

Art. 1 Incorporation

A non-profit organization is incorporated and it is composed of individuals, associations and organized voluntary groups drawing inspiration from the values of international solidarity, human rights, full development of people and the promotion of solidarity between population. The organization is named GSI Italia (Group of International Solidarity in Italy) and aims at the goals described at chapter 4. The organization is not connected to profit-making, public, or private authorities and entities both in Italy and abroad.

Art. 2 Registered Office

The organization is based in Spoleto. In conformity with the law it may establish and close branch offices, subsidiaries, secondary and representative offices and addresses in Italy and abroad.

Art. 3 Duration

The duration of GSI Italia is unlimited.

Art. 4 Purpose

4.1 The organization's purposes are cooperation and international solidarity between the south and the north of the world. In this respect, it aims at: a) developing research, innovation and training on the promotion of cultural, social and human issues; b) informing, raising public awareness and educate on social and economic lack of balance, globalization, peace and pacific coexistence of cultures, equality of chances and genders, social justice, protection of the environment and of human rights; c) identify, implement and support independently or in collaboration with partners projects for the development of local communities in the poor countries always bearing in mind the auto-determination of beneficiaries and the environmental sustainability of the programs; d) train and send volunteers to the developing countries; e) promote the fair trade and the fair finance. Furthermore, the organization is active on the national territory: a) in the fight against poverty and social exclusion; b) in the promotion of active citizenship mainly among young people; c) in the promotion of the European citizenship and of the social and cultural integration among European towns.

4.2 In order to achieve the above-mentioned goals, the organization is entitled to carry out all the necessary actions connected to its mission such as training, counselling, research and cooperation, as well as financial operations such as to take out a loan or raise a mortgage. The organization can also organize fund-raising initiatives and commercial activities and services which are connected to its goals.

Art. 5 Members

5.1 The members may be legal or physical people coming from both Italy or other countries.

5.2 For members, we intend an individual who wants to take part in the life of GSI Italia and who contributes to achieving its goals. Their admission is subject to: a) an application that should be submitted to the Board of Directors with the resume; b) the approval of the Board of Directors; c) the ratification of the General Assembly. Members can take part in the General Assembly and have the right of vote. The members' status is not subject to limits related to time. Members should pay an annual fee which is determined by the Board of Directors. All people and Italian / foreign associations may become supporters of the organization by contributing to single initiatives. Authorities, associations or legal person should be represented by their legal representative.

5.3 Membership status will be lost: a) by renunciation - to be sent by registered mail only; b) following a serious breach of these articles rules; c) because the member did not pay the annual fee; d) for unjustified non-participation to at least three consecutive General Assembly. The General Assembly should decide whether to exclude a member following a breach. The decisions should be taken at two-third majority.

Art. 6 Bodies

6.1 The following are bodies of the organization: a) the General Assembly; b) the Board of Directors; c) the Chairman; d) the Board of Auditors;

6.2 The bodies should carry out their duties free of charge and for the entire length of the office which is 3 (three) years.

6.3 Absences inside a particular bodies will be covered by appointing other members - if the absence is not higher than 1/3 of members - and by successive ratification of the General Assembly.

Art. 7 General Assembly

7.1 The General Assembly is the sovereign body of the organization. Except if otherwise agreed, the assembly decides with the simple majority of the members represented. For the election of the bodies, it is possible to vote by mail in compliance with the relevant regulations. The Chairman presides the Assembly and in case if his/her absence another member does.

7.2 The General Assembly shall: a) determine the political orientations of the organization; b) examine and vote, on a yearly basis, the final balance sheet of the previous financial year, on the basis of the report of the Board of Auditors ; c) decide whether to modify the by-laws; d) appoint the Chairman, the Board of Directors and the Board of Auditors; e) deliberate on the admission and the exclusion of members ; f) resolve on the purchase, use as collateral and selling-off of the Association's assets; g) resolve on termination of the Association and on the Agencies who shall receive the assets. h) apply the regulations of the by-laws upon proposal of the Board of Directors

7.3 The Ordinary General Assembly shall be convened at least once a year. The agenda should be notified at least 30 days before the meeting.

7.4 The Special General Assembly shall be convened by the Board of Directors or by the Director any time that this is in the interest of the Association, or every time one third of the members make such request.

