VIS

VOLONTARIATO INTERNAZIONALE PER LO SVILUPPO, ETS

BYLAWS

Art. 1 – CONSTITUTION - DENOMINATION – HEAD OFFICE

1. The Association «VOLONTARIATO INTERNAZIONALE PER LO SVILUPPO, ETS» (in short «VIS»), was established by deed on 3rd March 1986, rep. 70473, Dott. Oscar Ghione Notary in Torino, promoted by the «CENTRO NAZIONALE OPERE SALESIANE - CNOS».

2. The Association is a non-governmental organization (NGO) and a third sector body (ETS) registered pursuant to art. 26, par. 2 of Law 11/08/2014 n. 125, in the List of Civil Society Organizations (CSOs) of the Italian Agency for International Cooperation, with Decree 2016/337/000285/2 of 4th April 2016.

3. The Association registered office is in Rome, currently at Via Appia Antica n. 126; the Head Office can be transferred elsewhere, provided it is in Italy, upon resolution of the Executive Committee. The Association may have secondary operational offices in Italy and abroad, and this without needing changes in the Bylaws provided this is decided by the Executive Committee.

Art. 2 – PURPOSES AND OBJECTIVES

1. The Association is inspired by the Christian values and the Social Doctrine of the Church, by Don Bosco's "preventive system" and the contributions of the Salesian educational practice. More precisely VIS:

a) believes that every person should be able to fully enjoy their rights and participate actively and with dignity in the life of the community promoting its development;

b) regards development as an increase in the capacities of each person – considered as individual and member of the community - and, therefore, a human development perceived as integral, universal, and sustainable in the social, economic, political and environmental sense;

c) values international cooperation as a fundamental tool for the pursuit of peace and development especially of the most vulnerable and in need groups, particularly girls, boys and young people, offering them educational, training and employment opportunities, as well as tools for the promotion and protection of their rights;

d) believes in the spirit of voluntary service aimed at the development of peoples and the promotion of human rights and peace, especially through the enhancement, preparation and training of young people and operators included in the programs and institutional activities implemented both in partner countries and in Italy.

2. The Association pursues solely - no profit and in full autonomy and independence - civic, solidarity and social utility purposes by carrying out, exclusively or principally, one or more activities of general interest, as defined by the current legislation. VIS institutional aims are the fight against poverty, inequalities and social exclusion, the pursuit of peace, human and sustainable development, the promotion and protection of human rights, the dissemination of a culture of solidarity, inclusion, and the cooperation among peoples.

Art. 3 – ACTIVITIES AND OPERATION CRITERIA

1. To fulfil its scope, the Association implements exclusively or mainly the following activities of general interest:

a) development cooperation;

b) education and vocational training in addition to cultural activities of social interest with educational purposes;

c) university and post-university training;

d) organization and management of cultural, artistic or recreational of social interest activities, including editorial activities, promotion and dissemination of culture and of the volunteering praxis and of activities of general interest;

e) extra-curricular training aimed at preventing school dropout, academic and educational success and the fight against educational poverty;

f) promotion of the culture of legality, peace among peoples, nonviolence and unarmed defence;

g) human rights promotion and protection, civil, social and political, and the rights of the beneficiaries of the activities of general interest;

h) humanitarian reception and social integration of migrants;

i) charity, distance support, free supply of food or products, or provision of money, goods, and services in support of disadvantaged people or activities of general interest.

2. The Association, therefore, can implement - by way of example and not limited to - the following activities:

a) identify, develop and implement programs and interventions aimed at fighting poverty and inequalities, promoting social inclusion and cohesion, promoting and protecting human rights - with particular regard to girls, boys, young people and vulnerable groups - and social development - economic, socio-professional integration, strengthening of civil society and institutions, protection of the environment, natural resources and artistic and cultural heritage, especially through education, training and any other action functional to the pursuit of the purposes specified above;

b) intervene in emergency situations deriving from conflicts or natural disasters in countries where interventions are already underway with local partners or upon their specific request, pursuing the typical objectives of humanitarian aid and the restoration of development conditions in support of the most vulnerable communities and groups;

c) elaboration and implementation of projects and initiatives in the field of migration, integration, inclusion and interculture, in Italy and in partner countries, inspired by the human rights promotion and protection;

