

CONSTITUTION OF IRLANDA ITALIANA CULTURAL ASSOCIATION

ART. 1. - ON OCTOBER 25TH 2011 IRLANDA ITALIANA CULTURAL ASSOCIATION HAS BEEN FOUNDED IN CORK - IRELAND, IN THE FORM OF FREE ASSOCIATION, NON-PARTISAN AND APOLITICAL, WITH UNLIMITED DURATION AND NON-PROFIT SCOPE, BASED ON COMPLIANCE WITH THE ACTUAL LAWS AND THE FOLLOWING ARTICLES OF THIS CONSTITUTION, ALONG WITH IRLANDA ITALIANA'S RULES OF PROCEDURES.

ART. 2. - THE ASSOCIATION PURSUES THE FOLLOWING OBJECTIVES:

- BROADEN THE KNOWLEDGE OF THE ITALIAN CULTURE THROUGH ACTIVITIES WITHIN THE MUSIC, LITERATURE, THEATRE, ART, CINEMA, TRADITIONAL CUISINE AREAS AND THROUGH CONTACTS BETWEEN PEOPLE, INSTITUTIONS AND ASSOCIATIONS, IN IRELAND AND ABROAD;

- ACT AS A MEETING AND AGGREGATION PLACE FOR ITALIAN CULTURAL INTERESTS, FULFILLING THE SOCIAL FUNCTION OF CIVIL GROWTH, THROUGH THE IDEAL OF LIFELONG LEARNING.

ART. 3. - THE ASSOCIATION, IN ORDER TO ACHIEVE ITS GOALS, AIMS TO PROMOTE VARIOUS ACTIVITIES AND IN PARTICULAR:

- CULTURAL EVENTS SUCH AS (BUT NOT LIMITED TO): MEETINGS, CONFERENCES, DEBATES, SEMINARS, FILMS AND DOCUMENTARIES SCREENINGS, MUSIC CONCERTS, THEATRE PLAYS, PHOTO EXHIBITIONS, TASTINGS OF TYPICAL ITALIAN CULINARY PRODUCTS;

- TEACHING ACTIVITIES: TRAINING AND REFRESHER COURSES, THEORETICAL AND PRACTICAL, FOR EDUCATORS, TEACHERS, SOCIAL WORKERS, FOUNDING OF STUDY AND RESEARCH GROUPS;

- EDITORIAL ACTIVITIES: PUBLISHING ON PAPER OR MEDIA (INCLUDING INTERNET) OF BULLETINS AND NEWSLETTERS, PUBLICATION OF PROCEEDINGS FROM CONFERENCES, SEMINARS, STUDIES AND RESEARCHES CARRIED OUT.

ART. 4. - THE ASSOCIATION IS OPEN TO ALL THOSE WHO, OVER THE AGE OF 18 YEARS OLD, ARE INTERESTED IN THE ACHIEVEMENT OF ITS INSTITUTIONAL GOALS, SHARING ITS SPIRIT AND IDEALS. THE MEMBERS CAN BE:

- ORDINARY MEMBERS: PEOPLE WHO AGREE TO PAY, FOR THEIR ENTIRE STAY OF THE ASSOCIATIVE LINK, THE ANNUAL MEMBERSHIP FEE ESTABLISHED BY THE BOARD OF DIRECTORS;

- PROMOTERS MEMBERS: PEOPLE, ORGANISATIONS OR INSTITUTIONS THAT, AS WELL AS COMMITTING TO PAY FOR THEIR ENTIRE STAY OF THE ASSOCIATIVE LINK THE ANNUAL FEE ESTABLISHED BY THE BOARD OF DIRECTORS, CONTRIBUTE IN A DECISIVE MANNER, THROUGH THEIR ECONOMIC SUPPORT, TO THE ACTIVITIES CARRIED OUT BY THE

ASSOCIATION.

MEMBERSHIP FEES ARE NOT TRANSFERABLE OR ASSIGNABLE TO THIRD PARTIES. THE AMOUNT OF THE FEES IS APPROVED BY THE BOARD OF DIRECTORS AT THE BEGINNING OF EACH FISCAL YEAR. THE DURATION OF THE ASSOCIATIVE LINK WILL BE ESTABLISHED BY THE BOARD OF DIRECTORS AND IT IS VARIABLE FROM YEAR TO YEAR.

