

# CHORUS INSIDE

## INTERNATIONAL CHORAL FEDERATION

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SOCIAL SUPPORT ASSOCIATION, NON-COMMERCIAL COMPANY

### CHARTER

#### **Article 1. Name.**

The social support association of cultural and entertainment profile entitled “**CHORUS INSIDE INTERNATIONAL CHORAL FEDERATION**” **SOCIAL SUPPORT ORGANIZATION, NON-COMMERCIAL COMPANY**”, short name “CHORUS INSIDE I.C.F.” S.S.O. N.C.C., further the Association, is established for unlimited period of time, for charity purpose pursuant to Sections 36 and later of the Civil Code and the Legislative Decree # 117 of July 03, 2017.

#### **Article 2. Duration. Financial Year.**

The expiry date of the Association is December 31, 2070. It may be preliminarily extended by the shareholder meeting decision. In case of such extension, no updates shall be incorporated to this Charter.

Every financial year starts on January the 1<sup>st</sup> and ends on December the 31<sup>st</sup>.

#### **Article 3. Office.**

The Association has the legal and the actual office in Chieti.

The Association may engage in its activity on the entire territory of the country and abroad. By the decisions of the Board, the legal and the actual address may be changed to another location without the necessity of updating this Charter, including in case of transfer of the office to a different commune. By the decision of the General Meeting of the Shareholders, the legal address may be transferred abroad, including permanently.

#### **Article 4. Goals, Principles and Objectives of the Association.**

Pursuing no commercial goals, the Association is established as an International Federation aimed at training, performance, improvement and popularization of choral singing, music and arts as such. The goals of the Association include, but are not limited to:

- facilitating promotion and popularization of choral music, immediate initiatives and development of choral and ethnic music heritage of various existing cultures at the international level as well as introducing it to the people;
- encouraging learning and mutual understanding among various cultures, nations and people through choral singing, music and folklore performances;
- coordinating activities of the choral circles, groups, ensembles, musical and choral associations and the choirs of groups of individual countries through communication networks (internet, social networks, email, etc.);
- hosting events (shows, concerts, festivals, master classes, workshops, symposia, fairs) in collaboration with choral and musical associations of individual countries and choral groups of all over the world;
- managing distribution of publications, news releases and CDs with choral singing pieces;
- initiating master classes and courses for the purpose of training directors, musicians, choral singers and composers;

- promoting choral singing in the international organizations;
- designing the projects for the youth and families of any nationalities in cooperation with the international companies and exchange organizations;
- facilitating cultural and educational exchange at the international level, including accommodation, traveling, training and excursions;
- establishing libraries for the visitors, entering into relations with companies, both public national and private international, administrative, cultural, artistic, educational and traveling companies and editions furthering the activities in the sector, irrespective of their nationality, amicable connections and relations with the equivalent associations;
- supporting and managing the social inclusion activity.

The Association may engage in any other activity and the activity aimed at achievement of the same social goals in collaboration with other Federations, as well as further any other activities and fulfill the provisions of agreements associated with movable and immovable property and finances so necessary and substantial for achievement of the abovementioned goals, directly or indirectly liaised with the same. In terms of the tax liabilities, the Association is a non-commercial organization relying on the corresponding regulations of tax laws, including the special laws.

To achieve the specified social goals, the Association, taking into account the decision of the Board, may join and collaborate with other authorities, federations and associations pursuing the same goals; it may also invite or hire artists, fans, conferencier, experts and other professionals in the specialty other than that one of the Association. It may also become a member of one or several social development bodies to promote the activities recognized by the Ministry of Internal Affairs and/or the European Community.

Joining other authorities means unratified acceptance of their regulations on merging or acceptance of their rules that do not conflict with the goals and principles of the Association by the others. To achieve its social goals, the Association, acting as a non-commercial company, may conduct merchandising activity, including delivery of food and drinks, both for the shareholders and for the associated companies, enterprises, state and private institutions the activity of which is thus or otherwise aimed at achievement of the social goals; in this case, all of the income after deduction of the taxes prescribed by the current tax laws shall be invested into the Association in order to cover the expenses pertaining to managing and enhancing the efficiency and the quality of institution activity development.

If it is necessary and possible, the Association may hire the employees or use the services associated with independent work, cooperation and temporary employment, and, if necessary, rely on the member services.

The assets of the Association, including the possible income, rent, takings, or any duties shall be used for engaging in the activities prescribed by the Charter and exclusively for serving the purpose of the organization.

It is forbidden to distribute, including indirectly, the property and the takings received from the activity, funds and reserves possessing the jointly owned capital to the founders, members, employees and officials, administrators and other members of the organization, including in case of their withdrawal or in any other cases of individual termination of activity in the organization.

