



## **ARCS NATIONAL BY-LAW**

### **Art.1**

#### **ARCS Culture Solidali (formerly ARCI CULTURA E SVILUPPO)**

1. ARCS Arci Culture Solidali (formerly ARCI Cultura e Sviluppo), afterward formalized as ARCS, it is a non-profit association of cooperation, solidarity and national and international voluntary service. It is a non-governmental organization (NGO/ non-profit association), legally constituted in Rome on 18<sup>th</sup> December 1985 approved by the Italian Ministry of Foreign Affairs under the former Law 49/87 with Ministerial Decree No.128/4180/2D of 20/02/1987, currently enrolled in the Italian Agency list for Development Cooperation (AICS) by decree n.2016/337/000132/3, acting as subject referred to in article 26 of L.125/2014. It is an association for social development and support (ASD) in accordance with Law 7 December 2000, n. 383 and therefore the proceeds of the activities cannot, under any circumstances, be divided among the members, even in indirect form.

ARCS was founded by the will of ARCI members (ARCI= Italian Cultural and Recreational Association) and fully recognizes itself in the aims and guidelines of the Association ARCI, maintaining its own legal and administrative autonomy, articulation, competence and decision-making in the organization and governance.

2. ARCS is an independent association from public and private profit-making both Italian and foreign institutions.

### **Art.2**

#### **Registered office and headquarter**

ARCS is based in Italy, in Rome, at the 16, Via Monti di Pietralata and its operating offices and/or representative office are based both in Italy and abroad.

The transfer of the registered office in the same municipality decided by the Assembly does not require any statutory change.

### **Art.3**

#### **Purposes**

The main ARCS's purposes are:

- The affirmation of the values of solidarity, peace, non-violence, universal rights and global justice.
- The fight against any form of poverty, discrimination and social and political disqualification.
- Citizens' social and cultural promotion, through the building of participations and democratic ownership and through the strengthening of cooperative relations between communities and regions.
- The building and protection of equal opportunities, and gender empowerment, in adherence to the principles of the CEDAW – the Committee on the Elimination of Discrimination against Women.
- The widespread awareness and implementation of the principles of the Universal Declaration of Human Rights and of the Convention on the Rights of the Child.
- The implementation of the codes and international conventions governing humanitarian intervention.



- The promotion of indigenous communities and cultures.
- The protection and support of male and female activists for human rights.
- The spread, the knowledge and appreciation of the founding principles of the European Union.
- The promotion of conscious and socially sustainable lifestyles.
- The protection and enhancement of all common goods.

#### **Art. 4**

##### **Activities and intervention areas**

1. ARCS funds initiatives, programs and projects in Italy and on a national, European and global basis, with different partners, donors and supporters and for its own associative frame, for all citizens and communities, in the following fields of activity:

- Solidarity, cooperation and international volunteering for development.
- Information, awareness and formal and informal education to peace, world citizenship, development, critical, conscious and sustainable consumption.
- Emergency and humanitarian aid.
- Cultural cooperation, promotion and protection of the cultural heritage.
- Decentralized cooperation to development.
- Food sovereignty.
- Environmental protection.
- Investigation and documentary research.
- Recruitment of young people in the voluntary civil service.
- Exchange and international volunteering and youth mobility also through the national and international community service programs; European Voluntary Service (EVS).
- Training programs and internships of completion and support for secondary and academic education, in Italy and abroad, in agreement with schools and universities and research and training bodies.
- Work camp, awareness and conscious trips.
- Promotion and creation of networks and ethical coalitions at national, European and global level.

2. ARCS aims at its statutory purposes to achieve the goals in the above described primary areas with structures, means and instruments compliant with the reference legislations at local, national, European and international level.

#### **Art. 5**

##### **Supporters and donors**

Relative to its main goals and fields of activity, supporters and privileged ARCS donors in Italy and abroad are:

- Members.
- Associations NGOs, communities, citizens.
- Unions, coalitions, forums and networks of civil society.



