

Statutes of the Association ARTESS

Art. 1 - Name and location

The cultural association called ARTESS - Association for Research and Training on Emotional Support Skills is established in Udine, with headquarters in via Trento 45.

Art. 2 - Purpose

The association aims to educate to the maintenance of emotional well-being. The institutional purpose is pursued through socio-educational, educational, cultural and research activities and initiatives that favor in particular the development of relational skills, active listening and participation in social life, and that are inspired by the enhancement of the human, psychological and spiritual dimensions of the person, besides the ethical commitment.

To achieve these goals, the association can design, implement and / or technically assist research and cultural and educational experiences of various kinds, able to promote: widespread knowledge and awareness of the importance of emotional health; necessary relational skills and how to keep them active; cultural and training tools to acquire / develop these skills. The association operates in the perspective of developing relationships and exchanging knowledge, views and experiences with other organizations that pursue similar goals, even at a transnational level.

The association is non-political and non-religious, and operates in compliance with the principles of equal opportunities between women and men.

The association can use every tool useful for achieving these goals. The association may also carry out any other cultural, educational or research activity and may carry out any economic or financial, movable or real estate transaction, for the best achievement of its purposes.

The association is non-profit. During the life of the association management surpluses cannot be distributed, even indirectly, as well as funds, reserves or capital.

Art. 3 - Duration

The duration of the association is unlimited and may be dissolved by resolution of the extraordinary assembly of members.

Art. 4 - Members

All the persons and the organizations/institutions that share the aims and accept the present statute and any possible internal regulations are admitted to the Association.

All those who intend to be part of the association must apply with the appropriate form. For institutions, the application must be drawn up and signed by the legal representative. In the case of an application for admission presented by a minor, the same must be countersigned by the parental authority.

The status of member is subject to acceptance of the application for admission by the Board of Directors. In case of non-acceptance of the application, an appeal to the Assembly is allowed. Members are required to pay the membership fee within 10 days of enrollment in the member register. The amount of the fee is established annually by the Board of Directors.

Admission as a member is indefinite, without prejudice to the right of withdrawal and the causes of exclusion.

The association foresees that the membership fee or contribution is not transmittable and cannot be revaluated.

Art. 5 - Rights and duties of members

All adult members have the right to participate in social assemblies, the right to vote for approval of the amendments to the Statutes and bylaws, the right to vote in the active and passive electorate of the governing bodies of the association, provided they are in good standing with the payment of the membership fee.

They have the right to be informed about the activities of the association and to access the resolutions and the social books, in the ways and terms provided for in this Statute. Members who intend to maintain the status of member must pay the membership fee by January 31 of each year and respect the present statute and any internal regulations.

Art. 6 – Loss of membership

Membership is lost in the following cases:

- voluntary resignation: the member can withdraw from the association by means of a written communication to be sent to the Board of Directors;
- non-payment for more than 20 days from the deadline for the payment of the annual membership fee;
- radiation approved by the absolute majority of the members of the Board of Directors, pronounced against the member in the event of non-fulfillment of the duties provided for by art. 5 of the present statutes, or for other serious reasons that have caused moral and/or material damage to the association itself. An appeal to the General Assembly is admitted against the provision.

The withdrawn and / or excluded members who no longer belong to the association cannot request the return of the membership fee and the contributions paid, nor have any right on the assets of the association.

Art. 7 – Associative bodies

The associative bodies are:

- the General Assembly of the Members;
- the Board of Directors;
- the President.

All social offices are taken and absolved free of charge. Only the reimbursement of expenses incurred for completing the assignment is allowed.

Art. 8 - Assembly

The Assembly is the sovereign body of the association and is made up of all the members. It is convened at least once a year by the President of the association or by the person acting on his behalf, by written notice to be sent by letter or e-mail to the members at least 10 days before the date set for the meeting and containing the agenda of the works or by posting the notice in the premises of the office at least 10 days in advance.

The Assembly is also called when the request is motivated by at least one third of the members or when the Board of Directors deems it necessary.

The Assembly can be ordinary or extraordinary. It is extraordinary that called for the modification of the statutes and the dissolution of the association. It is ordinary in all other cases.

Art. 9 - Participation rights

Only members who are in good standing with the payment of the annual membership fee can take part in the ordinary and extraordinary meetings of the association. Each member can represent in a meeting, by means of written proxy, no more than one associate.

Art. 10 – Tasks of the Assembly

The Assembly must:

- approve the final balance sheet and the provisional balance sheet;
- determine the general programmatic lines of the association's activity;
- deliberate on the possible modification of the Statutes and the adoption of internal regulations;
- elect the President and the Board of Directors;
- deliberate on anything else required by law or by statutes or submitted to its examination by the Board.

Art. 11 – Assembly validity

The Ordinary Assembly is legitimately constituted in the first call with the participation of the absolute majority of the members with voting rights. The Assembly validly approves with a favorable vote by the majority of the participants. Each member has the right to one vote.

The Extraordinary Assembly is legitimately constituted in the first call when two thirds of the members with voting rights take part, and decides with the favorable vote of the majority of the participants.

In the second call, both the ordinary and extraordinary Assembly, concerning only to statutes changes, will be validly established regardless of the number of members present, either on their own or by proxy, and will take resolutions with the favorable vote of the majority of participants. Participation in the Assembly will also be considered valid through the use of media, such as telephone or video conferences, or other suitable means. The vote by secret ballot can be expressed also through the use of electronic and computer technology able to guarantee security. The resolutions of the Assembly are summarized by the Secretary, signed by the President and reported on a specific social book. Each member has the right to consult this book within 10 days of the date of the resolution.

