

Article 1

ARCS APS Arci Culture Solidali APS (formerly ARCS Arci Culture Solidali)

1. The Social Promotion Association known as **"ARCS Arci Culture Solidali APS"** hereinafter referred to as **ARCS APS**, pursuant to Article 35 and subsequent of Leg. Decree no.117, 3 July 2017, is a non-profit Association for national and international cooperation, solidarity and volunteer work. It is a non-governmental organisation, registered on the list of the Italian Agency for Development Cooperation (AICS - Agenzia Italiana per la Cooperazione allo Sviluppo) with decree no. 2016/337/000132/3, as a subject referred to in Art.26 of Law 125/2014.

ARCS APS was founded through the efforts of ARCI members and is fully aligned with the aims and guidelines of the ARCI Association, maintaining its own legal and administrative autonomy, articulation, competence and decision-making in its organisation and governance.

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

Article 2

Registered office and headquarters

ARCS APS is based in Rome, Italy in Via Monti di Pietralata 16, with operative and/or representative offices both in Italy and abroad.

The transfer of the registered office to the same municipality as decided by the Assembly does not require any statutory changes.

Article 3

Purposes

ARCS APS was established for the non-profit pursuit of civic, solidarity and socially useful purposes, in particular by contributing to:

- 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.
- Social and cultural promotion of citizens, by affirming democratic ownership and participation and by strengthening cooperative relations between communities and regions.
- Building and protecting equal opportunities, and gender empowerment, in adherence to the principles of the CEDAW – the international Convention on the Elimination of all forms 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 human rights activists.
- Spreading knowledge and appreciation of the founding principles of the European Union.
- Promoting conscious and socially sustainable lifestyles.

- The protection and enhancement of all common assets.

Article 4

Activities and intervention areas

In order to achieve the aforementioned purposes, ARCS APS exercises, exclusively or principally, without profit, in full respect of the freedom and dignity of its members and making prevalent use of their volunteering services, the following general activities, as indicated in Art. 5 of Legislative Decree 117/2017, in favour of associates, their family members or third parties:

- e) interventions and services aimed at safeguarding and improving environmental conditions and the prudent and rational use of natural resources, with the exclusion of the usual practice of collecting and recycling urban, special and dangerous waste, as well as protection of animals and curtailment of stray dogs, pursuant to Law no. 281 of 14 August 1991;
- f) activities for the care and protection of the cultural heritage and countryside, pursuant to Leg. Decree no. 42 of 22 January 2004 and subsequent amendments;
- g) 3rd level and post-graduate training;
- i) organisation and management of cultural, artistic or recreational activities of social interest, including publishing, to promote and disseminate the culture and practice of volunteering and the activities of general interest referred to in this Article;
- k) organisation and management of tourist activities of social, cultural or religious interest;
- l) extra-curricular training, aimed at preventing early school-leaving and promoting successful education and training, by preventing bullying and combating educational poverty;
- n) development cooperation, pursuant to Law no. 125 of 11 August 2014 and subsequent amendments and additions;
- v) promoting the culture of legality, peace between peoples, nonviolence and unarmed defence;
- w) promotion and protection of human, civil, social and political rights, as well as the rights of consumers and users of the general activities referred to in this Article, promotion of equal opportunities and mutual aid initiatives, including time-banks referred to in Article 27 of Law no. 53 of 8 March 2000, and the solidarity purchasing groups referred to in Article 1, paragraph 266, of Law no. 244 of 24 December 2007.

2. The aforementioned activities will be undertaken by ARCS APS through programmes and projects in Italy, Europe and worldwide, with different partners, donors and sponsors and for their own association, citizens and communities, in the following areas:

- Solidarity, cooperation and international volunteering for development.
- Information, awareness-raising and formal and informal education toward peace, world citizenship and development, including responsible, conscious and sustainable consumption.
- Emergency and humanitarian aid.
- Cultural cooperation, promotion and protection of cultural heritage.
- Decentralised development cooperation.
- Food sovereignty.
- Environmental protection.
- Research and documentation.
- Recruitment of young people to the voluntary civil service.
- International volunteering and exchange, as well as mobility (including the youth) via: national and international community service programmes; European Voluntary Service (EVS);
- training programmes, internships and support for secondary and academic education, in Italy and abroad, in agreement with schools, universities and research and training bodies;
- Work and awareness camps and conscious travel.
- Promotion and creation of networks and ethical coalitions at national, European and

global level.