ART. 5. - THE ADMISSION OF MEMBERS IS SUBJECT TO THE WRITTEN REQUEST OF THE APPLICANTS. THE REFUSAL OF ADMISSION IS SUBJECT TO APPEAL WITHIN THIRTY DAYS, TO THE BOARD OF ARBITRATORS.

ART. 6. - ALL MEMBERS ARE REQUIRED TO COMPLY WITH THE REGULATIONS OF THIS CONSTITUTION AND ITS RULES OF PROCEDURE. IN CASE OF DISSIMILAR BEHAVIOUR THAT IS PREJUDICIAL TO THE PURPOSES AND ASSETS OF THE ASSOCIATION, THE BOARD OF DIRECTORS SHALL TAKE ACTION AND APPLY THE FOLLOWING SANCTIONS: OFFICIAL WARNING OR EXPULSION FROM THE ASSOCIATION. MEMBERS EXPELLED MAY APPEAL TO THE BOARD OF ARBITRATORS AGAINST THE DECISION, IN WRITING AND WITHIN THIRTY DAYS.

ART. 7. - ALL MEMBERS IN GOOD STANDING WITH THE SUBSCRIPTION TO THE ASSOCIATION HAVE THE RIGHT TO VOTE FOR THE APPROVAL AND AMENDMENTS TO THE CONSTITUTION AND RULES OF PROCEDURE, ALONG WITH THE APPOINTMENT OF THE ORGANS OF THE ASSOCIATION.

ART. 8. - THE ECONOMIC RESOURCES OF THE ASSOCIATION SHALL CONSIST OF:

- PROPERTIES;
- CONTRIBUTIONS, DONATIONS AND LEGACIES;
- REIMBURSEMENTS;
- COMMERCIAL ACTIVITIES RELATED TO THE PROMOTION AND DEVELOPMENT OF THE ITALIAN CULTURE AND THE PROMOTION AND DEVELOPMENT OF THE ACTIVITIES CARRIED OUT BY IRLANDA ITALIANA CULTURAL ASSOCIATION;
- ANY OTHER TYPE OF INCOME.

THE CONTRIBUTIONS FROM MEMBERS CONSIST OF THE ANNUAL MEMBERSHIP FEES ESTABLISHED BY THE BOARD OF DIRECTORS AS WELL AS ANY EXTRAORDINARY CONTRIBUTIONS ESTABLISHED BY THE ASSEMBLY OF MEMBERS, WHICH DETERMINES THEIR AMOUNT. THE GIFTS OF MONEY, DONATIONS AND LEGACIES ARE ACCEPTED BY THE ASSEMBLY OF MEMBERS, WHO WILL DECIDE ON THEIR USE IN LINE WITH THE OBJECTIVES OF THE CONSTITUTION OF THE ASSOCIATION.

IT IS FORBIDDEN TO DISTRIBUTE, EVEN INDIRECTLY, PROFITS OR SURPLUS FUNDS, RESERVES OR CAPITAL DURING THE LIFE OF THE ASSOCIATION, UNLESS THE USE OR DISTRIBUTION IS REQUIRED BY LAW.

ART. 9. - THE FINANCIAL YEAR BEGINS ON JANUARY 1ST AND ENDS ON DECEMBER 31ST OF EACH YEAR. THE BOARD OF DIRECTORS SHALL DRAW UP THE BUDGET AND THE FINAL BALANCE.

THE BUDGET AND FINAL BALANCE MUST BE APPROVED BY THE ASSEMBLY OF MEMBERS EVERY YEAR IN THE MONTH OF APRIL. THEY MUST BE DEPOSITED AT THE OFFICE OF THE ASSOCIATION WITHIN FIFTEEN DAYS PRIOR TO THE SESSION, TO BE CONSULTED BY EACH MEMBER.

ART. 10. - THE ORGANS OF THE ASSOCIATION ARE:

- THE ASSEMBLY OF MEMBERS;
- THE BOARD OF DIRECTORS;
- THE PRESIDENT;
- THE VICE PRESIDENT;
- THE BOARD OF ARBITRATORS.

