



## CHARTER OF THE ASSOCIATION COOPERAZIONE INTERNAZIONALE Approved by the Members' Assembly, 17th May 2008

### NAME - HEAD OFFICE – DURATION

#### Art. 1

The Association 'COOPERAZIONE INTERNAZIONALE' is hereby founded, a non-government organisation (NGO), as a non-profit making body, hereafter referred as "Association"

#### Art. 2

The legally registered head office of the Association is in Milan 20151 (Italy), via De Lemene 50. The Association has an office in Belgium, Place du Grand Sablon, 36, Brussels 1000. The Association may open other offices in Italy and/or abroad.

#### Art. 3

The duration of the Association is unlimited.

### OBJECTIVE AND ACTIVITY

#### Art. 4

'COOPERAZIONE INTERNAZIONALE' has as its objective a contribution to the harmonious, integrated development of the communities with which it will co-operate in the developing countries, believing that by means of contact and collaboration between peoples the ideals of equality and justice are pursued, to reach improved world equilibrium.

#### Art. 5

The activities of the Association are:

- a) to promote and carry out development programmes and humanitarian aid projects with developing countries and other countries in need, in a context of voluntary work and international co-operation;
- b) to direct, select and train, without bias as regards sex, age, race, nationality, faith or political belief, people who intend to work as volunteers on the Association's projects;
- c) to contribute to the development of a concept of international solidarity and co-operation, in particular ensuring the circulation and use of information by the use of suitable means;
- d) to ensure information reaches Members, so they can effectively take part in the life of the Association;
- e) to set up an internal organisational Structure suitable for the achievement of the objectives stated in the Charter.

**COOPI - COOPERAZIONE INTERNAZIONALE ONG Onlus**

HEADQUARTERS: VIA F. DE LEMENE 50 - 20151 MILANO - ITALIA  
TEL. +39.02.3085057 r.a. - FAX +39.02.33403570  
COOPI@COOPI.ORG - WWW.COOPI.ORG - C.F. e P.IVA 80118750159



- f) to raise funds for the achievement of the objectives stated in the Charter, by institutional or specific campaign, which may include also performance events, shows, sales, etc..

These activities may be carried out by the Association itself and/or by specific agreement with public or private bodies, Italian or foreign.

For the objectives' achievement the Association shall acquire or sell immovable and shall attain funds as well as open bank loan providing the opportune guarantees also issuing a loan between the members.

## MEMBERS

### Art. 6

The Association Members are divided into two categories:

- Natural Persons (individual members);
- Collective Members also called Local Committee

Members of the first category are all those who have spent at least two years in activities abroad, one of which with Cooperazione Internazionale, or have given their services continuously for at least two years, as subordinate employee or collaborator of the Association.

Besides the General Council, during his office, could ask persons who have distinguished themselves in supporting Cooperazione Internazionale, to join the Association in this category, up to a maximum number of 10.

At the second category take part the Local Committees of Cooperazione Internazionale who fulfil the following requirements:

- Being constitute into an Association with independent legal status;
- Being a minimum of 10 Members;
- To have a contract with Cooperazione Internazionale;
- To have made significant experiences with Cooperazione Internazionale;
- To be able to promote permanent initiative.

### Art. 7

In order to become a Member of Cooperazione Internazionale, a written application must be made to the General Council and must be accepted with a vote of at least 2/3 majority in favour by the members attending the vote.

### Art. 8

Each Member must pay a membership fee by 30th April each year, the sum to be approved by the Assembly and proposed by the General Council.



#### Art. 9

The Members hold to the ideological and practical tenets of 'Cooperazione Internazionale' and undertake the promotion by the most suitable means of the aims of the Association regarding cultural and financial support for the activities in favour of the developing countries.

#### Art. 10

Any Member who wishes to leave Cooperazione Internazionale must give a written communication to the President of the Association and he will formally inform the General Council.

#### Art. 11

The General Council, with a majority of at least two thirds of its members, can decide the suspension of a Member from Cooperazione Internazionale with immediate effect, with a commitment to explain specific motivation to the Member involved, and to refer the matter to the next Assembly, which will take the measures considered necessary.