d) take action in representation ("advocacy") of the main recipients of its programs and partners to convey their requests and interests to the institutional bodies where this is permitted for civil society organizations, as well as networking with others organizations and entities, to intervene in synergy on political, administrative, economic and social decision makers, at national and international level, and to promote changes inspired by human and sustainable development and human rights promotion and protection;

e) implement research and evaluation (social, economic, juridical or of other nature) activities related to the topics connected with the Association scope and activities, also in collaboration with national and international, public and private, institutions and organizations;

f) specific training and preparation of volunteers and development operators with the aim of increasing in an appropriate way their knowledge about aspects and dynamics of development, qualify the specific contribution of the volunteering action, deepen their knowledge about the partner countries in the anthropological, cultural, socio-political, economic, religious and linguistic components;

g) communication, information, training and update on issues related to the purposes of the Association, among which the international cooperation for sustainable and human development, the humanitarian

aid, the human rights promotion and protection, volunteering, as well as public opinion or specific target groups within it awareness raising activities on global citizenship education and interculture;

h) publishing activities to produce magazines and periodical publications, including multimedia publications, and organization of conferences, seminars, and symposia, cultural, musical, artistic and food and wine events connected to programs and campaigns.

3. The Association implements the above indicate activities based on the following principles and operational criteria:

a) adherence to the fundamental principles of international law on development cooperation and humanitarian aid, in particular those of humanity, neutrality, impartiality and independence;

b) careful consideration of the framework of the strategic guidelines defined by the international community (Italy, European Union, United Nations, other international agencies and organizations) through laws, regulations, decisions, resolutions and communications on development cooperation and humanitarian aid, and through the collaboration established by VIS with local communities, institutions and associations of partner countries;

c) promotion and development of partnerships as crucial means of cooperation in partner countries, in collaboration with local civil, social and ecclesial entities;

d) enhancement and utilization of volunteers, operators, experts, technicians and other staff suitable to intervene and operate within the programs and activities of the Association, who share the identity of the organization and adhere to its purposes;

e) development, at national and international level, of collaborations and synergies with other Salesian or Salesian-inspired bodies and organizations, with universities, research and training centers, other NGOs /CSOs, communities of migrants and social structures of the diasporas, as well as with any other actor relevant and significant for the pursuit of the purposes and the realization of the activities of the Association.

4. To make action more effective, the Association can establish or join second-level organizations, unions, federations, networks, and platforms that have objectives related or functional to the mission and purpose of the Association. For the same purpose or to allow its operations in partner countries, the Association may also request accreditations, certificates, partnerships, official recognition, and registration in registers with international organizations, institutional donors, and other bodies, at national and international level, as well as with local authorities in partner countries. The Executive Committee decides on the above actions.

5. The Association may implement various activities, secondary and instrumental to its general interest activities according to the criteria and limits established by the current legislation, including through voluntary and pro bono resources. The Social Body responsible for identifying these different activities is the Executive Committee.

6. The Association can raise funds, meaning set of activities and initiatives put in place in order to finance its activities of general interest, also through the request to third parties for bequests, donations and pro-bono contributions; fundraising can also be carried out in an organized and continuous form, also through request to the public or through the sale or supply of goods or services of modest value, using own and third party resources, including volunteers and employees, in compliance with the principles of truth, transparency and fairness towards supporters and public, and in compliance with the guidelines adopted by the competent public authorities.

Art. 4 - CONNECTION WITH THE PROMOTING BODY

1. The Association recognizes the role of the Promoting Body CNOS as guarantor of the inspiration codified in the Constitutions of the Salesian Congregation.

Art. 5 - MEMBERS

1. Members of the Association are natural and legal persons, including de facto entities, knowledgeable in the socio-educational area of volunteering and international development cooperation, who agree with the inspiring principles and institutional purposes referred to in Article 2 and actively collaborate in their pursuit.

Art. 6 - MEMBERSHIP

1. Application for membership is submitted to the Executive Committee; and the Members' Assembly decides about acceptance.

2. Admission obliges all Members to respect the present Bylaws, the internal regulations and the decisions adopted by the relevant Social Bodies of the Association together with the payment of the membership fees.

Art. 7 – WITHDRAWAL, FORFEITURE AND EXCLUSION

1. Every member is free to withdraw from the Association, by sending written communication to the Executive Committee.

2. The Members' Assembly can declare forfeited the Member who ceases to carry out the specific activities of the Association or is not up to date with the payment of the membership fees.

