

IPSIA ARTICLES OF ASSOCIATION
(approved by the Board of Governors of IPSIA on 28.2.2009)

Article 1 CONSTITUTION

The Association, INSTITUTE for PEACE DEVELOPMENT and INNOVATION ACLI, is established with the acronym IPSIA.

IPSIA is a non-governmental, non-profit organisation, and, in any event, not dependent, either directly or indirectly, on profit-making bodies, sponsored by the National Presidency of the ACLI (Italian Christian Workers Association).

IPSIA is a de jure non-profit making organisation in accordance with article 10, paragraph 8, of the Legislative Decree of December 4th, 1997, No. 460.

IPSIA has legal offices in Rome in Via Giuseppe Marcora, 18/20.

The Executive has the faculty of establishing, transferring and/or closing, in Italy and abroad, branch offices, offices of correspondence and/or representation and local units, including of an operational nature.

The Association has an unlimited duration.

ARTICLE 2 PURPOSE

IPSIA works for international cooperation in development, solidarity between peoples and the spreading of a culture of peace.

IPSIA is founded on the values of cooperative action between men and women who are members of the ACLI, or of the various initiatives and services promoted by them, on their work to promote solidarity among people, on their commitment to promote peace and justice between men and nations.

IPSIA intends to:

1. promote initiatives of cooperation in development, intended as community cooperation, which place as their core the relationships between local, international and Italian communities, founded on partnership in a constant undertaking in support of access and the promotion of rights, and processes of inclusion and social cohesion.
2. promote awareness on the part of public opinion on the issues of peace and development.
3. promote initiatives of international voluntary service supplementing projects of cooperation in development, capable of fostering, in their turn, voluntary participation and undertakings, relationships between the communities involved, taking a supplementary role in projects of international cooperation and offering an organisational framework to its members, services operators, civil society organisations and initiatives promoted by them,

and to citizens in general in order that they may undertake activities of international voluntary service.

4. promote civic service
5. undertake a specific programme of education in development and all appropriate actions to train the champions of a future founded on dialogue between cultural and religious diversities, on the reduction of arms and military expenditure, on respect for and promotion of human rights, on the implementation of policies of interaction of migrants, and the enhancement and promotion of economic responsibility, fair trade and ethical finance, on respect for environmental compatibility and the promotion of the practices of environmental education;
6. inform public opinion in general, and its own members in particular, about all initiative or cultural proposals which, as well as starting from a popular base, blaze new trails for peace and justice, implementing formats and new ways of training and educating in just relationships (between people and between countries, and with resources, time and nature)
7. support the reinforcement of cooperative initiatives rooted in local communities
8. promote, including through relationships at the national and international levels, initiatives to sustain the affirmation of the individual and the collective human rights recognised by the United Nations, through research into the forms and practices of good government, based on grass roots participation, active citizenship and forms of regional aggregations, starting with the European dimension.

ARTICLE 3 ACTIVITIES

In pursuit of its ends, IPSIA promotes and implements:

1. international cooperation programmes for development
2. emergency programmes in countries hit by wars and natural calamities
3. awareness and training programmes for the local populations, local associations and development operators
4. programmes aimed at citizens in Italy and those from Developing Countries or countries hit by wars and/or natural calamities, aimed both at responsible citizenship in Italy and at promoting programmes of voluntary re-entry in countries of origin, linked to development programmes under paragraphs 1 and 3 of these articles, as well as programmes of co-development.
5. activities of decentralised cooperation with local bodies and local institutions, including through the local branches of IPSIA and the territorial entities of the ACLI System
6. a register of the availability of services, consultancies, techniques and experience of the multiple aspects of ACLI 's activities in the field of peace, the promotion of human rights, justice and sustainable lifestyles.

7. activities of international voluntary service, international work experience and responsible tourism, aimed at supporting voluntary participation and commitment, relations between local communities, self-training and awareness of the international contexts
8. the encouragement and employment of young people in voluntary civic service
9. educational initiatives in peace and development in schools, in the extra-curricular and after-school sectors, favouring the permanent training of operators in general and of school teachers of every discipline and grade in particular, experimentation in education and creating specific educational courses;
10. programmes of international training and cooperation that have at their centre the issues of peaceful co-existence, social development and intercultural, interreligious and ecumenical dialogue;
11. educational initiatives concerning peace and development in the world of work, in the parishes and in the association's entities;
12. articles, audio visual and multimedia output for public information;
13. subscriptions and all forms of self-finance for direct solidarity or for programmes carried out with organisations – partners in the Developing Countries;
14. activities of documentation and research into peace, rights, international relations, interculture.