## **Article 5. Assets and Takings.**

The assets and the takings include:

- a) partnership shares and member contributions;
- b) movable and immovable property owned by the Association;
- c) various organizational reserve funds excluding the returns;
- d) additional contributions of the members and/or the takings received from the relevant national organization for various social or other activity;
- e) contributions of the public and private entities;
- f) takings received from secondary economic activity.

Distribution, including indirect, of property, takings gained from activity, funds, reserve or capital may not be executed in course of the Association activity.

## **Article 6. Shareholders: Rights and Obligations.**

Shareholders are divided into the following categories;

- a) Founder shareholders are those ones initiating establishment of the Association and signing the articles of association; the rights and obligations of the founder shareholders are the same as the ones of the ordinary members;
- b) Ordinary members are those ones who file the application for accession with the President or his or her Deputy and may make the decision with further forwarding it to the Board for approval.

Ordinary members may be represented by the following subjects:

- A. Choirs from any country filing the application through their official representative and claiming to support the social goals of "CHORUS INSIDE I.C.F." S.S.O. N.C.C.
- B. Choral and non-government organizations from any country filing the application through their official representative and claiming to support the social goals of "CHORUS INSIDE I.C.F." S.S.O. N.C.C.
- C. Individual members and people supporting the goals of "CHORUS INSIDE I.C.F." S.S.O. N.C.C., willing to assist and intending to cooperate with the Association.

The application for accession may be also filed online or on the website of the Association, if possible. The application for accession should be followed by payment of the annual quota prescribed by the Board. Accession denial is only possible subject to existence of the valid reasons that may not be completed in writing or declared.

Accession to the Association shall be approved by the decision of the Board or the relevant Committee appointed by the same for provisional verification of compliance with the requirements and may be denied subject to existence of the valid reasons that may not be completed in writing or declared.

The membership shall be maintained till the end of the financial year that is the year of accession, and shall be automatically renewed for the next twelve months provided that the quota is duly paid to the Association. No temporary membership is permitted. The membership quota may not be delegated and the amount of such quota may not be changed. Payment of the quota by the ordinary shareholders shall be made in the period of time starting from the 30 (thirtieth) day of the first month of any financial year as the prerequisite for membership with the right to vote at the voting during the meetings.

Shareholder accession to the Association requires:

- a) complete acceptance of the Charter of the Association, as well as its goals and regulations;
- b) payment of the accession quota, the intermittent quota in the Association and the quota for various activities and services;
- c) maintenance of relations with other shareholders and bodies of the Association;
- d) signing and acceptance of the conduct code and the approved list of values;
- e) inclusion into the domestic register of the Association shareholders.

The shareholders may withdraw from the Association by forwarding a written notice to the Board, without the right to any compensation, payment or reimbursement.

Exclusion of a member may result from:

- a) non-payment of the quota;
- b) violation of the provisions of the Charter, the regulations, the conduct code and the list of values of the Federation;
- c) infliction of material loss or moral harm on the Association;
- d) inappropriate behavior.

The exclusion decision shall be made by the Board without prior notification and without undue delay. Filing a complaint with the Meeting is permitted. In this case, the procedure of exclusion shall be suspended until the decision is made by the Board.

Unless otherwise specified, the work activity of the shareholders for the benefit of the Association shall be carried out exclusively for free of charge and on voluntary basis, save for reimbursement for some expenses.

#### **Article 7. Use of the Name, the Trademark and the Logo.**

The Association logo, symbol and trademarks are registered in the Italian Patent and Trademark Office in the Ministry of Economic Development and may be used by the registered shareholders and the affiliated bodies on the grounds of the prior written permit of the Board and exclusively for the benefit of the Association. The Association reserves the right to the identification mark and the name pursuant to the provisions of this Charter and other regulatory acts with adherence to the relevant rules of ownership and use of the registered mark (trademark).

#### **Article 8. Quotas in the Organization.**

The quota amounts in the organization, the membership quotas and the amounts of additional payments for the activity as well as the social and ancillary services shall be established by the Board that also determines the payment forms and deadlines.

#### **Article 9. Bodies of the Organization.**

The organization bodies include:

- a) General Meeting of the shareholders;
- b) Board
- c) Committees
- d) Single Inspector or Panel of Account Inspectors
- e) Arbitration Commission

#### **Article 10. General Meeting.**

The General Meeting is a sovereign body. It includes one representative of each country elected democratically by the separate Associations of the respective country. Two proxies are

permitted. To determine the way of choosing of the separate country representatives, the General Meeting issues the corresponding Implementing Regulation.