Art. 12 - Statutory changes

Any amendments to the present statutes may be discussed and approved only by the Extraordinary Assembly and only if placed on the agenda.

Art. 13 - Board of Directors

The Board of Directors is composed of the President and a minimum of two to a maximum of four members, elected by the Assembly among its members; it is validly constituted when the majority of its members are present.

The Board of Directors carries out all the ordinary and extraordinary administrative acts not expressly delegated to the Assembly, and appoints the President, in case of lacking, the Vice-President, the Secretary and the Treasurer. The resolutions will be adopted by majority.

In the event that one or more members of the Board of Directors is called, because of their specific skills, to carry out professional activities in favor of the association, they may be remunerated for these specific functions, without prejudice to the fact that nothing can be recognized as member of the board. The Board of Directors remains in office for three years and its members can be re-elected.

Art. 14 - Resignation

In the event that, for any reason during the course of their duty, one or more members should be absent, the first of the unelected ones will take over or, in the absence of availabilities, the assembly will be called to elect a new member who will remain in office until the natural deadline of the entire Board.

In the event that the President should be absent, the functions will be assumed by the Vice-President, who will remain in office until the first useful meeting in which the new President will be elected. The President just appointed will remain in office until the deadline set for the previous one.

The Board of Directors shall be considered lapsed if, by resignation or for any other cause, the majority of its members is lost. In this case, it will be able to continue to carry out only ordinary operations until a new Board of Directors is appointed by the Assembly.

Art. 15 - Convocation of the Board of Directors

The Board of Directors meets whenever the President deems it necessary, or if requested by at least two members. The convocation must be made at least 10 days before the scheduled date and can also be sent via e-mail. Participation in the Board will also be considered valid through the use of media, such as telephone or video conference, or other suitable means. In the case of presence of all the members, the board is anyway considered validly constituted.

Art. 16 – Tasks of the Board of Directors

These are the tasks of the Board of Directors:

- definitively decide on applications for new membership and on the exclusion of members;
- set the amount of the annual membership fee;
- draw up the economic-financial report to be submitted to the Assembly;
- fix the dates of the ordinary Assembly, to be called at least once a year, and to convene both ordinary and extraordinary assembly, if deemed necessary or requested by the members;
- draw up any internal regulations relating to social activities to be submitted to the approval of the Assembly of members;
- adopt the measures of radiation to the members if this become necessary;
- realize the purposes set out in the statutes and the decisions taken by the Assembly.

Art. 17 - The economic-financial report

The Board of Directors draws up the balance sheet or the economic-financial report of the association and any other accounting documentation that may be required by law or by requirement of the Assembly.

The economic-financial report of the association is annual and runs from January 1 to end on December 31 of each year. The balance sheet contains all the income and expenses incurred for the past year. The budget contains the forecasted expenditure and revenue for the current year.

The economic-financial report is approved by the ordinary Assembly with the majority of votes provided by the present statutes; it remains available to the members and can be consulted by every member of the association during the 10 days prior to the meeting and within 10 days from the resolution.

The final balance sheet must be approved by the 30th April of the year following the close of the financial year.

Art. 18 - The President

The President has the legal representation and leads the association, convenes and presides the Assembly of Members and the Board of Directors.

Art. 19 - The Vice President

The Vice President replaces the President in the case of his temporary absence or impediment and in those tasks in which he is expressly delegated.

Art. 20 - The Secretary

The Secretary executes the resolutions of the President and the Board of Directors, draws up the minutes of the meetings, manages the correspondence and updates the social books.

Art. 21 - The Treasurer

The Treasurer takes care of the administration of the association, is in charge of keeping the books, as well as the money collection and payments to be made upon the mandate of the Board of Directors.

Art. 22 - Social Year

The social year and financial year begin on January 1st and end on December 31st of each year.

Art. 23 – Economic resources

The economic resources of the association are constituted by:

- membership fees and contributions;
- contributions from individuals and institutions;
- inheritance, donations and legacies;
- public contributions through participation in calls and competitions for funded projects;
- other revenue.

The association is prohibited from distributing, even indirectly, profits and operating surpluses as well as funds, reserves or capital during the life of the association, unless the destination or distribution is required by law.

The association is obliged to reinvest any profits and operating surpluses exclusively for the development of the functional activities in pursuit of the institutional purpose.

Art. 24 - Sections

The Association may constitute sections in the places it deems most appropriate in order to better achieve the social goals.

Art. 25 - Dissolution

The dissolution of the Association is decided by the General Assembly of the members, convened in extraordinary session, with the approval, both in first and second convocation, of at least 2/3 of the members expressing only the personal vote, with exclusion of proxies. Likewise, the request of the extraordinary general assembly by the members, having as their object the dissolution of the association must be presented by at least 2/3 of the members with voting rights, with the exclusion of the proxies.

The Assembly, at the dissolution of the Association, will decide on the destination of any active remnant of the Association's assets.

The destination of the residual patrimony will be in favor of another association that pursues similar purposes or for the purpose of public utility, having heard the control body referred to in Article 3, paragraph 190, of the Law of 23 December 1996, n. 662, and unless otherwise specified by law.

Art. 26 - Final provisions

This statutes are an integral and substantial part of the Constitutive Act issued on the same date.

For any other issue that is not expressly provided by these statutes, the provisions of the Civil Code and the laws in force on the subject must be applied.

Udine, 12/01/2018