ARTICLE 4 MEMBERS

The Ordinary Members are the National ACLI's.

Making presentation of appropriate requests for participation, the following may become:

Subscribing Members of IPSIA the non-profit Organisations, Associations and Bodies that share the statutory purposes of IPSIA;

Adherent Members of IPSIA the autonomous territorial liaison bodies of IPSIA described in the successive article 7, which may lodge independent articles of association.

All members enjoy the same rights and are subject to the same responsibilities. The structure of the Association is democratic and, at all times, the uniform discipline of the bond of association, and the effectiveness of same, must be guaranteed. Therefore, any temporary nature in the bond the association is excluded, and all members have the right to participate in the assemblies and to vote directly – through their legal representative – or by written proxy.

The relations of the Members with IPSIA and among themselves will be governed by appropriate Regulations.

The request for membership of the candidate, formulated and prepared as laid down by the appropriate Regulations, will be examined by the Executive, which will decide, without obligation to give reasons, on their acceptance by the favourable votes of at least 2/3 of the members of the said Executive.

In the event of a positive outcome to the request, the recognition of the member's status has effect from the moment of the full, unconditional, expressed acceptance, on the part of the applicant, of these Articles of Association.

ARTICLE 5 RESPONSIBILITIES OF THE MEMBERS

Each member must observe the provisions of these articles of association, including the regulations and any codes, including those of an ethical nature, and the decisions of the boards of the IPSIA.

Members must pay the annual membership fee fixed by the Assembly.

ARTICLE 6 DISQUALIFICATION FROM MEMBERSHIP

A member may be disqualified for reasons of , expiry or exclusion.

Resignation must be expressed in writing to the Chairman and has effect from the date the notification is received.

Expiry occurs when the member:

- 1) has not been present at the Assembly for more than 3 consecutive occasions without justifiable reason expressed in writing to the Chairman before the holding of same. This situation must be confirmed by the Executive. In the event of a positive outcome, the expiry will be decided by the Executive and then ratified by the Assembly.
- 2) the termination of the prerequisites of admissibility has been ascertained, with consequent resolution by the Assembly.
- 3) when the recognition of the IPSIA territorial link of the Adhering Member, in accordance with the Regulations, has been revoked.

The exclusion of the member occurs on serious grounds that are detrimental to the interests and integrity of the Association or for attitudes that are contrary to the spirit and letter of the Articles of Association and the resolutions of the Executive.

These conditions must be confirmed by the Executive. In the event of a positive outcome, the Executive may decide to suspend the member, and the Assembly, in the first successive meeting, will decide on their exclusion. A member who is declared suspended by the Executive, within and not beyond the period of 30 days before the date fixed for the assembly which will discuss their exclusion, may appeal to the Board of Guarantors, which will act according to the appropriate Regulations.

The Board of Guarantors, having opened a dossier, will draw up in writing its observations for the Assembly which must decide on the exclusion. In this case, the

member concerned will have the right to participate with the right of intervening at the Assembly which has their exclusion on the agenda. The Assembly's decision may not be appealed.

Subjects who, in any event, have lost, for whatever reason, their Member status are held, in all cases, to the membership obligations of operations being carried out, and have no rights over the assets of IPSIA.

ARTICLE 7 TERRITORIAL LIAISON BODIES

The IPSIA's territorial liaison bodies are provincial, have the form of associations and full subjective autonomy, having lodged their own articles of association and created the respective boards.

In the event of particular, substantiated requirements – scrutinised in advance by the Executive – it is possible that the territorial liaison bodies may be at a level other than provincial.

Exception is made for the Valle d'Aosta, in Regions where there are more than 2 independent IPSIA provincial liaison bodies, and, if they so request, it is possible to establish a form of regional coordination under IPSIA Regulations.

The methods and terms of the constitution, release and renewal of recognition of an IPSIA territorial liaison body, including the operational methods and terms of the said IPSIA liaison bodies, are governed by the appropriate Regulations.

