a general meeting by June 30.

It will consist of: statement of assets and liabilities, management report and financial statement, illustrating the balance sheet items, the economical and managerial trend of the Association and describe how the Association's goals are being reached.

When the conditions required by art. 14 CTS are met, the President's office shall also draw up the Association's balance sheet according to the guidelines adopted by the Ministry of Labour and Social Policies. Further to the approval by the general meeting the balance sheet shall be deposited at the National Book of the Tertiary Sector (RUNTS) and published in the Internet website of the Association.

The President's office shall draw up a budget sheet to be submitted for approval to the attention of the Board of the Association within the last day of February each year.

### **Article 19 Loss of the title of member**

Membership shall terminate on death, resignation, payment default and for any other serious reasons sanctioned unquestionably by the general meeting.

### **Article 20 Revenue**

The revenue of the Association consists of:

- Association membership fees
- Offers and contributions
- Any other income helping to increase the Association's activity as per art. 6 and art. 7 of Law Decree July 3, 2017 nr. 117.

### **Article 21: Termination, transformation, merging, demerging of the Association**

Termination, transformation, merging and demerging of the Association are carried out upon deliberation of the extraordinary meeting, which will also debate and deliberate the devolution of the Association assets to other bodies in the tertiary sector for goals of charity and assistance similar to the ones of the Association, after settling all accounts with anyone and obtaining a positive reply from the office as per art. 45 par.1, Law decree July 3, 2017 nr. 117.

### **Article 21 Board of Arbitrators**

The Ordinary General Meeting elects the Board of Arbitrators, consisting of two members and one external member. The arbitrators remain in office for three years, during which they undertake to maintain a neutral perspective about the activities of the association. The board of arbitrators has the duty to decide on the following subjects when requested in a signed written request by at least 5 current members:

- Cases of incompatibility or conflict of interests of any members who have been elected to serve in administrative bodies of the association.
- Any other conflicts arising about the Articles of Association.

The Board of Arbitrators bases its decisions on the Articles of Association, on internal rules, and on what has legitimately been established by the administrative bodies of the association. The decisions of the Board of Arbitrators are written, accessible to all members and binding on all administrative bodies of the association who shall act accordingly.

## **Article 22 Final clauses**

Applicable national legislation shall apply to any circumstances or events not expressly dealt with in these Articles of Association or by the internal rules of the association.