



**CVCS**

CENTRO VOLONTARI

COOPERAZIONE ALLO SVILUPPO

# STATUTE 2023

## **ARTICLE 1**

### **Establishment, Name**

A Third Sector Association is established, named, and registered as "Centro Volontari Cooperazione allo Sviluppo - CVCS ETS", which may be abbreviated as "CVCS ETS" (hereinafter referred to as the Association).

The Association was founded in 1980 as a non-governmental organization (NGO) recognized by the Ministry of Foreign Affairs under Law 49/1987 (now repealed). It is registered as a civil society organization (CSO) according to Art. 26 paragraphs 2 and 3 of Law No. 125/2014 and is listed in the Single National Register of the Third Sector (RUNTS) under Decree 2041/GRFVG dated May 10, 2022. The Association includes its registration details in the Single National Register of the Third Sector (hereafter referred to as "RUNTS") in its acts, correspondence, and public communications.

## **ARTICLE 2**

### **Registered office**

The organization is headquartered in Gorizia.

In the event of transferring the registered office to a new location within the same municipality without modifying the statutes or by-laws, the management body can file a special declaration with RUNTS. This is in line with art. 111-ter disp. att. c.c. The Board of Directors has the power to create or dissolve any domestic or foreign subsidiary, branch, agency, or representative office.

## **ARTICLE 3**

### **Social object and purpose**

The Association's social purpose is to provide general interest activities including:

- social interventions and services outlined in Article 1, paragraphs 1 and 2 of Law No. 328 amended on November 8, 2000, as well as interventions, services, and benefits as specified in Law No. 104 dated February 5, 1992, and Law No. 112 amended on June 22, 2016.

- Education, training, and professional development in accordance with Law No. 53 of March 28, 2003, and its amendments, as well as cultural activities of social interest with an educational purpose.

- Activities and services that preserve and enhance environmental conditions and promote the responsible and efficient utilization of natural resources, excluding the routine collection and recycling of municipal, specialized, and hazardous waste, as well as animal protection and the prevention of straying as outlined in Law No. 281 dated August 14, 1991.

- The organization and management of cultural, artistic, or recreational activities of social interest, including activities such as publishing, promoting, and disseminating the culture and practice of volunteering, as well as activities of general interest, as referred to in Article 5 of Legislative Decree 117/2017, as amended;

- Extra-curricular education aimed at preventing dropping out of school, achieving educational success, preventing bullying, and combating educational poverty; Development cooperation, as specified by Law No. 125 from August 11, 2014, and its amendments;
- Commercial, production, educational, and informational activities, as well as promotion, representation, licensing of certification marks conducted within or for the benefit of fair-trade supply chains. Such networks denote commercial relationships with producers, who operate in disadvantaged economic areas generally located in developing countries. Based on a long-term agreement designed to enhance the producer's market access and involve fair payment, development initiatives for the producer's advantage, and the producer's pledge to follow national and international regulations for safe working conditions that enable workers to lead a free and dignified life and respect trade union rights, along with combating child labor;
- Humanitarian reception and social integration of migrants;
- Charity, remote assistance, free transfer of food or products, as referred to in Law No. 166 of August 19, 2016, as amended, or disbursement of money, goods or services in support of disadvantaged persons or activities of general interest, as referred to in Article 5 of Legislative Decree 117/2017, as amended;
- Promoting the culture of legality, peace among peoples, non-violence and unarmed defense;
- Promoting and protecting human, civil, social, and political rights, as well as the rights of consumers and users of general interest activities outlined in this article; facilitating equal opportunities and mutual aid initiatives, including time banks mentioned in Article 27 of Law No. 53 of March 8, 2000, and solidarity purchasing groups mentioned in Article 1, paragraph 266 of Law No. 244 of December 24, 2007.
- Redevelopment of unutilized public property or property seized from organized crime falls within the guidelines of Article 5 of Legislative Decree 117/2017, amended, specifically sections (a), (d), (e), (i), (l), (n), (o), (r), (u), (v), (w), and (z).  
The Association may, for instance, perform the following activities without limitation:
- undertake and/or execute the study and implementation of cooperative projects that support and collaborate with missions, associations, civil society actors, and local authorities in the fields of youth education and promotion, vocational training, agriculture, infrastructure, social services, health, and environmental protection. These initiatives aim to particularly benefit young people in situations of risk or social vulnerability, women, and change-makers.
- the selection and preparation of operators committed to working in developing countries (DC) to contribute to their social and economic growth;
- to provide professional training for local actors in developing countries, with the aim of enabling them to assume responsibility for authentic development in all areas of social and economic life;
- to support volunteers working in developing countries through initiatives that provide both material and spiritual support for their activities and facilitate their psychological and professional reintegration upon their return;
- to support initiatives in Italy that finance projects and provide assistance to those involved;
- to promote short-term and long-term voluntary service, such as work camps, Universal Civil Service, Civil Peace Corps, European Solidarity Corps, and International Youth Exchanges;