3. A Member exclusion, if a behaviour in contrast with the aims of the Association is identified, occurs through a resolution of the Members 'Assembly.

4. The withdrawing, forfeited or excluded Member does not have the right to the refund of the membership fees paid.

Art. 8 - PARTICIPANTS

1. Participants - admitted, according to the procedures established by internal regulations, to participate in the activities of the Association - are the volunteers, animators, collaborators, and supporters, both natural and legal persons, including de facto entities, who, non-profit, share the inspiring principles and purposes identified in the previous article 2 and intend to actively collaborate in their realization. These entities can be configured as secondary operational offices named "VIS Presidia".

2. The application for Participant is submitted to the Executive Committee who decides about the acceptance.

3. Admission obliges all Participants, as far as they are concerned, to respect the present Bylaws, the internal regulations and the decisions adopted by the relevant Social Bodies of the Association.

Art. 9 – SOCIAL BODIES

The Social Bodies of the Association are:
a) Members' Assembly;
b) Participants' Assembly;
c)Executive Committee;

d) the President;

e) the Vice Presidents;f) the Treasurer;g) the Board of Auditors.

Art. 10 – MEMBERS' ASSEMBLY

1. The Members' Assembly is the supreme body of the Association.

2. The Members' Assembly, duly convened and constituted, represents all the Members and its resolutions, taken in accordance with these Bylaws and the internal Regulations, and obliges all Members, even those absent or dissenting.

3.In the ordinary and extraordinary Members' Assemblies with right to vote participate:

a) Members registered for at least three months in the register of associates and in good standing with the payment of membership fees;

b) Representatives of the Executive Committee, with no right to vote unless Members;

c) Representative of the Board of Auditors with no right to vote unless Member.

4. Proxy for voting can only be granted to another Member, who cannot cast more than one vote in addition to his/her own; the proxy must be given in writing, also at the bottom of the notice of the convocation.

5. The ordinary Members' Assembly is convened at least once a year by the President who chairs it or by whoever takes his/her place, within six months of the end of the previous financial year, by written communication sent to the Members at least thirty days before the meeting date by registered letter with acknowledgment of receipt or traceable e-mail or other equivalent means.

6. It is up to the Members' ordinary Assembly to:

a) elect the among the Members and Participants the President, one Vice President, the Treasurer and all the Councillors of the Executive Committee;

b) appoint one of the members of the Board of Auditors, if in collegial form, even outside the Members and Participants;

c) approve the annual report of the President on the state of the Association;

d) define the annual policies and plans of the Association;

e) dispose, also during the financial year, of the amount of any supplementary portions of the annual quota determined by the Executive Committee;

f) approve the annual budgets and final accounts;

g) approve, if its drafting is required by law or decided by the same Members' Assembly, the Activities Summary Report taking into account, among the other elements, the nature of the activity carried out and the size of the organization, also for the purpose of evaluating the social impact of the implemented activities;

h) decide about any responsibilities of the members of the Social Bodies and promote liability action against them;

i) approve the transformation, merger or demerger of the Association;

j) authorize any regulation regarding the procedures for the meetings;

k) decide about other items attributed by law to his/her competence.

7. The Extraordinary Members' Assembly is convened by the President who chairs it or by whoever takes his/her place, by written communication sent to the Members at least sixty days before the meeting date by registered letter with acknowledgment of receipt or traceable e-mail or other equivalent means: a) to proceed with Bylaws amendments;

b) upon request of at least half of the Members;

c) due to the resignation of the majority of the elected members of the Executive Committee;

d) to deliberate the dissolution of the Association, the appointment of liquidators and the devolution of the corporate assets.

8. Resolutions in ordinary session are taken by majority of votes and with the presence of at least half of the members; on second call, the resolution is valid whatever the number of attendees; in extraordinary session the resolutions are valid with the presence of at least half of the members and are taken by a majority of votes or by a majority of three quarters of the members as regards the dissolution of the Association, the appointment of liquidators and the devolution of the assets of the association.