- Presidency of the Council of Ministers, the Italian Ministries and Embassies and Consulates of Italy.
- Education and training institutions, Universities research institutions, related entities.
- Regional Authority, provincial councils, metropolitan cities and Italian local authorities, including members or associates.
- Governmental institutions, decentralized institutions, Embassies and Consulates, Agencies for the International Cooperation to the development in other Countries.
- Council of Europe, Directorate-General and Agencies of the European Commission.
- International and UN Organizations and Agencies.
- Private, Italian and international Banking Foundations.
- Community Foundations.
- Foundations and religious entities.
- Private companies and non-profit entities pursuing its objectives in accordance with the requirements stated in the Legislative Decree 231/2001 revised in 2013 and the OECD Guidelines on the Corporate Social Responsibility and other international indicators in relation to the ethical codes for respect of decent work.

#### **Art. 6**

##### **The members**

1. They can join ARCS all women, men and organizations involved in volunteering, solidarity, exchange and international and decentralized cooperation, information and awareness on the issues of rights, for social development of the individual and the community, and whoever accepts the founding principles and the By-law of the Association.
2. The status of member, once acquired, is permanent, and can be lost only in the cases specified in subsection 3. No application violating this principle are therefore permitted, introducing instrumentally limiting admission rights or temporary criteria.
3. They are considered grounds for revocation of the quality of member:
  - a) The non-payment of membership fees, also following specific formal warning by the executive bodies;
  - b) Any conduct, both at national or international level, in stark contrast to the association By-law, the resolutions approved by the bodies and the official positions of political, strategic and programmatic relevance of ARCS.
4. The end of the membership, proposed by the Council, must be voted and approved by the Assembly.

#### **Art. 7**

##### **The national bodies**

They are ARCS bodies:

- a) The Assembly.
- b) The President.
- c) The Executive Board.
- d) The Board of Auditors.



e) The Board of Appeals.

## **Art. 8**

### **The Assembly**

The Assembly consists of the members of ARCS and has all the powers of ordinary and extraordinary administration, as indicated by the following articles. It approves the programmatic guidelines and the general and annual policies of ARCS.

#### 1. The ordinary Assembly

The ordinary Assembly is convened at least twice (2) per year. It also can be called by the Board whenever this body deems it necessary, and/or at the request of at least 1/3 (one third) of the members.

The notice convening the Assembly shall be sent by e-mail, with return receipt, at least 15 (fifteen) days before the fixed date. In the same letter, together with the agenda, they will be indicated the date and the time of the first and of a possible second call.

The meeting is chaired by the President of ARCS and in his absence, by his representative in the Council. The President shall appoint a Secretary at the beginning of each session and, in the elected assemblies, he/she shall also appoint three scrutineers.

Each member is entitled to one vote. In case of tied votes, the Chairman's vote has decisional value.

On a first call, resolutions in ordinary session are valid with the presence of the 60% (sixty percent) of the members and the favourable vote of the 51% (fifty one percent) of those present; on a second call they are valid with the favourable vote of the 51% of those present, whatever their number is. In an extraordinary session, the resolutions are valid with the presence of 2/3 (two thirds) of the members and the favourable vote of 3/4 (three quarters) of the voters. The vote is personal and proxies are not allowed. The vote is usually open, except that the secret vote is required by at least the 20% (twenty percent) of eligible voters present at the assembly.

The ordinary Assembly approves:

- a) The programme and the activities of ARCS
- b) The budget and the final balance
- c) The associative fees and/or contributions
- d) The end of memberships
- e) The possible cooptation of components in the organisms
- f) Possible sanctions against the members, upon proposal of the Board of Appeals
- g) The approval of the guidelines
- h) Additions and changes in the By-law, limited to the implementation of new binding occurred regulations.

#### 2. The Congressional Assembly



Every 4 (four) years, in accordance with the mandate provided to the governing bodies, the Assembly takes on the character and functions of Congressional Assembly, and for this purpose it is convened by the Executive Board in force. The Congressional Assembly discusses and approves any new By-law and elects the President, the Executive Board, the Board of Auditors and the Board of Appeals, with the commitment to promote an adequate gender representation.

The Congressional Assembly, at the time of its inauguration, elects a President who directs and coordinates the works.

The vote is usually open, unless instructed to be secret by at least the 20% (twenty percent) of those being entitled.

## **Art. 9**

### **The President**

1. The President of ARCS, elected by the Congress is the main guarantor and promoter of the spread and implementation of the purposes and the statutory objectives of the association and holding its legal and political representation. The President is a member of the Executive Board and the ARCS Board of Directors. The President undertakes what in this statute is not delegated to the competence of other authorities and entities. It acts in the name and on behalf of the Association and represents it both in legal proceedings and towards third parties. The President remains in office for 4 (four) years and he/she is eligible for up to 2 (two) mandates.