- to carry out information and awareness-raising activities to encourage active citizenship;
- to implement educational programs for global citizenship, providing information and education on peace and non-violence, with a focus on young people, schools, teachers, migrants and associations in the region;
- to carry out environmental education activities and promotion of environmental protection and sustainable use of natural resources;
- to promote fair trade, in accordance with Regional Law No. 23 of November 14, 2014.

The Association pursues non-profit, civic, solidarity, and socially valuable objectives by fulfilling its social purpose.

It has a Christian inspiration and is dedicated to the holistic development of individuals, the advancement of social justice and solidarity among people, aligned with the values of the Gospel and in accordance with the social doctrine of the Church.

## **ARTICLE 4**

### **Instrumental, ancillary, and related activities**

To achieve its objectives, the Association can conduct supplementary activities as defined by the governing body.

These activities should adhere to the criteria and limits set forth in Article 6, paragraph 1, of Legislative Decree 117/2017, as amended, also known as "CTS".

## **ARTICLE 5**

### **Duration**

The Association shall be established for an indefinite period.

## **ARTICLE 6**

### **Assets**

The assets of the association shall consist of the endowment fund and the operating fund.

The endowment fund consists of

- Contributions, in any form, of money, securities, or other movable or immovable property, or other utilities usable for the pursuit of the institutional purposes, made by the members at the time of the establishment of the Association.

The operating fund shall consist of:

- movable and immovable property, donations or contributions received by the Association for any reason, with the express purpose of increasing its assets;
- from the contributions of the members decided by the General Assembly on the proposal of the Board of Directors;
- from income and revenues derived from the assets and activities of the Association;

- from any revenues, contributions of a non-contributory nature, donations, legacies or other benefits intended for the implementation of the statutory purposes and not expressly earmarked for the increase of the assets;
- from the proceeds of institutional, auxiliary, instrumental, and related activities;
- by means of funds raised, even in an organized and continuous manner, as well as by means of public appeals, or by means of the sale or payment of goods or services of modest value, using its own resources and those of third parties, including volunteers and employees, in compliance with the principles of truth, transparency and fairness in relations with members and the public, in accordance with current legislation.

The Association may conduct fundraising activities to finance its activities in the general interest, including solicitation of the public or the sale or provision of goods or services of modest value, using its own resources and those of third parties, including volunteers and employees, under the principles of truthfulness, transparency, and fairness in relations with supporters and the public, in accordance with the requirements of the CTS.

The Association may receive funding, including from its Associates, with the lender having the right to repayment of the financed capital.

Membership in the Association does not imply any obligation of financing or contribution on the part of the Associates, other than the payment of the fees referred to in Article 9. However, the Associate shall have the right to make additional contributions over and above those required by the Statutes or applicable regulations.

If the conditions are met, the Governing Body may decide to establish one or more funds earmarked for a specific activity. In this case, the provisions of articles 2447-bis et seq. of the Civil Code shall apply, where possible and with the necessary adaptations.

The assets, including any revenues, annuities, proceeds and income in general, shall be used to carry out statutory activities in pursuit of civic, solidarity and socially valuable purposes.

If the value of the assets contributed to the foundation suffers the devaluation referred to in article 22, paragraph 5, CTS, the management body shall act. In case of inactivity, the supervisory body, if appointed, must immediately convene the assembly to decide on the restoration of the minimum assets or the transformation, the continuation of the activity in the form of an unrecognized association, the merger or the dissolution of the entity.

## **ARTICLE 7**

### **Accounting and fiscal year**

The Association shall prepare annual financial statements consisting of a balance sheet, a management statement showing the income and expenses of the corporation, and a mission report showing the items in the balance sheet, the economic and management performance of the corporation, and how the statutory purposes are being pursued. If the statutory limits are not exceeded, the cash flow statement may be used as an alternative.

The governing body shall document the secondary and instrumental nature of the activities referred to in article 4 in the mission report or in the note at the end of the cash flow statement or in the notes to the financial statements.