9.The Assemblies can also be held via teleconference, videoconference or video call, provided that all participating Members can be identified and are allowed to follow the discussion and intervene in real time in the discussion of the items on the Agenda. Once these requirements have been verified, the Members' Assembly is considered to be held in the place where the person chairing is located together with the Secretary called by the same chair to take the minutes; this to allow drafting and signing of the minutes written in the specific book.

Art. 11 – PARTICIPANTS' ASSEMBLY

1. The Participants' Assembly, duly convened and constituted, represents all the Participants and its resolutions, taken in accordance with these Bylaws and the internal Regulations, oblige all Participants, even those absent or dissenting.

2. Also the members of the Executive Committee, with no right to vote unless Participants and the Board of Auditors with no right to vote have the right to participate in the Participants' Assembly.

3. Proxy for voting can only be granted to another Participant, who cannot cast more than one vote in addition to his/her own.

4. The Participants' Assembly is convened at least twice a year by the President who chairs it or by whoever takes his/her place, by written communication sent to the Members at least thirty days before the meeting date.

5. It is up to the Participants' Assembly to:

a) elect the among the Participants one of the two Vice Presidents;

b) appoint the Board of Auditors, if one-person entity, or two components of the same including the President if in collegial form, even outside the Members and Participants;

c) prepare action and organization proposals to be submitted to the Executive Committee;

d) draft coordination plans for the activities of the Association in the territory.

6. Resolutions are valid whatever number of Participants is present and are taken by simple majority of valid votes.

Art. 12 – EXECUTIVE COMMITTEE

1. The Executive Committee is composed of the President, the two Vice-Presidents, one of whom is elected by the Participants' Assembly, the Treasurer, and one to three Councillors.

2. The members of the Executive Committee can be chosen from among the Members or Participants; they are elected, except for the Vice-President elected by the Participants 'Assembly, by the Members' Assembly; they remain in office for four years and are eligible for re-election.

3. If one or more members of the Executive Committee are missing, the others replace them, provided that the majority is always made up of members appointed by the Members' Assembly. The members thus appointed remain in office until the next Members' Assembly. If the majority of the members appointed by the Members' Assembly ceases to exist, those remaining in office must convene the

Members' Assembly to replace the missing ones, who will end their office together with those in office at the time of their appointment.

4. It is up to the Executive Committee to:

a) look after of the ordinary and extraordinary administration of the Association in accordance with the programmatic choices and annual plans approved by the Members' Assembly;

b) approve the internal agreements with individual Members or Participants;

c) at the beginning of each fiscal year, determine the amount of the annual membership fee due by each Member and, during the financial year, the amount of any supplementary fees of the annual fee, necessary to support the activities of the Association, due by each Member;

d) deliberating on all matters of an urgent nature, submitting the relevant resolutions to the first meeting of the Members' Assembly for ratification;

e) issue internal Regulations;

f) identify the various secondary and instrumental activities the Association may implement;

g) prepare the draft financial statements to be submitted to the Members' Assembly.

5. The meetings of the Executive Committee can also be held via teleconference, videoconference, or video call, provided that all participants can be identified and are allowed to follow the discussion and intervene in real time in the discussion of the items on the Agenda Once these requirements have been verified, the is considered to be held in the place where the person chairing is located. The Secretary, called to take the minutes on the recommendation of the chair of the meeting, will take care of the drafting and signing of the minutes written in the appropriate book, to be countersigned by the chair of the meeting.

6. The Executive Committee is convened by the President, or by whoever takes his/her place, by written communication sent to the Members at least thirty days before the meeting date by registered letter with acknowledgment of receipt or traceable e-mail or other equivalent means which must contain the agenda, place and date of the meeting and must be received by the members of the Executive Committee at least five days in advance of the meeting or, in case of urgency justified in the notice of convocation, at least two days before.

7. The meetings of the Executive Committee are valid with the presence of at least half plus two of the members and participation by proxy is not allowed.

Art. 13 - PRESIDENT

1. The President of the Association is elected by the Members Assembly and remains in office for four years and can be re-elected for not more than two consecutive terms.

2. The President has the corporate signature and the legal representation of the Association in all respects for the ordinary and extraordinary administration. He/she can open or close bank accounts in Italy and abroad. He/she convenes and chairs the Members' Assembly, the Participants' Assembly, and the Executive Committee.