#### Art. 12

Where there are no Local Committees, already members as stated on art. 6 comma 2, the Board of Directors could found "Local Offices". These are formed by members and/or supporters who contribute to the achievement of the objectives of the Association in collaboration with the organisational structure and in accordance with their own regulation previously approved by the Board of Directors.

### **THE COMMON FUND**

#### Art. 13

Cooperazione Internazionale's common fund is made up of the annual membership fees paid by the Members.

### **THE STRUCTURE OF 'COOPERAZIONE INTERNAZIONALE'**

#### Art. 14

'Cooperazione Internazionale' is structured as follows:

- a) MEMBERS' ASSEMBLY
- b) PRESIDENT
- c) VICE PRESIDENT
- d) GENERAL COUNCIL
- e) BOARD OF DIRECTORS
- f) DIRECTOR
- g) BOARD OF AUDITORS

To the elections of the President, the Vice President, the General Council and the Board of Directors the associates natural persons and the delegates of the local Committees can apply for. The Offices within the various Structures are to be held for three years.



## a) Members' Assembly

### Art. 15

The Members' General Assembly is constituted by individual Members and by the representatives of collective Members, these are designated as one every 30 Members or fraction of 30, until a maximum of five.

### Art. 16

The Members' General Ordinary Assembly is called at least once a year by the President of the Association for the approval of the social balance of the Association presented by the various Structures of "Cooperazione Internazionale" regarding the activity carried out during the previous calendar year and for the approval of general directives in relation to future activity.

The Members' Assembly can also be called by the Board of Directors on its own initiative or if requested by at least a third of the Members of the General Council or if requested by a third of the Members' Assembly.

The Members' Assembly also renews internal Offices.

Extraordinary assemblies may be called in the same way.

### Art. 17

All Members whose applications have been accepted by the General Council and who have paid their membership fees may attend the Assemblies. Attendance by proxy is not permitted.

### Art. 18

The Assemblies (both ordinary and extraordinary) are in quorum when a simple majority of Members are present (half plus one).

If an Assembly does not reach quorum, it can be re-summoned and is declared in quorum however many Members then attend.

### Art. 19

Ordinary and extraordinary Assemblies are convened by a written and/or electronic communication sent to the Members at least 15 days before that fixed for the first summoning.

The letter must specify place, date, time and agenda for the Assembly.

For Members serving overseas the General Council will determine suitable means of convocation.

### Art. 20

The Assembly, in quorum, appoints a President and a Secretary to lead and record the work of the Assembly.



All decisions are made by a simple majority (half + one) of those present, except those regarding amendments to the Charter which require a two-thirds majority of those present.

### **b) The President**

#### **Art. 21**

The President of the Association is elected by the Assembly.

The President is the legal representative of the Association.

The President of the Association calls the Members' Assembly at least once a year; the General Council at least three times a year and the Board of Directors at least six times a year.

The President attends the meetings of the Board of Directors and of the General Council, in order to ensure adherence to policy guidelines and decisions taken by the Members' Assembly.

The President will also have any further powers the Assembly, the General Council and the Board of Directors may decide to give him/her.

The President charge is incompatible with other operational assignments in the structure.

### **c) The Vice President**

#### **Art. 22**

The Vice President of the Association is elected by the Assembly.

The Vice President attends the meeting of the Board of Directors as Board member.

The Vice President has the functions and the powers the President, the General Council and the Board of Directors may decide to give him.

In the case of impediment of the President, the Vice President substitutes him, temporary, for all the effects.

The Vice President charge is incompatible with other operative assignments in the structure.

### **d) The General Council**

#### **Art. 23**

The General Council is set up by entitled members and elected members in the number proposed by the outgoing Board of Directors between 7 and 17.

The entitled members are the President, the Vice President, the Board of Directors members and a representative for every Collective Member, as specified in art. 15. The Assembly elects the other components between the natural persons. In the case of resignation of a member from the Board of Directors, the resignation have not to be automatically considered from the General Council.

#### **Art. 24**

A resignation member will come replaced from the Member who has received the maximum number of the ballots between the not elected ones to the Assembly.