If the legal limits are exceeded, the Association must submit the social budget to RUNTS and/or publish it on its website, as required by the Third Sector Regulations. The fiscal year begins on January 1st and ends on December 31st of each year.

By April, the Board of Directors approves the annual budget and submits it to the General Assembly, which must deliberate on its final approval by May.

Even indirectly, the distribution of profits and operating surpluses, funds, and reserves, however denominated, to members, workers and collaborators, directors and other members of the corporate bodies is prohibited, even in the event of withdrawal or any other hypothesis of individual dissolution of the associative relationship.

## **ARTICLE 8**

### **Compulsory social books**

In addition to the books referred to in Article 7, the Association shall keep

(a) the register of members

(b) the book of meetings and resolutions of the General Assembly;

(c) the book of meetings and resolutions of the Board of Directors and of the Auditing and Control Body, if appointed;

(d) the register of volunteers, if any.

Members have the right to inspect the Social Books upon request to the Board of Directors, to be sent by PEC or registered mail with A.R.

## **ARTICLE 9**

### **Members of the Association**

By resolution of the Board of Directors, the following may become members of the Association:

- Natural or legal persons, public or private, corporations, foundations, recognized or unrecognized associations, who contribute to the purposes of the Association with contributions in money or securities in an amount not less than that determined annually by the Board of Directors;

- Individuals who contribute goods other than those indicated above or professional activities or services in general;

- Individuals who join based on a multi-year commitment and perform the activity voluntarily.

Only members in good standing shall have the right to vote.

Persons wishing to join the association shall apply to the Board of Directors. The decision to accept the application shall be communicated to the person and recorded in the membership book. Otherwise, the Board of Directors shall, within sixty days, state the reasons for the decision to reject the application for membership and notify the interested parties. The person who submitted the application may, within sixty days of the notice of rejection, request that the application be considered by the General Assembly, which shall consider rejected applications at its next meeting, unless a special meeting is called.

Acceptance of membership shall be subject to the prior payment to the Association of a sum of money, the amount of which shall be determined by the administrative body.

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Each member is required to pay an annual fee to the Association, the amount of which will be determined by the Board of Directors.

The Association may use volunteers to carry out its activities and is obliged to register volunteers who carry out their activities on a non-occasional basis in a special register. The activity of the volunteer may not be remunerated in any way, not even by the beneficiary. The Association may reimburse the volunteer only for the expenses incurred and documented for the activity performed, within the maximum limits and under the conditions established in advance by the Board of Directors. In any case, lump-sum reimbursements are prohibited. Volunteer status is incompatible with any form of employment, self-employment, or other paid relationship with the Association.

Contributions and membership are not transferable; contributions paid are non-refundable and cannot be returned under any circumstances.

The members undertake to make available to the Association, according to their skills and abilities, whatever is necessary for its vitality.

## **ARTICLE 10**

### **Expulsion and resignation**

The Board of Directors shall decide on the expulsion of members in serious and repeated cases of failure to comply with the obligations arising from these Statutes, for:

- Proven reasons of incompatibility;
- Failure to comply with the obligations set forth in these Bylaws, the Internal Regulations, and the resolutions of the governing bodies;
- For non-payment of membership dues for a period exceeding one year;
- For having caused moral or material damage to the Association in any way.

Members may withdraw from the Association at any time, even without cause, in accordance with article 24 of the Civil Code, without prejudice to the duty to fulfill the obligations assumed.

Notice of resignation must be given by registered letter with acknowledgement of receipt or by P.E.C. and is effective immediately upon receipt by the Association.

Members who have resigned from the Association shall not be entitled to any reimbursement of contributions or fees paid, nor shall they be entitled to any of the Association's assets.

## **ARTICLE 11**

### **Organs of the Association**

The organs of the Association shall be

- The General Assembly;
- The Board of Directors;
- The Chairman;
- The Supervisory Board, if appointed in the cases provided for by law;
- the Auditors, if appointed in the cases provided for by law.

## ARTICLE 12

### General Assembly

The Assembly shall consist of all members and shall have the following functions

- 1) routinely approves the financial statements and other accounting documents referred to in Article 7;
- 2) Pass extraordinary resolutions on proposed amendments to the bylaws;
- 3) Ordinarily appoint and remove the members of the governing bodies and, if necessary, the person in charge of the statutory audit;
- 4) deliberates, on an ordinary basis, on the liability of the members of the corporate bodies and brings liability actions against them;
- 5) to deliberate on an extraordinary basis on the dissolution, transformation, merger or division of the Association;
- 6) deliberate on other matters assigned to it by law, the Articles of Incorporation or the Bylaws;
- 7) Discuss and approve, on a regular basis, programs of activities;
- 8) approve, on a regular basis, the rules of procedure, if any, for the work of the Assembly, any internal regulations and their amendments;
- 9) delegates, on a regular basis, to the Board of Directors, the execution of all actions necessary to achieve the objectives defined by the Association.

