

## **STATUTE OF THE ASSOCIATION FLARE (Freedom, Legality and Rights in Europe)**

### ***TITLE I. GENERAL DISPOSITIONS***

#### **Art. 1. Constitution**

1. The Network of NGOs "FLARE" is constituted, according to the law of Italy, with its headquarters in Turin, hereafter defined simply "FLARE".
2. FLARE is constituted by the following associations:
  - a) ...
3. FLARE is a non-profit organization.
4. FLARE:
  - a) pursues predominantly intents of social and cultural co-operation on the territories of provenance of the Associates and at international level;
  - b) carries out only the activities related to the aims described in the Article 4 of the present Statute;
  - c) does not distribute, neither indirectly, profit or management surplus or capital sums during its existence, unless this is fixed by the law or it is in favour of other non-profit-making organizations which have a social utility and that according to the law, their statute or regulations are a part of the same unitary structure;
  - d) employs the profit, if any, or management surplus for the Association's development, the realization of institutional activities and the ones directly related to the latter;
  - e) in case of dissolution, whatever the cause may be, it will devolve its patrimony, after consulting the Organism of Control, to other non-profit, social promotion organizations or for public utility purposes, unless there is a rule fixed by the law.
5. What stated in the previous comma will follow limits and conditions required by the norms of the Law Decree No. 383, December 7<sup>th</sup> 2000.
6. The Association has an unlimited duration.
7. The extraordinary Assembly of the Associates, with a majority of 3/4 of the members having the right to vote, deliberates the Association's dissolution.

#### **Art. 2. Statute and enforcement regulation**

1. FLARE is ruled by the present Statute and acts according to the legal order.
2. Compliance to the Statute is mandatory for all the Associates.
3. It may be modified – upon proposal by the President, or rather by at least one third of the Counsellors and under adequate compilation of forms correctly approved by the Directorate (Board) – with a normal deliberation by the Assembly, with a majority of 2/3 of the members having the right to vote.
4. The Statute is interpreted in respect of the rules of the interpretation of contracts and according to the criteria from the Article 12 of the pre-laws to the Civil Code.

#### **Art. 3. Care of the Association's reliability and public trust**

1. The Association takes in charge the transparency of all its activities, by presenting to





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anyone who requires for it:

a) Reports upon:

- the range of objectives determined by the Association;
- activities and results;
- deductibility of contributions, if any;
- the organization's structure and the Directorate;
- the economical situation and financial activities.

b) The complete annual balance sheets.

2. The Association is committed to show evidence that the informative materials are in fact accurate, truthful and not deceptive, both as a body and in its details.

#### **Art. 4. Principles, Aims, Modalities and Activities**

Considering the increasingly clear transnational and international character of the criminal organizations undermining the rights and the civil cohabitation of all the citizens of the world, we believe that a social, cultural and political response is necessary, and an equally transnational and international one.

We believe the European institutions are the main instruments to use in order to affirm the rights and liberties denied by the constant growth of the phenomenon of organized crime, not only in the EU Member States, but also in the countries of the European Neighborhood Policies and worldwide.

For these reasons, FLARE intends to:

1. Operate at an international level to:

- (a) Study and contrast the phenomenon of international organized crime at a social and political level.
- (b) Favour the cultural and social growth of all the Countries of the world.
- (c) Promote exchanges, in the ambition of the globalization of human rights, of the rights of workers and of the effective relations between different cultures.
- (d) Develop the concepts of peace, justice and legality within civil societies.
- (e) Act as an observatory on the phenomenon of international organized crime.
- (f) Sensibilize the international public opinion in order to achieve democratic strengthening and an increasingly spread culture of legality and justice.
- (g) Operate at a civil society level to promote activities of contrast to the phenomena tied to organized crime.
- (h) Promote any action able to favour the proclamation of increasingly effective legislation in the matter of fight against organized crime.
- (i) Support the consolidation of active and European citizenship, with a particular attention to younger generations, helping as much as possible the process of European integration, especially toward neo-communitarian Countries.
- (j) Promote culture, propagating the capillarization within the social background, supporting the development of artistic manifestations and expressions of free thought, with a particular attention to emerging and youth artistic manifestations, in order to grow the critical conscience of the younger individuals.