3. The Association may carry out various secondary and instrumental activities of general interest, according to the criteria and limits established by current legislation, also making use of voluntary and free resources. The Executive Council is responsible for identifying the various activities that the association may undertake.

4. in general, the activities referred to in Art. 5 of the CTS and Art. 2 of the "Decreto Impresa Sociale" (Social Enterprise Decree, Legislative Decree 112/2017 inc. subsequent modifications and additions) are potential sectors in which the association and member organizations may participate, where compatible.

5. The Association may also undertake fundraising to finance general activities, in any form, also organised and continuous, and by public canvassing or the transfer or supply of goods or services of modest value, using their own and third party resources, including volunteers and employees, in compliance with the principles of truth, transparency and fairness in relationships with supporters and the public and in compliance with legislative provisions.

Article 5

Supporters and donors

With regards to its main goals and fields of activity, supporters and special ARCS APS donors in Italy and abroad are:

- Members
- Associations and NGOs, communities, citizens,
- unions, coalitions, forums and civil society networks.
- Presidency of the Council of Ministers, the Italian Ministries, Embassies and Consulates.
- Education and training institutions, university research institutions and related entities.
- Regions, provinces, metropolitan cities and Italian local authorities, also associates or consortium.
- Governmental and decentralised institutions, Embassies and Consulates, International Cooperation Agencies for development in other Countries.
- Council of Europe, General Directorates
- Agencies of the European Commission
- International and UN Organisations and Agencies
- Private, Italian and international Banking Foundations
- Community Foundations
- Religious foundations and bodies
- Private companies and non-profit entities pursuing their objectives in accordance with the requirements stated in Legislative Decree 231/2001 revised in 2013 and the OECD Guidelines on Corporate Social Responsibility and other international indicators in relation to ethical codes for respect of dignified work.

Article 6

Members

1. Women, men and organizations engaged in voluntary, solidarity, exchange and international and decentralised cooperation activities, information and

awareness on rights, social promotion of individuals and communities can join ARCS APS: with no limitations regarding economic conditions and no discrimination of any nature, after having made a written request, and having been admitted by resolution of the Executive Council. ARCS APS members pay the membership fee annually, they approve and respect the by-laws and any regulations and resolutions of the Association's bodies.

Where a membership application is rejected, the Executive Council must give grounds for the decision and notify the interested party. The latter may request, within sixty days from communication of the decision to reject, that the Assembly decide on the application at the next meeting.

Once registered for at least three months, each member has the right to vote for the approval and amendments of the By-laws and any regulations, for the election of the Association's administrative bodies and, if of legal age, have the right to propose themselves as candidate for Association bodies. Every associate has the right to examine the books at the Association's headquarters upon prior request to the Executive Council with grounds. Access to books is defined by a regulation approved by the Executive Council.

2. The status of member, once acquired, is permanent, and can be lost only in the cases specified in subsection 3. No applications violating this principle are therefore permitted, by introducing admission criteria that instrumentally limit rights or time limits.

3. The following are considered grounds for revocation of membership:
a) 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 By-laws, the resolutions approved by the bodies and the relevant official political, strategic and programmatic positions of ARCS APS.

4. Terminating a membership, proposed by the Executive Council, must be voted and approved by the Assembly.

5. The membership fee is not transferable in any capacity and is not linked to the ownership of shares or quotas of a patrimonial nature.

Article 7

National bodies

ARCS bodies are:

- a) The Assembly
- b) The President
- c) The Executive Council
- d) The Supervisory, Audit Body
- e) The Board of Trustees

Article 8

The Assembly

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

1. Ordinary Assembly

The ordinary Assembly is convened at least twice (2) per year. It also can be called by the Council 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, the date and the time of the first, and possible second call, shall be indicated.

The meeting is chaired by the President of ARCS APS and in absence of the latter, by his/her 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 deciding vote falls to the President's.

On first call, resolutions in ordinary session are valid with the presence of 60% (sixty percent) of the members and the favourable vote of 51% (fifty one percent) of those present; on a second call they are valid with the favourable vote of 51% of those present, however many they may be. In an extraordinary session, the resolutions are valid with the presence of 2/3 (two thirds) of the members and the favourable vote of 3/5 (three quarters) of the voters. Votes are personal and proxies are not allowed. The vote is usually open, unless a secret vote is required by at least 20% (twenty percent) of eligible voters present at the Assembly.