In case of having straight with parity of ballots will succeed the member with more years than belongs to the Association.

#### Art. 25

The General Council meets at least three times a year. It is called by the President of the Association or if requested by a third of its members. The decisions are taken to majority of the present ones.

The General Council appoints a President and a Secretary to lead and record the work of the assembly.

#### Art. 26

The General Council

- a) proposes the programs for the Association also based on the Assembly's results;
- b) studies and carries out the most favourable procedures to allow the participation to the Assembly and promotes initiatives to support the participation of the members natural persons and the Local Committee to the association activities;
- c) proposes the amount of the annual Member's fee to the Assembly;
- d) decides the admission and suspension of Members as in arts. 7 and 11;
- e) prepares for the Members' Assembly the annual report of its own activities.

### **e) The Board of Directors**

#### Art. 27

The Board of Directors is responsible for the management of the Association according to the guidelines fixed by the Assembly and by the General Council.

The Board of Directors consists of the President, the Vice President and five or seven members, proposed by the outgoing Board of Directors and elected by the Members' Assembly.

The majority of the Board of Directors must be composed from members that do not carry out continuative activities in the operating structure during the period charge.

#### Art. 28

The Board of Directors meets at least once every two months and the meeting is in quorum when the majority of Members are present.

It is called by the President of the Association or if requested by at least a third of its members.

#### Art. 29

The Board of Directors, with powers of ordinary and extraordinary administration:

- a) works out the strategic lines and the plans of action of the Association;
- b) within seven days of its nomination, the Board of Directors appoints by majority decision the Director of the operational structure. In case of the designated one was one of the own members, he will have to be discharged for being replaced from the first one of the not elect ones from the Assembly in the respect of the parameters previewed to the art. 27;
- c) approves of the estimated budget and the plan of the activities for to the carrying out of the annual programme;
- d) approves the budget of the Association which will be presented to the Assembly;
- e) approves the Association's organisational guidelines;
- f) controls all parts of the Association when and how it decides;
- g) works out all other tasks not expressly carried out by the Assembly and/or the General Council;
- h) can delegate some of its tasks to the President and/or to the Vice President of the Association, and/or the Director of the operational structure.

#### Art. 30

The Board of Directors delegates its executive tasks to the Director of the operational structure.

#### Art. 31

A member who resigns will be replaced by the Member who received the highest number of votes of those not elected at the preceding Assembly.

In case of having straight with parity of ballots will succeed the member with more years than belongs to the Association as specified in the art. 27.

#### **f) The Director**

##### Art. 32

The Director of the operational structure is responsible for the carrying out of programmes as specified in Art. 29 point a).

The Director's work will be checked by the Board of Directors, to which s/he is answerable as regards the performance of the organisational structure and the working of the Association.

The Director is present at the meetings of the Board of Directors as adviser.

#### **g) Board of Auditors**

##### Art. 33

The Board of Auditors consists of three active members and two substitutes elected by the Assembly, which will also elect the Board of Auditors' President.



The Board of Auditors has to control the Association's administration, has to watch over the conformity with the law and the Charter and has to verify the settle of balance, the financial statement, the assets and the liabilities as in books.

The Board of Auditors has to meet at least once a year.

The Board of Auditors is invited to the meeting held by the other various Structures of "Cooperazione Internazionale".

### **ASSOCIATION'S YEAR**

#### **Art. 34**

The activities of 'Cooperazione Internazionale' begin on 1st January and end on 31st December of each year.

The annual account of the Association must be adopted within April 30<sup>th</sup>. Only for unforeseen events it can be adopted within 180 days from the end of management.



## DISSOLUTION

### Art. 35

The dissolution of the Association must be voted on by the Members' Association, with three quarters of those having the right to vote, voting in favour.

The Assembly will decide the use of any common fund remaining, which must however be used for non-profit making purposes.

## GENERAL REGULATION

### Art. 36

Any matter not contained in this Charter is to be decided in accordance with the law of the land and specific laws.

The President and Legal Representative  
Vincenzo Barbieri

A handwritten signature in black ink that reads "Vincenzo Barbieri". The signature is written in a cursive, flowing style.