7.5 The resolutions passed by the Assembly and the Board of Directors shall be produced in the form of minutes so that all members may be informed on the activity of the assembly and put forward possible amendments to the minutes.

Art. 8 Board of Directors

8.1 A Board of Directors consisting of five to nine members who shall be elected by the General Assembly shall direct the Association.

8.2 The Board of Directors shall put in practice the guidelines proposed by the Assembly and define the priorities, the scope of the projects, and the technical and financial tools.

8.3 The Board of Directors shall: a) submit to the General Assembly the plan of activities and the forecast budget for the upcoming year; b) promote and put in practice the projects useful for pursuance of the Association's objectives following the guidelines set by the General Assembly; c) prepare documents related to possible actions and submit them to the Assembly; d) plan, organize, handle and support the activities defined by the Assembly and established the wages of employees; e) submit names for admission or removal of members; f) determines the annual membership fees and possible extraordinary contributions; g) prepare the agenda for meetings of the General Assembly; h) draw up or amend the regulations needed for application of these by-laws and the ones governing the relationships with other organizations; i) admit or remove federations, consortiums and networks of associations; j) resolve when the majority of members are present. In case of equal number of votes, the Chairman should take a final decision. k) submit names to the Assembly for appointing the auditors.

8.4 The board may delegate one or all its powers to any members of the same board or to third parties.

8.5 The Ordinary Board of Directors shall be convened at least 3 (three) times a year.

8.6 The special Board shall be convened by the Chairman any time that this is in the interest of the Association, or every time one third of the members make such request.

8.7 The meetings are valid if there is the simple majority of members and the Board votes by a simple majority of the members present or represented.

Art. 9 Chairman

9.1 The Chairman is elected by the General Assembly with a two-third majority, except for the third vote for which the simple majority of the members present or represented is required.

9.2 The Chairman is the legal representative of the organization before third parties and public administrations.

9.3 The Chairman represents the organization in all political and/or international activities of promotion and lobbying.

9.4 The Chairman shall convene and preside the Board of Directors and the General Assembly.

9.5 In case of absence or impediment, the Chairman is replaced by a member of the Board of Directors who is appointed by the Chairman at the beginning of his/her term.

9.6 The Chairman shall delegate specific people to perform all tasks and activities which aim at achieving the goals of the organization.

9.7 In case of urgencies, the Chairman is entitled to use the rights of the Board of Directors.

Art. 10 The board of auditors

The Board of Auditors shall be made up of three skilled members elected by the General Assembly upon proposal of the Board of Directors. Its members shall elect their chairman. They cannot work for or provide the organization with counselling. It shall control the Balance of the Association, examine the final balance sheet, supervise the financial situation and may perform, at any time, suitable inspections. The board of auditors may ask for third parties' certification of balance sheets.

Art. 11 Assets

In order to achieve its goals, the association may rely on a common fund composed of: a) annual membership fees; b) public and/or private contributions; c) incomes from initiatives and social actions; d) donations, subsidies and movable and/or immovable properties.

Art. 12 Fiscal year and financial report

12.1 The Association's corporate and fiscal year shall begin on January 1 and end on December 31 of each year.

12.2 The draft of the financial statement has to be available at the seat of the association for every member who should examine it or request a copy, same after the approval for the approved financial statement. The Assembly shall approve the balance sheets by 30 June of each year.

12.3 It is forbidden to distribute even in indirect way any profit, revenues, provisions or assets during the life of the association unless destination or distribution are imposed by law or made in favour of other non-profit association which for law, charter or by-laws is part of the same and unitary structure. Profit must be exclusively destined to the realisation of institutional activities or activities related to them.

Art. 13 Amendments

13.1 The by-laws shall be amended upon proposal of the Board of Directors taken at simple majority or of one-fourth of the members.

13.2 The by-laws shall be amended by the Special General Assembly with a two-third majority of the members. The proposals to amend the by-laws shall be submitted in written to the Board of Directors and put at the members' disposal 30 days before the Special General Assembly has been convened.

Art. 14 Termination

14.1 The Association shall be extinguished once its objectives have been achieved. It may only be terminated by a Special General Assembly expressly convened and with a majority of three quarters of the votes of all Association members.

14.2 The General Assembly that resolves termination of the Association shall appoint a commission of three members responsible for overseeing liquidation of the Association assets.

Art. 15 Applicable Law

For everything not provided in the By-laws the Civil Law and the other applicable laws will be applied.