On this purpose, FLARE intends to establish proactive collaboration relationships with:

- local and national administration, public and private entities in the developing countries;
- NGOs, and European and globally recognized co-operation organizations and their



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- associations;
- the European Union and its institutions;
  - the Council of Europe and its institutions;
  - the United Nations and other regional structures;
  - Entities and Institutions of international public law, as well as public and private, in Italy and Europe;
  - cultural centres, Associations for friendship between countries, research and cultural institutes operating in the matters of relationships with developing countries;
  - local, national and international associations, volunteer groups committed in activities related to the ones of the Association;
  - trade unions and organizations of workers on a local, national and international level.
2. Organize or rather directly manage:
- a) cultural and performing arts events in the fields of music, theatre, cinema, as well as A-V and multimedia productions, concerts, literary reviews, art exhibitions and sports, meetings centres upon gastronomic and enologic culture, and every form of cultural or artistic happening;
  - b) training and educational activities such as laboratories, courses, work-shops, conventions and seminars aimed at promoting expressive and dynamic abilities;
  - c) discussion and self-training groups oriented basically at youth, also through peer-education methods, aimed at developing an active idea of citizenship, democratic participation and social responsibility, both individual and collective;
  - d) exchange projects aimed at enhancing the knowledge and acceptance of differences, as well as the cooperation between peers;
  - e) studies and research concerning social macro-phenomena, particularly regarding organized crime;
  - f) studies and research concerning the legislation, both national and European, bi- and multi-lateral treaties, particularly regarding organized crime;
  - g) production of artistic, cultural, editorial and social materials in full respect of the principles, the aims and the modalities of the Association;
  - h) activities in schools and universities.

## **TITLE II. ASSOCIATES**

### **Art. 5. Associates**

1. The Associates are the members of the Association, listed in the Book of Associates.
2. The Associates are of two types: Founder Associates, and Ordinary Associates.
3. The Associates cease to belong to the Association by:
  - a) voluntary resignation;
  - b) missing payment of the due membership fees for two consecutive years;
  - c) indignity disposed of by the Board of Directors or by the Assembly, and ratified by the Assembly with a majority of 2/3 of the members having the right to vote.

### **Art. 6. Founder Associates**

1. The subscribers of the Certificate of incorporation are Founder Associates by right.





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2. The Ordinary Associates can become Founder Associates, after 3 consecutive years of membership, by making a request, subject to approval by the majority of the Founder Associates.
3. The Founder Associates have the task of suggesting the candidacies for the Presidency and the Board of Directors.

### **Art. 7. Enrolment in the Association**

1. The candidate Associates submit for enrolment following the approved forms declaring they accept without any reservation the Statute and the Regulation of the Association.
2. For the submission for enrolment to be accepted, the candidate Associate that submitted it must have the following requisites:
  - a) To be an Association recognized by the law of the Country *de iure* and/or *de facto* and/or by the European Union and/or by one of the Member States of the European Union;
  - b) To specify in the submission for enrolment if it belongs to other networks of associations and/or to political organizations. In case of evident or suspect conflicts of interests, it will be a faculty of the Assembly to reject the submission or to propose alternative solutions.
  - c) Not having among its leaders persons sentenced for organised criminality related allegations.
3. The Assembly, once verified of the above-listed requisites, decides the prospective acceptance of the submission for enrolment with an absolute majority of half plus one of those who have the right to vote. The new Associate might declared in trial for one year; in this case, though having all the recognized rights, it will be definitively associated only with a new decision of the Assembly within one year from the first one, when the votes of the Associates in trial do not combine in the obtainment of the *quorum*.
4. The subscription accrues from the date of the decision of the Assembly.

### **Art. 8. Rights and duties of the Associates**

1. Every Associate has the right to express one representative in the Assembly.
2. Every Associate has the right to use the name and logotype of FLARE according to the rules defined by the present Statute and by the Regulation approved by the Assembly.
3. Every Associate has the right and the duty to take part in the Assembly, in person or by proxy, to carry out the work pre-emptively agreed, to exert the right to vote, to elect the social offices.
4. Every Associate has the right to elaborate projectual ideas and propose them to the Board of Directors.
5. Every Associate has the right to resign from the Association.
6. Every Associate has the right to view and copy the minutes of meetings of the social offices and all the archived documentation.
7. All Associates are due to respect the norms of the present Statute, to pay the membership fee, except in justified cases, and prospective contributions for the amount determined by the Assembly upon proposal from the Directorate.
8. Every Associate may not act as a proxy to more than one people; the proxy statements must be signed and the appropriate form must be used.