ARTICLE 8 THE ADMINISTRATIVE BODIES

IPSIA's administrative bodies are:

- The Assembly
- The Executive
- The Chairman
- The Board of Auditors
- The Board of Guarantors

ARTICLE 9 ASSEMBLY

The Assembly is composed of all the Members, in conformity with members' obligations. For the purposes of participation in the meetings of the Assembly, members registered on the members' register at least 30 days before the date fixed for the Assembly are recognised as valid members.

In any case, each participant in the Assembly may not be the bearer of more than two proxies.

The assembly, legally constituted, represents the totality of the members, and its resolutions, arrived at in conformity with the law and the articles of association, are obligatory for all members, except in the event of , exercised according to the methods laid down by article 6 of these articles of association.

ARTICLE 10 ASSEMBLY FUNCTIONS

The Assembly will meet in ordinary session at least once a year. Extraordinary sessions may be called on the written request

- of at least 1/3 of its members,
 - of at least 1/3 of the members of the Executive
- or any time the Chairman deems it necessary.

It is convoked by the Chairman according to the methods laid down by the Regulations.

It is chaired by the Chairman or, in his absence, by a Vice Chairman.

The ordinary and/or extraordinary meetings of the Assembly are to be held to be valid with the presence of half plus one of the members.

Without prejudice to the provisions of articles 17 and 18 of these Articles of Association, the assembly's resolutions, during both ordinary and extraordinary sessions, are passed by the majority of those present in the following subject areas:

- approval of the guidelines according to the directives of the Articles of Association;
- recognition of the IPSIA territorial liaison bodies;
- approval of the final and estimated financial statements;
- determination of the number of members of the Executive and appointment of the respective members;
- election of the Board of Auditors;
- election of the Board of Guarantors.

Also, for those subjects that the Executive puts forward for its approval.

For the validity of resolutions concerning:

- the expiry and exclusion of Members;
- the expiry of the appointment of Members of the Executive

The favourable vote of at least two thirds of the members present is required.

For the election of the Chairman, see the appropriate regulation.

ARTICLE 11 EXECUTIVE

The Executive is composed of the Chairman plus a minimum of 5 and up to a maximum of 11 Persons elected by the Assembly.

The Executive will usually meet 6 times a year and, in any event, any time the Chairman deems it advisable, or on the written request of at least a third of members.

The meetings of the Executive are convoked according to the methods and terms established in the Regulations; are chaired by the Chairman, or in his absence or indisposition, by a Vice Chairman; and are properly constituted with the presence of at least half plus one of its members.

The resolutions are validly adopted by the majority of those present. In the event of a hung vote, the chairman will have the casting vote.

The Executive's period of office is four years.

The Executive adopts the provisions necessary and expedient for the achievement of IPSIA's purposes, according to the directives of these Articles of Association.

The Executive is assigned the management of IPSIA; in addition to the ordinary and extraordinary administrative powers, the Executive has the following tasks and functions:

- the appointment, on the proposal of the Chairman, of between one and three Vice Chairmen
- the maintenance of continuous relations with IPSIA's territorial liaison bodies through their Chairmen or their delegates regarding IPSIA's local and national activities
- the meeting of all other obligations laid down by these Articles of Association.
- the appointment of an Administrative Secretary with those tasks, powers and terms of reference that will be established at the time of the appointment.
- a Manager may be appointed with those tasks, powers and terms of reference that will be established at the time of the nomination.
- the approval of the opening of an Executive Office, according to what is established by article 1 of these Articles of Association
- the office of chairman may be instituted, by resolution, whose functions and powers are governed by the said Executive.

The Executive may delegate its own powers to the Chairman, or one or more of its members, deciding the limits of the delegation.

The option of coopting members of the Executive and the expiry of the said Executive are governed by the Regulations.

ARTICLE 12 MEMBERS OF THE EXECUTIVE

The title of Member of the Executive is lost through expiry or resignation.

Resignations must be presented in writing to the Chairman.

Expiry occurs in the event of absence, without justifiable reason, notified to the Chairman, from at least half plus one of the meetings of the Executive held during a calendar year.

Both cases of resignations and those of expiry are submitted by the Chairman at the first possible meeting of the Executive.

The expiry of a Member of the Executive will be ratified at the first possible meeting of the Assembly.

ARTICLE 13 CHAIRMAN

The Chairman of IPSIA is elected by the Assembly and remains in the post for 4 years. The position of IPSIA Chairman may not be occupied for more than 2 mandates and for more than 8 years overall.

