



Articles of association

We are here Venice

This document is a translation of the official Italian Statutes for information purposes only.

Legal address: San Polo 1866 – 30125 Venice
Studio: Cannaregio 6154 – 30121 Venice

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ART. 1 - Organisation's name and address

1. The Association called *We are here Venice* is established, according to the Civil Code, to the 383/2000 Law and applicable regulations. The legal address is [San Polo 1866 - 30125 Venice](#) with a possibility to have other offices and delegations within national and international territory.
The change of the legal address does not require a change in the Statute, but must be communicated to the relevant offices.
2. The association *We are here Venice* has an unlimited duration and can be wound up with a deliberation by the Assembly in accordance to the art. 9 of this Memorandum.

ART. 2 - Aims

1. The Organisation is non-political, it is not established or managed for private gain, its purposes are to carry on activities which benefit the community.
2. The main objectives involve *cultural, social and environmental aspects* to essentially promote a better and economically sustainable future for Venice and the Venice Lagoon.
In particular the Association aims to:
 - promote and protect the idea of Venice as a living and resilient city;
 - stimulate productive and cultural activities with positive impacts on the city fabric and its lagoon;
 - provide objective, independent data and information on critical factors relating to the state of Venice ;
 - promote international exchanges of knowledge and expertise;
 - raise awareness among citizens on issues such as protection of cultural and artistic heritage, the environment and health in its widest sense possible;
 - involve more people - especially younger generations - in social, cultural and environmental activities;
 - be a reference point for the promotion of active citizenship and the exchange of knowledge, enhancing voluntary work as an example of active citizenship contributing to the building of the local community;
 - promote social innovation and solidarity both at local and national levels;
3. In pursuing the above objectives, the Association intends to carry out activities including research, training, culture and entertainment in general such as:
 - organisation of events and initiatives that can be opportunities for voluntary work and meetings between local non-profit organizations and residents, public and private institutions;
 - organisation of events with a wider participation aimed at environmental protection, at the promotion of art and culture;
 - creating, managing and monitoring virtual and real networks for socially, economically and culturally useful activities;
 - promoting cooperation with public and private institutions to encourage active citizenship and social responsibility or the training of its collaborators on those issues;
 - organisation of seminars, events or other social, cultural, entertainment activities;
 - coordinating and managing research projects;
 - production of printed publications and digital information;

- providing support for initiatives promoted by other groups in the same spirit as “We are here Venice”;
- *The organisation operates within the territory of the Veneto Region, in the city of Venice and metropolitan area, with the possibility to collaborate with other organisations at national and international levels on activities concerning the specified aims.*

ART. 3 - Members

1. Membership is open to all adults who share the aims of the association and accept these articles of association and regulations.
2. Membership is subject to approval by the Board. Admission of new members may be deliberated by either the General Assembly or Board. Reasons must be given for denial of membership.
3. Membership is granted upon receipt of the membership application form and annual fee.
4. Membership has an unspecified duration, but there is the right of withdrawal. Membership is not transferable.
5. There are 2 types of members:
Founding members who have underwritten the Deed of Incorporation, and must pay the regular membership fee.
Regular members who pay the annual membership fee as specified by the Assembly.
6. Every member has the right to vote.
7. Temporary membership is not allowed and the membership fee is non-transferable.

ART. 4 - Rights and obligations of members

1. Members have the right to elect board representatives and to be appointed to the board.
2. Members have the right to be informed about the activities of the Association and to be reimbursed for costs incurred in carrying out these activities.
3. Membership is contingent upon being up-to-date on membership dues and compliance with this Statute and any rules of procedure.
4. Members shall perform their activities in the Association mainly on a voluntary base and free of charge, not for profit, even indirectly, according to their personal availability.

ART. 5 - Resignation and Termination

1. Members may resign by sending a written notice to the Board of Directors.
2. Membership can be terminated if a member fails to meet the statutory obligations.
3. Termination of membership can be decided by the Board with the possibility to appeal within 30 days of the Assembly. Appeal in the ordinary courts is also admissible.

ART. 6 - Organisation officers

1. The officers of the organisation are:
 - General Assembly
 - Board of Directors
 - President

- Auditing Committee (optional)
2. All these roles are carried out free of charge. The predominance of the vote of the President is not permitted.

ART. 7 - General Assembly

The Assembly is the sovereign body of the Association and is composed of all members.

1. It is convened at least once a year by the President of the association or a substitute by written notice, to be given at least 5 days prior to the meeting and containing the agenda;
2. The assembly is called when requested by at least one tenth of voting members or anytime the Board of Directors deems it necessary.
3. There are regular and special meetings. Special meetings are for changes to the Statutes and for dissolution of the Association. All other cases are considered as regular meetings.