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### **Art. 9. Unworthiness, suspension, disqualification**

1. An Associate may be declared unworthy, suspended or disqualified if:
  - a) shows open hostility and unfairness toward other Associates;
  - b) shows bad faith or lack of responsibility toward the Association;
  - c) does not respect the norms of the present Statute or those of the Regulation;
  - d) does not carry on the assigned tasks;
  - e) does defame the Association;
  - f) uses the name of the Association for personal initiatives without prior discussion or out of the scope of the regulations on the matter defined in the present Statute and in the Regulation;
  - g) carries his/her activity in a whimsical and/or sporadic manner, without valuable reasons;
  - h) decides to associate in other organizations, movements or political parties, that give way to a clear conflict of interest;
  - i) its leaders are condemned for organised criminality related allegations.

## ***TITLE III. SOCIAL OFFICES AND ADMINISTRATION***

### **Art. 10. Social offices**

1. The Organs of the Association are:
  - a) the Assembly;
  - b) the Board of Directors;
  - c) the President;
  - d) the Treasurer;
  - e) the Scientific Committee.

### **Art. 11. The Assembly**

1. The Assembly is formed by one representative for every Associate.
2. The Ordinary Assembly must be summoned at least two times a year.
3. Subsequent ordinary meetings are summoned by the President or who is in his/her stead, planning the order of the day, indicating the matters to be dealt with, at least 45 days before the due date, in writing.
4. Both ordinarily and extraordinarily, the Assembly may be summoned every time the President – or 1/3 of the Board of Directors – consider it as opportune.
5. The Assembly may as well be summoned in an extraordinary session in case at least one quarter of the Associates requests it. In such case, the President must provide for the summoning within 15 days after receiving the call, and the Assembly must be held within 30 days past the summoning communication.
6. The responsibilities of the Ordinary Assembly are:
  - a) to set the directives for the activity of the Association, according to the principles of the present Statute;
  - b) to elect the Board of Directors following the norms described in the article 7;
  - c) to elect the President following the norms described in the article 8;
  - d) to elect the Treasurer following the norms described in the article 9;
  - e) to determine, under proposal by the Board of Directors, the amounts of ordinary and





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- extraordinary contributions due by the Associates;
  - f) to approve the budget plan, as well as the final balance, and also the project balance, prepared by the Board of Directors;
  - g) to approve the Regulation, with a majority of at least 2/3 of the attending;
  - h) to evaluate the work of the associates and to approve the annual Working Plan prepared and written by the Board of Directors.
7. The responsibilities of the Extraordinary Assembly are:
- a) to analyze and vote in a definitive fashion the legality of any appeal presented to it. The assembly will judge *ex bono at aequo* without any procedural formality;
  - b) to decide upon modifications to the present Statute;
  - c) to decide, with a majority of 2/3 of the members having the right to vote, upon the dissolution of the Association.
8. The decisions of the Assembly are recorded in appropriate minutes, to be signed by the President and by the secretary of the session.
9. The Assembly meetings held at the first summoning are valid if at least half plus one of the Associates are present; at the second summoning, the meeting is valid whatever be the number of Associates present, personally or by proxy. For the Extraordinary assemblies to be valid, at least half plus one of the Associates must be present, both in the first and second summoning.
10. The decisions by the Assembly are said measures. Generally, the measures are adopted with a proportional majority of the voters, with the exception of those expressly indicated in the present Statute as requiring different majority rates.

## **Art. 12. The Board of Directors**

- 1) The Board of Directors is composed by a minimum of six members and a maximum of twelve, called Directors.
- 2) The President is a member by right of charge of the Board of Directors.
- 3) Every elected member of the Board of Directors will coordinate the activities related to one or more of the Assembly Commissions.
- 4) The members of the Board of Directors are elected by the Assembly according to the rules mentioned below:
  - a) The President submits to the Assembly the number of Councillors, between 6 and 12;
  - b) the number is voted with a simple majority;
  - c) the candidacies are proposed by the Founder Associates;
  - d) the first ones by obtained votes are elected, until the agreed number is reached;
- 5) The Board of Directors meets no less than once every 6 months, except in extraordinary cases.
- 6) At first summoning, it is regularly constituted by the presence of half plus one of the members, at second summoning by at least one third of the members.
- 7) The charge of the Board of Directors lasts for three years. Any member may be re-elected for a maximum of three consecutive legislations.
- 8) The members of the Board of Directors cease to be such for:
  - a) Voluntary resignation;
  - b) more than three consecutive unjustified absences (in that case the Councillor is disqualified also from the prospective charge or function he/she detains, and put before the binding judgement of the Assembly, according to the Statute);