The Assembly shall be presided over by the Chairman of the Association or, in his absence, by the person designated by the Assembly, and shall be convened at least once a year. The Chairman shall be assisted in the preparation of the minutes by a secretary or a notary.

The Assembly shall be convened by the Chairman with an appropriate notice of at least eight days, except in extraordinary cases of convocation, by simple letter, e-mail message or other digital means, and by posting at the registered office.

The meeting shall be held in the municipality in which the registered office is located or elsewhere if it is in Italy or in another country of the European Union, Switzerland or the United Kingdom.

All members who have been registered for at least one month are entitled to vote. Each member has one vote.

Any member may be represented at the meeting by another member by written proxy. Each member may represent a maximum of three members if the number of members is less than five hundred and five members if the number of members is more than five hundred. Representation may not be granted to members of the corporate bodies or employees of the Association, of companies controlled by it, or to members of its administrative or supervisory bodies or employees.

On the first call, the assembly is validly constituted if the majority of its members are present.

On the second call, the meeting is validly constituted regardless of the number of those present.

Unless otherwise provided by law or by these Statutes, the ordinary Assembly shall act by a majority of those present, and the extraordinary Assembly shall act by a majority of those present. In any case, the affirmative vote of at least 3/4 (three-fourths) of the members is required to decide on the direct or indirect dissolution of the Association.



## ARTICLE 13

### The Board of Directors

The Board of Directors shall consist of a variable number of members to be determined by the Assembly at the time of appointment.

The Board of Directors shall be appointed by the founding members at the time of the signature of the Statutes.

The majority of the members of the Board of Directors shall be chosen from among the natural persons associated with or designated by the associated legal entities. Article 2382 of the Civil Code shall apply.

The members of the Board of Directors shall hold office until their resignation or until their removal, or for a period to be determined by the General Meeting at the time of their appointment and shall be eligible for reappointment.

If a member of the Governing Council ceases to hold office, for whatever reason, he or she shall be replaced by the first of those who were "not elected" during the procedures for appointing the Governing Council, provided that they are in the order of preference resulting from those procedures. If this procedure is not practicable, the entire Governing Council shall cease to exist, and a meeting shall be convened as soon as possible to appoint the new Governing Council.

The members of the Governing Council may not receive individual remuneration, which is not commensurate with the activity carried out, the responsibilities assumed, and the specific skills acquired, or which in any event exceeds that provided for in companies operating in the same or similar sectors and under similar conditions, with the exception of the reimbursement of expenses strictly related to the performance of institutional activities.

The Board of Directors shall exercise the following functions

- 1) propose to the Assembly, for subsequent approval, the draft operating budget and the other accounting documents referred to in Article 7, and, upon approval, make the deposits required by law;
- 2) To decide on the acceptance of gifts, donations, bequests, inheritances and legacies, as well as on the purchase and sale of real estate and on the use of the same or of the sums obtained;
- 3) Determine the criteria by which membership may be acquired and deliberate thereon;
- 4) Perform all acts of ordinary and extraordinary administration in the name and on behalf of the Association;
- 5) Perform any other duties assigned to it by law or by these Bylaws that are not reserved to the General Assembly;
- 6) Determine the annual membership dues and terms of payment;
- 7) Approve strategic planning documents;
- 8) Submit proposals and motions to the Assembly;
- 9) allow the participation of the Association in calls, tenders and selective procedures of public evidence, however named, including through participation in ATIs (Temporary Business Associations), ATs (Temporary Associations of Purpose), Consortia, Contracts of Networks among Enterprises, or other similar or assimilated modalities;
- 10) Appoint the Director(s) or General Coordinator(s) proposed by the Chairman;
- 11) issue mandates/orders to third parties for the performance of specific acts
- 12) ratify, at the first subsequent meeting, measures within the competence of the Council adopted by the Chairman for reasons of necessity and urgency;

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13) has the power to create committees composed of members or experts, including non-members, for the definition and concrete implementation of specific programs or projects;

14) Hire the personnel necessary for the continuity of the management, in any case within the limits of the availability provided in the budget.