ARTICLE 14 FUNCTIONS OF THE CHAIRMAN

The Chairman:

- is the legal representative of IPSIA before third parties and in legal proceedings
- has the responsibility of implementing the statutory purposes and those provisions of these articles of association that are not within the competence of other bodies or subjects
- has responsibility for the relations with institutions, bodies and national and international organisations
- convokes and chairs the Assembly and Executive
- may delegate to the Vice Chairman (Vice Chairmen) specific tasks
- presents to the Assembly projects in the final and estimated financial statements drawn up by the Executive for their approval.

ARTICLE 15 THE BOARD OF AUDITORS

The Board of Auditors, elected by the Assembly, is composed of three statutory members and two substitute members, and a Chairman elected from among them.

The Chairman convokes and chairs the meetings of the Board.

The Board of Auditors:

- controls the administration of the Association
- supervises the observance of the principles of these Articles of Association
- confirms the proper keeping of the accounts and the accountancy books and that they match the financial statement
- draws up annually, on the results of the financial statement, an accountancy report.

The Auditors remain in post for 4 years and may be reelected.

ARTICLE 16 THE BOARD OF GUARANTORS

The Board of Guarantors, elected by the Assembly, is composed of three members, and a Chairman elected from among their number.

The Chairman convokes and chairs the meetings of the Board.

The resolutions are validly adopted by the majority of those present. In the event of a hung vote, the chairman will have the casting vote.

The Board of Guarantors:

- Examines the appeals lodged by members against orders of suspension/exclusion, reporting to the assembly.
- Collects and examines the candidatures for the post of Chairman, subsequently informing the members.

The members of the College of Guarantors remain in office for 4 years and may be reelected.

ARTICLE 17 ASSETS

The assets of IPSIA consist of:

- contributions of Ordinary, Subscribing and Adhering Members
- public and private donations paid to IPSIA for the implementation of its institutional purposes, based on the current legal and regulatory provisions both Italian and those of the European Union
- contributions from International Agencies, Bodies and Institutions for Cooperation in Development
- bequests and donations
- income deriving from agreements
- proceeds deriving from subscriptions and donations, including securities or property expressly accepted by the Executive.

The financial year follows the calendar year.

Each year, the Executive must draw up the estimated and final financial statements to be put forward for the approval of the Assembly.

The assets, contributions and bequests received must in any event be included in the financial statement.

ARTICLE 18 CONSTRAINTS ON ASSETS

With reference to the regulatory Law 460/1997, article 10, the Association is:

- forbidden from carrying out activities other than those mentioned in article 3 of the articles of association
- forbidden from distributing, including indirectly, profits or operational surpluses including funds, stocks or capital during the life of the organisation, unless the recipient or the distribution are imposed by law or are carried out in support of other non-profit organisations which in law, statute or regulation form part of the same unitary structure.

- obliged to use profits or operational surpluses for carrying out the institutional activities and those connected to it.

ARTICLE 19 DISSOLUTION

The dissolution of IPSIA is decided by the Assembly with a majority of 2/3 of those legally entitled.

In the event of dissolution, a liquidator is appointed and the net assets will be transferred to one or more non-profit Associations with similar purposes to those laid down in these Articles of Association, having consulted the controlling body under article 3, paragraph 190, of the law of December 23rd, 1996, No. 662, unless another recipient is imposed by the law.

ARTICLE 20 MODIFICATION TO THE ARTICLES OF ASSOCIATION

These articles of association may be modified by the Assembly, which may give approval by a majority of 2/3 of its members, having heard the opinion of the ordinary members.

ARTICLE 21 ADDITIONAL RULES

For anything not covered by these Articles of Association, the rules of the Civil Code will apply.

ARTICLE 22 TRANSITIONAL PROVISION

To allow the full application of these Articles of Association and respect for the provisions laid down in it for the election of the Company Bodies, the mandate of the current Chairman, Executive and Board of Auditors now in post is extended until the date of the election of new Administrative Bodies.

Within this period of time, the Chairman must ensure the implementation of the obligations under these Articles of Association and, subsequently, the convocation of the elective Assembly of the Administrative Bodies, in accordance with these Articles of Association and respective Regulations.

For the purpose of appointing the Chairman, the function of the Board of Guarantors is temporarily assumed by the current Board of Auditors.

For the first convocation of the Assembly after the modification of the current Articles of Association, it is possible to derogate for a period of 60 days the convocation of the Assembly with the election of the Bodies on the agenda.