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- c) unworthiness.
- 9) The substitutions of the decayed members are executed according to the Statute; their charge terminates at the same time as the rest of the Board of Directors.
- 10) The decisions are taken with a simple majority. In case it is not possible to reach an agreement concerning one or more proposals, the vote of the President has a double value.
- 11) The duration of the Board sessions is pre-emptively decided. All decision on the order of the day must be taken within the end of the session.
- 12) The decisions of the Directive are recorded in appropriate minutes, to be signed by the President and by the session's secretary.
- 13) The tasks of the Board of Directors are:
  - a) to manage the general projectuality of the Association and particularly its omogeneity;
  - b) to provide for the development of the Association and the achievement of the strategic objectives, for the communication and image of the Association itself through projectual meetings;
  - c) to manage in an equilibrate and harmonic fashion the resources – human also – of the whole Association;
  - d) the hiring and management of the personnel;
  - e) to evaluate and approve the official forms and the books of the Association, by which the carrying out of the associative life is simplified and uniformed;
  - f) to evaluate and prospectively approve donations, devises, contributions and prospective extraordinary taxes on associates, according to the principles of the present Statute;
  - g) to propose to the Assembly the ordinary and extraordinary fees for the Associates;
  - h) to propose and vote the prospective motions of disqualification toward the representative and elective charges, the Founder Associates and the Ordinary Associates. The decisions of the Board of Directors can be rejected by submitting recourse within thirty days past the session to the Assembly, that decides in a definitive manner, without formality of procedure;
  - i) to ratify, in the first useful session, the measures of competence adopted by the President or by the responsible managers, for exlcusive reasons of necessity and urgency;
  - j) to prepare and write the Annual Working Plan;
  - k) to approve or reject the projectual proposals;
  - l) to assess the progress of work, of the projectuality and of the work of the elective charges;
  - m) to submit to the Assembly prospective motions of indignity or suspension from the charges;
  - n) to authorize all expenses, exception made for the ordinary administration.

### **Art. 13. The President**

1. The President has the legal and formal representation of the Association. He/she is the warrantor of the execution of the decisions of the Assembly.
2. His/her charge lasts for three years and anyway until the date of the new election.
3. The candidacies are proposed by the Founder Associates.
4. He/she is elected by the Assembly with a simple majority, for a maximum of three consecutive legislations.
5. The charge of President gives right for all the duration of the charge to a seat in the Board





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of Directors.

6. In case of absence or impediment, he/she is substituted – in the legal representance of the Association also – by a Councillor delegated by the Board of Directors.
7. He/she has the task of representing the Association toward third parties. He/she gives attention to public visibility and to the image of the Association, promoting it.
8. He/she takes charge of the policies of the Association, decided by the Assembly and structured by the Board of Directors, organs to which he/she is due to respond concerning his/her work.
9. He summons and presides over the sessions of the Assembly and of the Board of Directors.
10. In case of necessity and urgency, he/she assumes the decisions of competence of the Board of Directors, submitting them to approval in the first useful session.
11. The failed ratification by the Board of Directors may lead to a motion of disqualification, that will be judged by the Assembly; the President may be disqualified with a measure taken with an absolute majority by the Associates.
12. He/she might propose motions of disqualification toward other charges to the Board of Directors.
13. He/she proposes the number of members of the Board of Directors to the Assembly.
14. He/she proposes the number and themes of the Assembly Commissions.
15. The President ceases to be such for:
  - a) Voluntary resignation;
  - b) prolonged and unjustified absence;
  - c) death or prolonged illness;
  - d) indignity.

#### **Art. 14. The Treasurer**

1. The charge of Treasurer can be entrusted by the Board of Directors, with an absolute majority, to a representative of an Associate in the Assembly.
2. His/her charge lasts for three years and anyway until the date of the new election.
3. In order to be elected, the Associate must be of legal age.
4. The charge of Treasurer gives right to take part in all the meetings of the Board of Directors, with no right to vote.
5. He/she is responsible for the accounting and ordinary administration during his/her charge.
6. He/she has the task of maintaining the books and the accounting documentation of the Association, and of monitoring the patrimonial situation of the Association.
7. He/she provides for the collection of the incomes and the payment of expenses in conformity with the decisions of the Board of Directors.
8. He/she prepares every year the budget plans and the financial statements to be submitted to the Board of Directors and to the Assembly for approval.
9. He/she manages the collaboration relationships inherent to the economic and fiscal matters.
10. The Treasurer ceases to be such for:
  - a) Voluntary resignation;
  - b) prolonged and unjustified absence;
  - c) death or prolonged illness;
  - d) indignity.