Ordinary Assembly:

- a) approves the draft and final financial statement and, where this is legally mandatory or deemed appropriate by the Executive Council, the Social Report;
- b) decides on the liability of members of the social bodies and instigates actions for damages against them;
- c) decides on the exclusion of members;
- d) approves any regulation of meeting proceedings;
- e) decides on the ARCS APS programme and activities
- f) decides on membership and/or associate fees
- g) decides on possible co-option of members into the bodies
- h) decides on any sanctions against members, upon proposal of the Board of Trustees

Extraordinary Assembly:

- d) decides amendments of the Deed of Incorporation or By-laws;
- b) decides the dissolution, transformation, merger or split of the Association

3. 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 Council in force. The Congressional Assembly is composed of all the associates and its role is to discuss and approve any new by-laws; appoint and dismiss members of the social bodies, including the individual in charge of the statutory audit of the accounts, the supervisory body and the President, with the duty to promote 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 entitled to do so.

The Congressional Assembly has a valid quorum on first call with the presence of 2/3 of the members and on second call with the presence of 51% of the members. It decides with a majority of 51% of those present.

Article 9

The President

1. The President of ARCS APS, elected by the Congressional Assembly is the main trustee and promoter of the spread and implementation of the Association's aims and statutory objectives, and is its legal and political representative. The President is a member of the Executive Council and the ARCS APS Board of Directors. The President undertakes whatever is not delegated to the competence of other bodies and entities within these By-laws. He/she acts in the name and on behalf of the Association and represents it both in legal proceedings and toward 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 institutions, entities and national and international organizations
- Calls, chairs and coordinates the work of the ordinary and 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 Council the appointment of one or more Vice-Presidents, the Director, the Treasurer, the Board of Directors and the Supervisory Body of ARCS APS
- Presents to the Assembly the balance sheets and quotation 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 Council and/or the Board of Directors proxies and specific mandates, also temporary ones, for representative functions and for implementing the aims and activities of the Association.

Article 10

The Executive Council

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

It is elected by the Congressional Assembly and is made up of a minimum of 23 (twenty-three) and a maximum of 29 (twenty-nine) members chosen from associated natural persons or persons indicated by any associated legal entities. The

Executive Council can make any replacements as provided in the Rules and co-options to the maximum of 15% more than its members.

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

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

3. The ARCS APS Executive Council is the administrative body pursuant to Article 26 of the Third Sector Code and has the following functions:

- Upon proposal of the President, it nominates the Vice-President, Director, Treasurer and Board of Administrators.
- Decides upon the timing, procedures and means for implementing the programme guidelines established by the Assembly, monitoring their fulfilment.
- Prepares the Assembly agendas
- evaluates, approves and prepares for the Assembly's approval of the financial statements pursuant to Art.11, paragraph 2-c of these By-laws and, where this is legally mandatory or deemed appropriate, the Social Report, based on the Board of Directors' proposals, referred to in Article 11 paragraph 2-e
- Prepares policy documents and in particular the annual planning proposed by the Board of Directors, for approval by the Assembly
- decides on the admission of associates and, if necessary, gives grounds for their rejection
- Proposes to the Assembly any sanction against members, the end of their membership and prepares any requests for co-option of members into the bodies
- 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 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 APS both in Italy and abroad
- identifies the various, general secondary and instrumental activities.
- establishes the criteria for reimbursement of expenses to volunteers for expenses actually incurred in undertaking activities for the association.

Article 11

The Board of Directors

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

2. The Board of Directors of ARCS APS is entrusted with the ordinary and extraordinary management of ARCS activities on the basis of programmatic guidelines approved by the bodies.