ART. 8 - Assembly duties

The Assembly shall:

- approve the accounts of the closed financial year and the budget for the following financial year;
- determine the amount of the annual membership fee;
- approve any rules of procedures;
- decide on new membership applications and on the exclusion of members;
- elect the President and the Board of Directors;
- decide on anything else, or submitted by the Board of Directors to be examined, such as the general direction of the Association's activities.

ART. 9 - General Assemblies - Voting rights and procedures

1. A majority of the voting rights must be present or represented at the first convening of the Regular Assembly meeting; the assembly is convened again, also on the same day, regardless of the number of members presented or represented.
2. Decisions shall be taken on a majority basis according to members present and proxy votes. Open voting must be used except for personal issues and issues linked to individual qualities (or when the Assembly decides).
3. Special meetings are convened to amend the Articles of Association with 2/3 of the voting rights present and decisions are taken by the majority of votes present; dissolution of the Association and the transfer of assets is approved by a 3/4 majority of votes cast.
(If applicable also for the special meeting, a second convening may not derogate from the majorities required for the first).

ART. 10 - Minutes

1. Minutes from the meetings of the assembly are taken by a member appointed by the assembly and are signed by the President.
2. Any member has the right to see the minutes and make a copy of them.

ART. 11 - Board of Directors

1. The Board of Directors consists of 3-7 members elected from among the members of the assembly.

2. The presence, in person, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum (If there are only 3 board members, they must be all present to have the quorum). Board decisions will be taken on majority basis.
3. The Board of Directors shall carry out all the acts of ordinary and extraordinary administration not expressly delegated to the Assembly; shall draw up and submit to the Assembly the annual report on the activities of the Association, the final report and a budget statement.
4. The president, secretary and treasurer shall be appointed from within the Board of Directors.
5. The Directors shall serve for a term of 5 years and can be re-elected.
6. The Board of Directors shall have control of and be responsible for the management of the affairs of the organisation.

ART. 12 - President

1. The President is the legal representative of the organisation; he/she shall preside at all meetings of the Executive Committee and the General Assembly; he/she can call regular and special meetings of the general assembly and Board of Directors . The President is elected by the Board of Directors.

ART. 13 - Board of Auditors

1. The Assembly can decide to elect the Board of Auditors, which consists of 3 members and 2 stand-ins.
2. The Board of Auditors shall appoint its chairperson. It shall supervise the correct administrative management and accounting of the Association, reporting on this at the Annual Meeting.
3. The Board of Auditors shall terminate at the same time as the Board of Directors and its members cannot be re-elected.

ART. 14 - Economic resources

1. The economic resources for the management of the affairs of the association consist of all kinds of income admitted under L 383/2000 and in particular by:
 - a. membership dues and contributions;
 - b. inheritance, donations and bequests;
 - c. funding from public institutions at national, regional, local levels aimed at supporting specific and well documented programmes carried out as association activities;
 - d. funding from the EU and international organisations;
 - e. revenues from provision of services;
 - f. donations from members and third parties;
 - g. revenues from fund-raising activities, such as fetes and lotteries;
 - h. other revenues compatible with the social purposes of community-based organisations.
2. The proceeds of activities cannot, under any circumstances, be distributed among members, even indirectly.
3. The Association is forbidden from distributing, even indirectly, profits, surpluses and funds, reserves or capital for the whole duration of the Association.
4. The Association *We are here Venice* is a non-profit organisation and excludes any business that is not performed marginally or somehow auxiliary, secondary and instrumental to the pursuit of the organisation's objectives.

ART. 15 - Economic-financial Statement

1. The financial statements of the Association is annual and runs from the first of January of each year. The balance sheet contains all revenue and expenditure for the previous year. The budget contains expenditure estimates and revenue budget for the next financial year.
2. The financial statement is drafted by the Board of Directors and approved by the regular general assembly with a majority quorum provided for in this statute, it is deposited at the registered office of the Association at least 20 days before the meeting and may be inspected by any member.
3. The final budget (or Income Statement) must be approved by 30 April of the year following the end of the fiscal year.

ART. 16 - Dissolution of the association and transfer of assets

1. The dissolution of the association will be decided only by the General Assembly according to provisions established in art. 9.
2. In the event of the dissolution of *We are here Venice*, its property, funds, and other assets shall be transferred to another organization or organizations operated exclusively for charitable, educational, and/or scientific purposes.
3. The logo and denomination of the association cannot be modified. The denomination and activities of the Association cannot be used on a personal basis, without a specific mandate.

ART. 17 - Final provisions

1. The provisions of the Civil Code and the laws in force shall apply for anything not expressly set forth in this Statute.
2. Insurance for illness, accident and third party liability of the Association volunteers is compulsory, their names shall appear in the register of members, which is mandatory and governed by Ministerial Decree of February 14, 1992 and subsequent amendments.