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### **Art. 15. The Scientific Committee**

- 1) The Scientific Committee is a body of consultancy of the Board of Directors. It is composed by a minimum of three members chosen by the Assembly under proposal by the Board of Directors, who may not be associates.
- 2) Its duties are:
  - a) to write studies and conduct research concerning the themes and the scope of competence of the Association;
  - b) to guarantee the scientificity and the coherence of the projects and initiatives of the Association;
  - c) to promote activities aimed at the sensibilization and training of managers, workers and associates.
- 3) The Scientific Committee lasts for three years and the members are renewable.

### **Art. 16. The Auditors**

1. The Committee of the Auditors is composed by at least three members chosen by the Board of Directors taking their specific qualifications under account.
2. The Committee has the following tasks:
  - a) to collaborate with the Treasurer;
  - b) to choose a recognized statement certifier;
  - c) to periodically verify the accounting, guaranteeing its legality;
  - d) to guarantee for the obtainment of the certification of the financial statements.
3. The Committee has a duration of three years.

### **Art. 17. Arbitrate Board**

1. Any controversy that may rise about the interpretation and the execution of the present Statute between the Offices, between the Offices and the Associates, or between the Associates, must be commissioned to the incontrovertible pronouncement of an arbitrate board formed by three arbitrate peace officers, which will judge *ex bono et aequo* without procedural formalities, with the exception of cross-examination, within 60 days after their election.
2. Their deliberation will have effect of a direct agreement between the actors.
3. The judges are chosen: one by each of the actors, and the third by agreement between the actors themselves. In lack of compromise, the third officer will be chosen by the President of the Appeal Court of Torino, which will choose as well the judge for the actor that did not provide for it.

### **Art. 18. Patrimony**

1. The Association draws the resources necessary for the functioning and the carrying out of its own activities from:
  - a) membership fees and possible contributions by Associates;
  - b) auto-financing activities;
  - c) contributions from the State, public institutions or bodies;
  - d) contributions from international bodies;
  - e) donations by privates, associations or foundations;
  - f) testamentary endowments;



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- g) incomes deriving from conventions;
  - h) revenues from estates or assets received by the Association in any way, given their nature is compatible with institutional aims and the principles of the present Statute;
  - i) all incomes deriving from donations or rather endowments by privates or private bodies are submitted to assessment by the Directorate, which verifies its conformity with the present Statute;
  - j) sporadic commercial activity, not predominant in respect of the whole of the activities of the Association and anyway oriented at the Association's growth and the fulfillment of its aims.
2. The funds are deposited at the bank chosen by the Directorate.
  3. Every financial operation is in the care of the Treasurer.
  4. The Association commits itself not to support political parties.

### **Art. 19. Membership fees**

1. The membership fee due by the Associates is determined by the Assembly upon proposal by the Presidency.
2. It is annual, not fractionable neither repeatable in case of recess or loss of the prerogative of Associate.
3. The Associates who are not paid-in with the membership fee, except if with justifiable reasons, may not participate in the Assembly meetings nor take part in the activities of the Association.
4. The final due date, and exclusively for who has justifiable reasons, is fixed at three months after the beginning of the social accounting period. After that date, the Associates who still fail in the payment of the membership fee may not participate in the Assembly meetings nor take part in the activities of the Association.
5. The membership fee is not transferable in any fashion.

### **Art. 20. Social accounting period**

1. The social accounting period begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup> every year.
2. It is forbidden to distribute, both directly or indirectly, profits or liabilities as well as reserve or capital funds during the existence of the Association, unless the destination or distribution are not ruled by law.

### **Art. 21. Relationships with third parties**

1. The Association may associate or otherwise tie to other associations which share completely or partially its principles and aims.
2. The relationship is made official by the writing of a protocol of intents, compliant with the norms in the present Statute. The protocol is prepared by the Board of Directors and approved by the Assembly with a qualified majority.

### **Art. 22. Dissolution of the Association**

1. The Association may be dissolved by the Assembly, with a majority of at least 2/3 of the ordinary Associates and at least 2/3 of the Founder Associates.
2. All patrimony, real estate and property will have to be distributed in favour of non-profit organizations which principles and aims are compliant to the present Statute, through a





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decision of the Assembly, taken with a simple majority.

**Art. 23. General dispositions**

1. Regarding everything not expressed by the present Statute or the internal regulations of the Association, refer to the norms of the law. The Court of Torino shall have exclusive jurisdiction over any disputes.
2. All the ordinary documents of the Association, including the minutes of the meetings of the Assembly and of the Board of Directors, will be written in English.



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