ART. 11. - THE ASSEMBLY OF MEMBERS IS THE FUNDAMENTAL MOMENT OF CONFRONTATION, WHICH WOULD ENSURE THE PROPER MANAGEMENT OF THE ASSOCIATION; IS COMPOSED OF ALL MEMBERS IN GOOD STANDING WITH THE ASSOCIATION MEMBERSHIP; EACH MEMBER HAS ONE VOTE. IT IS SUMMONED AT LEAST ONCE A YEAR IN ORDINARY SESSION AND IN EXTRAORDINARY SESSION WHEN NECESSARY OR WOULD BE REQUIRED BY THE BOARD OF DIRECTORS OR BY AT LEAST ONE TENTH OF THE MEMBERS OF IRLANDA ITALIANA.

ON FIRST SUMMONS, THE ASSEMBLY OF MEMBERS IS EFFECTIVE IF THE MAJORITY OF MEMBERS IS PRESENT AND ITS RESOLUTIONS ARE VALID WHEN VOTED BY THE MAJORITY OF MEMBERS PRESENT. ON SECOND SUMMONS, THE VALIDITY OF THE ASSEMBLY OF MEMBERS AND ITS RESOLUTIONS ARE VALID IRRESPECTIVE OF THE NUMBER OF THOSE PRESENT.

THE EXTRAORDINARY ASSEMBLY DELIBERATES ITS RESOLUTIONS WITH THE MAJORITY OF VOTES, ON FIRST SUMMONS WITH THE MAJORITY OF MEMBERS PRESENT; ON SECOND SUMMONS, THE RESOLUTIONS ARE VALID IRRESPECTIVE OF THE NUMBER OF PRESENT.

THE SUMMONS MUST BE ADVISED WITH PUBLIC NOTICE POSTED IN THE ASSOCIATION'S OFFICE AT LEAST FIFTEEN DAYS BEFORE THE DATE OF THE MEETING OR COMMUNICATED VIA EMAIL TO ALL MEMBERS.

PUBLIC NOTICE OF THE ASSEMBLY'S RESOLUTIONS MUST BE ADVISED BY POSTING THE REPORT IN THE ASSOCIATION'S OFFICE OR COMMUNICATED VIA EMAIL TO ALL MEMBERS.

ART. 12. - THE ASSEMBLY OF MEMBERS HAS THE FOLLOWING TASKS:

- ELECTS THE BOARD OF DIRECTORS AND THE BOARD OF ARBITRATORS;
- APPROVES THE BUDGET AND FINAL BALANCE;
- APPROVES THE RULES OF PROCEDURES.

THE EXTRAORDINARY ASSEMBLY DECIDES ON AMENDMENTS TO THE CONSTITUTION AND THE EVENTUAL DISSOLUTION OF THE ASSOCIATION. AT THE OPENING OF EACH SESSION, THE ASSEMBLY ELECTS A SECRETARY, WHO SHALL SIGN THE FINAL REPORT.

ART. 13.- THE BOARD OF DIRECTORS IS COMPOSED OF AT LEAST SEVEN MEMBERS, INCLUDING THE PRESIDENT, THE VICE-PRESIDENT, TWO TREASURERS, A REPRESENTATIVE OF THE PROMOTER MEMBERS AND AT LEAST TWO IRISH NATIONALS. THEY ALL SERVE FOR TWO YEARS AND ARE ELECTED AMONGST THE MEMBERS OF THE ASSEMBLY. IT IS VALIDLY CONSTITUTED WHEN THERE ARE AT LEAST TWO THIRDS OF ITS MEMBERS. THE DECISIONS OF THE BOARD OF DIRECTORS ARE VALID IF AT LEAST HALF

PLUS ONE OF THE MEMBERS PRESENT AT ANY MEETING SHALL VOTE IN FAVOR. THE BOARD OF DIRECTORS MAY BE DISMISSED BY A MAJORITY OF TWO THIRDS OF THE MEMBERS.

ART. 14. - THE BOARD OF DIRECTORS IS THE EXECUTIVE ORGAN OF THE ASSOCIATION. MEETS ON AVERAGE TWICE A YEAR AND MAY BE CONVENED BY:

- THE PRESIDENT;
- AT LEAST TWO OF ITS MEMBERS, UPON REASONED REQUEST;
- REASONED REQUEST IN WRITING FROM AT LEAST 30% OF THE MEMBERS.