3. In addition the President:

a) provides that the payments, fees or corresponding in any capacity assigned to the members of the administration and control bodies as well as to the managers are published in the manner and forms of law;

b) can avail itself of the use of consultants and employees for performing his/her duties;

c) can issue special powers of attorney through which he/she can delegate all or part of his/her powers;

d) appoints the lawyers by granting them powers of attorney for litigations.

4. The President may, in urgent cases, act and take decisions falling within the competence of the Executive Committee and submit them for approval at the first meeting of the Committee.

5. The President, in case of hindrance or absence, is replaced by the elder Vice President. Furthermore, the President, also on the proposal of the Executive Committee, can delegate part of his/her competences to the Vice Presidents.

Art. 14 – VICE PRESIDENTS

1. The Vice Presidents are members of the Executive Committee and exercise, separately and even permanently, the proxies received, by the President, replacing the same in case of his/her impediment.

Art. 15 - TREASURER

1. The Treasurer supervises the fulfilment of the administration services, prepares the annual budget and final balance to be submitted to the competent Social Bodies, and exercises the powers received in the administrative and financial sphere, even permanently, from the President, with the power to sign bank and postal accounts of the Association.

Art. 16 – BOARD OF AUDITORS

1. The Members' Assembly and the Participants' Assembly will appoint the effective members of the Board of Auditors, in a single or collective form, and of the alternate members, in accordance with the provisions of Articles 10 and 11. The Board of Auditors remains in office for four years.

2. To this Body the rules, as being compatible, of these Bylaws governing the subjective requirements, activity, and powers of the Board of Auditors, will apply.

It is up to the Board of Auditors to:

a) supervise compliance with the law and the Bylaws of the Association and compliance with the principles of correct administration, including those relating to the administrative liability of offending of the organizations where applicable, as well as the adequacy of the organizational, administrative and accounting structure and its concrete functioning, in addition to all the duties and inspection powers assigned by the law in force;

b) carry out monitoring tasks on the compliance with the civic, solidarity and social utility purposes, in particular for the type of actions of general interest implemented, on the different activities, on fundraising activities, on the assets destination and on the absence profit;

c) when drafting is envisaged, certify that the Activities Summary Report has been drawn up in compliance with the specific regulations and good practices;

d) carry out, except in the case referred to in the following paragraph, the statutory audit.

3. The statutory audit can be entrusted by the Executive Committee to an external auditor or to a statutory auditing company given they are registered in the appropriate register.

Art. 17 – INTERNAL AGREEMENTS

1. Between the Association and the individual Members or Participants agreements can be established aimed at the realization of projects and initiatives, also with public funding, or allowing Members and Participants to collaborate in the projects, in compliance with their mutual responsibilities and the conditions set out in the same agreements.

2. Such agreements are drafted and approved by the Executive Committee and stipulated by the President and by the Member or Participant (natural person or representative of the latter in case of organization).

Art. 18 – EQUITY AND PROCEEDS

1. The assets of the Association consist of:

a) assets owned by the Association;

b) reserve funds made up of the operating remaining balance;

c) disbursements, donations, and bequests, expressly intended as asset.

2. The proceeds of the Association consist of:

a) Members shares and contributions;

b) inheritances, disbursements, donations and legacies, expressly intended for VIS;

c) contributions from the State, Regions, local authorities and other national public institutions, as well as from the European Union, United Nations Agencies and other international bodies;

d) income relating to the performance of activities of general interest;

e) income relating to the performance of different activities;

f) income deriving from fundraising activities;

g) any other income admitted pursuant to current legislation.

3. The Association has the obligation to use the assets, including any revenues, income, proceeds, returns however named, for the performance of statutory activities for the exclusive pursuit of civic, solidarity and social utility purposes. The distribution is forbidden, even indirectly, of profits and operating remaining balances, funds and reserves however denominated to Members, Participants, workers and collaborators, directors, and other members of the social bodies, even in case of withdrawal or any other hypothesis of individual dissolution of the relationship with the Association; it is mandatory to reinvest any operating remaining balance in favour of institutional activities foreseen by the Bylaws.

4. The assets may in no case be less than the liquid and available sum necessary for the achievement and maintenance of the legal personality of the Association.

Art. 19 – SOCIAL BOOKS

1. Are among the compulsory social books:

a) book of the associates;

b) register of the meetings and resolutions of the Assemblies, where the minutes drawn up by public deed must be transcribed;

c) register of the meetings and resolutions of the Executive Committee;

d) register of the meetings and resolutions of the Board of Auditors.