2. The President:

- Manages relations with the institutions, entities and national and international organizations
- Calls, chairs and coordinates the work of the ordinary and the extraordinary Assembly, the Executive Council and the Board of Directors, to which he/she belongs, by ensuring compliance and enforcement of the resolutions
- Proposes to the Executive Board the appointment of one or more Vice-Presidents, of the Director, of the Treasurer, of the Board of Directors and of the Supervisory Body of ARCS
- Presents to the Assembly the balance sheets and quotations proposals prepared by the corresponding bodies for their approval.

3. The President may give to the Vice President/-s, to the members of the Executive Board and/or the Board of Directors proxies and specific mandates, also temporary ones, for representative functions and the achievement of the aims and activities of the Association.

## **Art. 10**

### **The Executive Board**

1. The Executive Board of ARCS is the body responsible for the execution and implementation of the general programmatic guidelines established by the Assembly.

It is elected by Congressional Assembly and consists of a minimum of 23 (twenty-three) to a maximum of 29 (twenty nine) components. The Executive Board can operate any



replacements as provided in the Rules and co-options to the maximum of 15% more than its components.

It remains in office for 4 (four) years and it is at least convened 4 (four) times a year, on the initiative of the President of ARCS. It is chaired by the President of ARCS who appoints a Secretary at the beginning of each session.

2. The resolutions of the Executive Board shall be adopted with the presence of a half plus 1 (one) of the components and are taken by simple majority; with tied votes, the President's vote is decisional.

3. The Executive board of ARCS:

- Appoints, on the proposal of the President, the Vice President/-s, the Director, the Treasurer, the Board of Directors and the Supervisory Body
- Decides upon the timing, procedures and means for translating the program guidelines established by the Assembly, monitoring its implementation
- Prepares the agendas of the Assembly
- Prepares for approval by the Assembly the budget and balance sheet proposed by the Board of Directors
- Prepares politic documents and guidelines to be submitted to the Assembly, in particular the annual program
- Proposes to the Assembly any sanction against members, the end of their membership and prepares any requests for cooptation of components in the organisms
- Convenes the Ordinary and Extraordinary Assembly
- Convenes the Congressional Assembly
- Prepares the internal guidelines to be submitted to the Assembly
- Decides on the acceptance or in the participation in the constitution of national, foreign and international entities, institutions and organisations
- Decides on the establishment of subsidiary offices and/or representative offices of ARCS both in Italy and abroad.

## **Art. 11**

### **The Board of Directors**

1. The ARCS Board of Directors is appointed by the Executive Board on a proposal of the President and remains in office for 4 (four) years. It consists of 7 (seven) members and make part of it the President, the Vice President/-s, the Director and the Treasurer. The Board of Directors is convened at least once (1) a month, called by the Chairman of ARCS.

2. The ARCS Board of Directors has the function of the ordinary and extraordinary management of the ARCS activities on the basis of programmatic guidelines approved by the organizations.

In particular:

- a) It prepares the programming of annual design activities.
- b) It resolves, manages, monitors and evaluates the project activities.
- c) It evaluates the proposal of the budget and the annual balance prepared by the Treasurer to be brought to the approval bodies
- d) It is responsible for the proper management of the get the budget approved
- e) It draws up the social report and periodic activity reports



f) It prepares and proposes information campaigns, communication and fund raising association and will ensure its coordination once approved by the organisms.

## **Art. 12**

### **The Vice Presidents**

1. The Vice-Presidents of ARCS, appointed by the Executive Board among their components on the recommendation of the President. They remain in office for 4 (four) years. They are components of the ARCS Board of Directors.

2. The Vice-Presidents:

- Represent and replace the President in Italy and abroad in the event of his/her absence or disability, and are designated by him/her.
- They collaborate with the President in the fulfilment of his/her mandate, also through tasks for which they are specifically designated.
- Among the Vice-Presidents it is identified the one with vicarial functions.

## **Art. 13**

### **The Director**

1. The Director of ARCS is appointed upon proposal of the President of the Executive Board to which he/she is invited and is a member of the Board of Directors.