In particular:

- a) prepares the programming of annual planning activities
- b) decides, manages, checks and evaluates project activities by delegation of the Executive

Council

c) by 30 April each year, it prepares the draft annual financial statements, presented by the Treasurer in agreement with the Director, including the balance sheet, the management report and the mission report, to be submitted to the Executive Council which will be required to approve and in turn submit it by 30 June to the Assembly for final approval

d) documents the secondary and instrumental nature of the various activities that may be undertaken in the financial statements

e) where considered appropriate by the Executive Council or according to legislation, the Board of Directors, under the same terms established for the financial statements, prepares the Social Report to be submitted to the Executive Council which will be required to approve and in turn submit it by 30 May to the Assembly for final approval

f) is responsible for the correct management of the draft approved budget

g) drafts periodic activity reports

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

Article 12

The Vice Presidents

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

2. The Vice-Presidents:

- Represent and replace the President in Italy and abroad in the event of his/her absence or unavailability, and are designated by him/her
- Collaborate with the President in the fulfilment of his/her mandate, also through tasks for which they are specifically designated
- From among the Vice-Presidents one shall be chosen to execute deputy functions

Article 13

The Director

1. The Director of ARCS APS is appointed, upon proposal of the President, by the Executive Council 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 ARCS APS Funding Entities 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 social report to be proposed to the President and to the Board of Directors

d) Assumes other tasks, even temporary, on request and by delegation of the President and the Board of Directors

Article 14

The Treasurer

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

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

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 APS, in consultation with the Director
- e) is responsible for the keeping of the accounting documents of ARCS APS, 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

Article 15

The Supervisory, Audit Body

1. The Assembly appoints a supervisory body of three people, of which at least one from among the categories of individuals referred to in Article 2397, second paragraph, of the Italian Civil Code.

A single-person supervisory body may also be appointed, among the categories of individuals referred to in Article 2397, second paragraph, of the Italian Civil Code. Article 2399 of the Italian Civil Code shall apply to members of the supervisory body.

2. The Supervisory Body monitors compliance with the law, the By-laws, the principles of proper administration and in particular with the appropriate organizational, administrative and accounting structure adopted by the Association and its actual functioning. It also monitors observance of the Association's solidarity and social utility purposes and certifies that the social report, where mandatory or deemed appropriate, has been drafted in accordance with the guidelines set out in Art. 14 of Legislative Decree 117/2017.

3. If the members of the supervisory body are on the register of auditors, they can also act as statutory auditors, where a designated person has not been appointed for this purpose.

Article 16

The Board of Trustees

1. The Board of Trustees, elected by the Congressional Assembly, shall be composed of 3 (three) members and 2 (two) vicars and remains in office for 4 years.
2. The Board of Trustees:
 - a) Intervenes to settle disputes related to the corporate bodies, between the members and the bodies themselves, as well as interpret these By-laws, 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 interpreting these By-laws, upon request of the members and the governing bodies

Article 17

The Assets

1. The assets of ARCS APS consist in:
 - a) The shares and contributions of the members, the ordinary and extraordinary contributions or any other oblation, dispensing and aid or public or private contribution that the NGO itself might receive;
 - 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) The revenues from the performances of agreed services;
 - e) Other revenue compatible with the social purposes of social promotion.
2. The Association may not distribute, even indirectly, any operating profits and/or surpluses or funds, reserves, however denominated, to founders, associates, workers and collaborators, administrators and other members of the social bodies, even in the event of withdrawal or in any other hypothesis of individual dissolution of the association relationship.
3. The Association is obliged to use the patrimony, including any revenues, annuities, proceeds, income, however denominated, for carrying out the statutory activity in the exclusive pursuit of civic, solidarity and social utility purposes.

Article 18

Final and temporary clauses

- 1) The dissolution of ARCS APS may only be resolved by an extraordinary, specifically convened Assembly, which shall appoints a liquidator. It shall resolve on the destination of the assets remaining from the liquidation itself, within the limits set out in the following paragraph.

In the event of dissolution, cessation or extinction, the residual assets, after liquidation, will be compulsorily donated, subject to the positive opinion of the competent Body pursuant to Legislative Decree 117/2017, and unless otherwise assigned by law to one or more Third Sector Entities or, failing that, to the Fondazione Italia Sociale.
- 2) The provisions of these By-laws - which require the establishment and operation of the single national Third Sector Register and/or the registration/migration of the Association into the same, that is the adoption of subsequent implementing measures - will apply and come

into effect when, respectively, the aforementioned Register is established and operative according to the law and/or the Association will be registered or migrated into it, and the same subsequent implementing measures shall be issued and will come into force.

3) For matters not covered by these By-laws, the regulations in force concerning Third Sector Bodies apply (and, in particular, Law no. 106 of 6 June 2016 and Legislative Decree no. 117 of 3 July 2017 and subsequent amendments) and, inasmuch as not provided for therein and insofar as they are compatible, the provisions of the Italian Civil Code.