2. The company books are kept by the body to which they refer and the minutes of the meetings are transcribed in them, including those drawn up by public deed.

Art. 20 – FINANCIAL YEAR

1. The financial year of the Association starts on 1st January ending on 31st December of each year.

2. At the end of each financial year the Treasurer prepares the final financial statement and balance sheet and for the subsequent year to be submitted for review to the Board of Auditors and for approval to the Members' Assembly, upon presentation of the draft budget to the Executive Committee.

3.The final financial statement of the financial year must be drawn up according to the criteria established by the legislation on third sector organizations, it consists of the balance sheet, the management report, with the indication of income and expenditures, and the mission report showing the balance sheet items, the economic and managerial performance of the Association and the methods of pursuing the statutory purposes.

4. The final financial statement and, if foreseen by the law or established on an optional basis, the Activities Summary Report, must be approved and deposited – within the 30th June of each year – with the Registro Unico Nazionale del Terzo Settore.

Art. 21 - DURATION

1. The duration of the Association is unlimited; it can be dissolved only by decision of the extraordinary Members' Assembly.

Art. 22 - DISSOLUTION

1. In case of dissolution, the extraordinary Members' Assembly will proceed according to the indications prescribed in the present Bylaws.

2. In case of dissolution, any residual equity will be devolved, subject to the positive opinion of the dell'Ufficio Statale del Registro Unico Nazionale del Terzo Settore, and unless otherwise required by law, to other Third Sector organizations according to the decisions of the Executive Committee.

Art. 23 – CORPORATE POSITIONS

1. Access to corporate functions is allowed to each Member; in case of non-natural person, access is allowed to the legal representative or his/her delegate. The Rule Book governs the application and election procedures.

2. The offices assumed within the Executive Committee may provide for an indemnity set within the regulatory limits: for these the Members' Assembly sets the annual indemnity for the office, proportional to the related activities, according to the criteria established by the Rule Book.

3. No member of the Executive Committee can establish permanent, recurring, or structural employment relationships with the Association, under penalty of forfeiture of office.

Art. 24 – EMPLOYMENT AND VOLUNTEERING RELATIONSHIPS

1. The Association can hire employees or make use of self-employed or other types of work. Employees have the right to an economic and regulatory treatment not lower than that provided for by the collective agreements stipulated by the comparatively most representative trade unions at the national level. In any case, the salary difference between employees cannot exceed the ratio, to be calculated based on the gross annual salary, possibly established by the legislation on third sector entities.

2.The Association can make use of volunteers in implementing its activities, who must be registered in a special register if they perform their duties in a non-occasional way. The activity of the volunteers cannot be paid; they can only be reimbursed for the expenses actually incurred and documented for the activity accomplished, while a lump-sum reimbursement of expenses remains forbidden. In any case, the expenses incurred by the volunteers can be reimbursed within the limits of what is provided for by

current legislation. The condition of volunteer is incompatible with any form of subordinate or self-employed employment relationship and with any other paid employment relationship.

Art. 25 - REGULATIONS

1. The organization and activity of the Association are regulated by the internal Regulations.

2. The Regulations and the related changes are decided by the Executive Committee and ratified at the first meeting of the Members' Assembly.

3. Furthermore the Association plans and adopts the Code of Conduct, the policies, and any other procedure necessary or appropriate to guarantee the respect of the standards established by the donors and the institutional stakeholders, national and international, with whom it interacts for the implementation of its activities. These records are decided by the Executive Committee.

Art. 26 – FINAL PROVISIONS

1. For any matters not expressly provided for by the Articles of Association and the Bylaws, the provisions of the law apply.

Art. 27 – TRANSITIONAL AND REFERRAL RULES

1. For anything not provided for in these Bylaws, the regulations in force for organizations of the Third Sector Entities and, for what is not provided for in them and as compatible, the rules of the Civil Code are valid. The procedures incompatible with the Legislative Decree no. 460/1997 are deferred to the date of repeal of the No-profit Entities (Onlus) discipline referred to in the same Legislative Decree.

2. Any reference to the Registro Unico del Terzo Settore and the denomination Ente del Terzo Settore (ETS) is suspended until the Registry is operational.