Meetings of the Board of Directors shall be convened by the Chairman by registered letter or by any other appropriate means (e.g., fax, e-mail) at least 3 (three) days prior to the meeting, stating the date, place and time of the meeting and the agenda.

Meetings of the Board of Directors and its resolutions are valid, even without formal notice, if all Directors in office are present and if the members of the Supervisory Board, if appointed, are present or have been notified of the meeting.

The Governing Council shall deliberate validly as a body with the actual presence of the majority of its members in office and an absolute majority of the votes of those present.

In the event of a tied vote, the Chairman shall have the casting vote, unless the Governing Council consists of only two members.

The Board of Directors may authorize one or more of its members or, through the Chairman, outsiders (by means of special proxies) to perform certain acts or categories of acts in the name and on behalf of the Association.

The power of representation is vested in the Chairman and the Managing Directors, if appointed.

The power of representation granted to the Directors is general. Limitations to the power of representation are only enforceable against third parties if they are recorded in the Single National Register of Third Parties or if it is proven that third parties had knowledge of them.

## **ARTICLE 14**

### **Chairman of the Board of Directors**

The Board of Directors shall elect the Chairman from among its members if the Chairman has not been designated by the members at the time of the appointment of the Board of Directors. In the event of his absence or inability to act, the Chairman shall be replaced by the Vice Chairman or, in the absence of the Vice Chairman, by a member elected for this purpose by the Board of Directors.

He presides over the Board of Directors and the General Assembly. He or she maintains relations with organizations, institutions, companies, social partners, and other bodies in order to establish cooperative relations that support the activities of the Association.

The Chairman, or in the event of his absence or inability, the Vice-Chairman, shall represent the Association before third parties, in court, and in the performance of all acts which the Association itself undertakes externally; as regards internal organization, he shall have the following duties

- To supervise all the activities of the Association;
- To preside over the General Assembly;
- To convene and preside over the Board of Directors, of whose work he is the guarantor before the General Assembly;
- To see that the decisions of the Board of Directors are carried out;

- in case of necessity and urgency, to take measures that are the responsibility of the Board of Directors and to submit them for ratification at the first subsequent meeting.

## **ARTICLE 15**

### **Supervisory Board**

When required by law or by a resolution of the General Assembly, the Association shall appoint a controlling body, including a single-member body, in accordance with the regulations in force for Third Sector Entities.

The term of office of the controlling body shall be three fiscal years and shall expire at the same time as the General Assembly convened to approve the financial statements for the third fiscal year of its term.

When appointed, the Supervisory Body shall have the competences and powers provided for such body by the legislation on Third Sector Entities.

## **ARTICLE 16**

### **Statutory audit**

The Association shall appoint a Statutory Auditor or an Auditing Company registered in the appropriate register when required by law, if it does not intend to delegate such powers to the controlling body.

## **ARTICLE 17**

### **Dissolution of the Association**

In case of extinction or dissolution of the Association, the remaining assets will be transferred, subject to the positive opinion of the competent authorities, and unless otherwise required by law, to other Third Sector entities, according to the provisions of the Assembly, or, failing that, to the Fondazione Italia Sociale.

The transfer shall be made by resolution of the Assembly, which shall also appoint the liquidator.

## **ARTICLE 18**

### **Meetings by tele-video conference**

Meetings of the corporate bodies by means of tele-video conference, with participants located in different places, contiguous or distant, are possible under the following conditions, which shall be recorded in the minutes:

- that the Chairman and the Secretary or the Notary are located in the same place; this condition need not be fulfilled if the meeting is held exclusively by means of tele-video communication, without specifying the physical place where the same is held, or if the meeting is held in totalitarian form and all those present have consented to participate by means of tele-video communication, without specifying the physical place where the conference is held.- To allow the chairman

of the assembly to determine the identity and legality of those present, to direct the conduct of the assembly, and to determine and announce the results of voting;

- That it is permissible for the person taking the minutes to have a reasonable understanding of the events being recorded;
- That those present be given the opportunity to participate in the discussion and simultaneous voting on the items on the agenda, and to inspect, receive or transmit documents.

## **ARTICLE 19**

### **Referral clause**

Articles 14 et seq. of the Civil Code and other applicable Third Sector regulations shall apply.

(L.S.) SIGNED: MASSIMO PAPARO - NOTARY PUBLIC  
Resolution on the adoption of new Articles of Association dated 29.03.2023.  
Notary Massimo Paparo, Trieste  
Decree no. 16350/GRFVG dated  
12/04/2023 Regional Office of the Single National Register of the Third Sector

### **Disclaimer**

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