THE BOARD OF DIRECTORS HAS ALL THE POWERS OF ORDINARY AND EXTRAORDINARY ADMINISTRATION.

IN THE ORDINARY COURSE OF ADMINISTRATION, ITS TASKS ARE:

- PREPARE THE DOCUMENTS TO BE SUBMITTED TO THE ASSEMBLY OF MEMBERS;
- FORMALISE PROPOSALS FOR THE MANAGEMENT OF THE ASSOCIATION;
- DRAW UP THE FINAL BALANCE, WHICH MUST CONTAIN THE INDIVIDUAL ITEMS OF EXPENDITURE AND REVENUE FOR THE PERIOD OF ONE YEAR;
- PREPARE THE BUDGET, DIVIDED INTO INDIVIDUAL ITEMS, REPORTING THE ESTIMATES OF EXPENDITURE AND REVENUE RELATED TO THE NEXT FISCAL YEAR;
- DETERMINE THE AMOUNTS OF THE ANNUAL FEES OF THE VARIOUS CATEGORIES OF MEMBERS.

ART. 15. THE BOARD OF DIRECTORS SHALL CONDUCT A PERIODIC REVIEW ON THE FORMAL AND SUBSTANTIVE ACCOUNTING: PREPARE A SPECIAL REPORT TO BE ATTACHED TO THE BUDGET AND FINAL ACCOUNTS. FOR EACH MEETING OF THE BOARD OF DIRECTORS, MINUTES SHALL BE TAKEN.

ART. 16. - THE PRESIDENT HOLDS OFFICE FOR TWO YEARS AND IS THE LEGAL REPRESENTATIVE OF THE ASSOCIATION IN ALL RESPECTS. HE/SHE CONVENES AND CHAIRS THE BOARD OF DIRECTORS, SUBSCRIBES TO ALL ADMINISTRATIVE ACTS MADE BY THE ASSOCIATION; HE/SHE CAN OPEN AND CLOSE BANK ACCOUNTS AND MAKE THE COLLECTIONS. HE/SHE CAN GIVE TO MEMBERS SPECIAL POWER OF ATTORNEY TO MANAGE VARIOUS ACTIVITIES, SUBJECT TO THE APPROVAL OF THE BOARD OF DIRECTORS. HE/SHE IS ASSISTED IN THE MANAGEMENT OF HIS/HER DUTIES BY THE VICE PRESIDENT, WHO HAS THE SAME TERM OF OFFICE.

TO THE PRESIDENT AND VICE-PRESIDENT OF IRLANDA ITALIANA IS GUARANTEED FULL AUTONOMY IN DECISION-MAKING ABOUT: ACTIVITIES OF THE ASSOCIATION THAT DO NOT REQUIRES ECONOMIC EXPENSES; RELATIONS WITH INSTITUTIONS, MEDIA AND ORGANIZATIONS WITH WHOM COLLABORATE; COMMUNICATION AND PROMOTION ACTIVITES ACROSS ALL MEDIA ADOPTED.

ART. 17. - THE ARBITRATION BOARD CONSISTS OF TWO MEMBERS ELECTED AMONGST THE MEMBERS. REMAIN IN OFFICE FOR TWO YEARS. UNQUESTIONABLY DECIDE, WITHIN THIRTY DAYS FROM THE FILING OF APPEAL, ON DECISIONS OF EXPULSION AND DENIAL OF ADMISSION OF MEMBERS.

ART. 18. - THE DISSOLUTION OF THE ASSOCIATION IS APPROVED BY THE EXTRAORDINARY ASSEMBLY. THE REMAINING ASSETS OF THE ASSOCIATION SHALL BE

DONATED TO ORGANISATIONS WITH SIMILAR PURPOSES OR FOR PURPOSES OF PUBLIC UTILITY.

ART. 19. - ALL ELECTED OFFICES ARE NOT SUBJECT TO ANY FORM OF PAYMENTS. MEMBERS CAN ONLY CLAIM REIMBURSEMENT OF EXPENSES, REGULARLY DOCUMENTED.

ART. 20. - FOR MATTERS NOT COVERED BY THIS CONSTITUTION AND ITS RULES OF PROCEDURES, ACTUAL LAWS SHALL GOVERN.

Date _____

Signature of the President of Irlanda Italiana _____

Signature of three members of the Board of Directors