2. The Director:

- a) Is responsible for the functional and operational coordination in Italy and in the branches and offices abroad
- b) Manages the operating relationship with the Funding Entities of ARCS and the national and international partnership networks for planning instruments, which the association decides to acquire in order to fulfil its activity
- c) Prepares the annual activity reports and the financial statements to be proposed to the President and to the Board of Directors
- d) Assumes other tasks, even temporary, on request and delegation of the President and the Board of Directors

## **Art. 14**

### **The Treasurer**

1. The ARCS Treasurer is appointed upon proposal of the President of ARCS by the Executive Board, to which is invited and is a member of the Board of Directors.

2. The Treasurer supervises the administrative and financial management of ARCS.

In particular:

- a) Prepares the final balance and the budget
- b) Manages the economic relations with staff, suppliers, sponsors and supporters, in consultation with the Director



- c) Verifies and authorizes the payment and collection operations, proposing to the President any power of attorney for ordinary transactions
- d) Coordinates the administrative and accounting office of ARCS, in consultation with the Director
- e) is responsible for the keeping of the accounting documents of ARCS, which must not leave the registered office of the Association: exceptions in this regard, against documented requirements, can be decided in consultation with the President

#### **Art. 15**

### **The Board of Auditors**

1. The Board of Auditors, elected by the Congressional Assembly, consists of 3 (three) members and up to 2 (two) alternate, also not members of the Association, identified for professional competence, who remain in office for 4 (four) years.
2. The Board of Auditors:
  - a) Supervises the development of the financial and economic management, it ensures an efficient administration and accounting
  - b) Gives its opinion on the annual financial statement
  - c) It is regularly convened to carry out its tasks

#### **Art. 16**

### **The Board of Appeals**

1. The Board of Appeals, elected by Congressional Assembly, shall be composed of 3 (three) members and 2 (two) vicars and remains in office for 4 (four) years.
2. The Board of Appeals:
  - a) Intervenes to settle disputes related to the corporate bodies, between the members and the bodies themselves, as well as interpreting this By-law, on the appeal of the parties
  - b) Shall be convened, when necessary, to carry out its tasks on the basis of the indications provided by the internal national "Regulations"
  - c) Has the task of intervening, by interpreting this By-law, on solicitation of the members and the governing bodies

#### **Art. 17**

### **The Supervisory Board**

#### **The Surveillance**

The Supervisory Board is appointed by the ARCS Board of Directors and upon the President's proposal.

It is composed of 3 (three) members appointed for a term of 4 (four) years.

#### **The Board of Supervisory ARCS:**

- a) Ensures the proper fulfilment of the institutional purposes and the adherence to the values that inspire the work of ARCS





b) Ensures the transparency and the prevention of irregularities, as outlined by the Decree. 231/2001

### **Art. 18**

#### **The Assets**

1. The assets of ARCS consist in:

- a) The shares and contributions of the members, by the ordinary and extraordinary contributions or any other oblation, dispensing and aid or public or private contribution that were sent to the NGO itself;
- b) The income from promotional initiatives aimed at self-financing;
- c) The proceeds of the sale of goods and services to members and to third parties, including through the development of economic activities of commercial, craft or agricultural nature, in an auxiliary and subsidiary form, and always aimed at the achievement of institutional objectives;
- d) Revenues from the performances of agreed services;
- e) Other revenue compatible with the social purposes of social promotion.

Every gain of ARCS, also arising from additional commercial activities or other forms of self-financing, must be designed for institutional purposes and cooperation to development. Any surplus must be reinvested in favour of the institutional activities under this By-law. In any case, the proceeds of the assets may be distributed or divided among the members, neither directly nor indirectly.

### **Art. 19**

#### **Statutory modification**

This By-law may be amended by the Assembly which approves it by a majority of 3/5 of its members.

### **Art. 20**

#### **Final and transitional clauses**

1) The dissolution of ARCS can be decided only by an extraordinary Congressional Assembly specially convened with a majority of 3/5 (three-fifths) of the entitled members. In the event of dissolution, termination or elimination, after the liquidation, the assets of ARCS, less current liabilities, will be donated to other non-profit associative organizations and of social utility, as determined by a specially established board of liquidators, having consulted the control body referred to in Article 3, paragraph 190 and 191 of law 23 December 1996, n. 662, unless otherwise required by law and in accordance with the provisions set forth by Legislative Decree 460/97.

2) For matters not covered by this By-law, shall apply the provisions of the Italian Civil Code, as well as specific branch regulations.