The General Meeting is convened by the President of the Association or another body, if such body is prescribed by the Charter, by placing a written notice in the office of the Association and in all existing secondary and administrative offices, or sending a registered letter or email in the form of an invitation to all members possessing the participation right, or posting such notice on the official website of the Association at least twenty days before holding such Meeting.

The notice should specify the venue, date and time of holding the General Meeting, as well as the agenda with the list of items suggested for discussion.

The notice of convention, unless posted on the official website of the Association, shall be sent to the postal address, emailed or faxed to the person possessing the voting right, whichever contact information is provided in the accession application or in further correspondence with the Secretariat. A copy of the notice of convention shall be emailed to the Federation. As a rule, the General Meeting is held once per a year before April 30 in order to approve the report of economic and financial activity for the past reporting period, and to provide the Board with the information required for planning further activities.

The Special General Meeting is held every time whenever it is requested by the Board or half of the Members possessing the voting right.

The General Meeting, both regular and special, shall make decisions by simple majority of the votes and shall deem duly convened regardless of the number of attendees. The Meeting shall be headed by the President of the Association; in case of absence of the President, the Chairman shall be the Deputy by proxy of the President or the person appointed by the Meeting. By the Decision of the Board, the Meeting may be also held with use of the telecommunication means (like skype, etc.) without physical presence of the persons possessing the voting right. The Decisions shall be reflected in the Minutes signed by the Chairman and the Secretary of the Meeting appointed by the same. The Minutes shall be kept on file in the office to be easily accessible for the Association Members. The copies of the corresponding Minutes with the relevant updates shall be emailed to the Federation within twenty days following the Meeting.

#### **Article 11. Board.**

The Association activity is managed and governed by the Board composed of three to fifteen Members - the President, two Deputies of the President, the Secretary and the Members elected out of the Association Members under the provisions of this Charter who hold their positions for five years and may be re-elected. The candidates selected pursuant to the relevant form kept on file in the General Secretariat of the Association (established at the legal address or in another office specified on the website of the Association) shall be introduced to the above no later than within 15 (fifteen) days before holding the Meeting.

Pursuant to the provisions specified in paragraphs 3 and 4 of the Legislative Decree # 117 of July 03, 2017, half of the Members of the Board plus one should meet the following criteria:

- Standard-issue conservatory Diploma / 3-year university education Diploma/ international Diploma of Specialist;

- University Diploma in the area of culture, music, humanities or the equivalent international Diploma;
- Experience of managing cultural events or events not associated with culture, with the relevant supporting documentation;
- Proven work experience in the area of music and culture.

This provision shall automatically deem breached in case of non-compliance with the requirements of the corresponding bodies in this regard in terms of gaining profits from the forthcoming activity.

The Meeting vests the Board with the authority constituting the amplest powers of managing the Association on the general basis and in case of emergency, in connection with which the Board may execute all acts on the general basis and in case of emergency in the name of the President, and, in particular, negotiate and assume obligations, open the bank and current postal accounts, as well as perform any transactions serving the purpose of the Association. The Board also appoints the employees, co-workers, consultants, responsible persons, establishes the sums of their remuneration or compensation and/or salary. The managerial obligations may also be delegated to the Members of the Board. Acting under the chairmanship of the President, the Board adopts decisions by simple majority of the votes, provided that at least half of its Members is present; in case of equally divided votes, the casting vote is that of the President. The Board is convened by the President by delivering a written notice by email or fax at least 48 hours before the meeting or by posting such notice on the website.

The Members of the Board receive no remuneration for fulfilling their duties, except in cases the corresponding decision is made by the Association.

In case of early withdrawal of one or several Members of the Board before expiry of their obligations, they shall be substituted for others by accepting new Members. Re-elected Members of the Board keep their positions till the next General Meeting that approves or substitutes for them; the powers of the appointed Members of the Board are terminated upon cessation of the authority of the elected Members of the Board.

#### **Article 12. President.**

The President possesses the legal representation right and the signature right in the Association, as well as the right to monitor fulfillment of the decisions of the General Meeting and the Board.

The President may fully or partially delegate his or her powers to the Vice-President; such delegation should be completed in writing. The President holds his or her office for five years and may be re-elected. He or she may be elected as the President again or actually work in other capacities irrespective of the duration of the last mandate.

#### **Article 13. Vice-President.**

The Vice-President may substitute for the President in execution of the President functions based on the corresponding written document or, in case of force-majeure events, on the grounds of the decision of the Board.

The measures fully effective if approved by the Board may be taken in the event of necessity or in exceptional cases.

#### **Article 14. General Secretary.**

The General Secretary executes the decisions of the President and the Board and keeps the Minute Book of the General Meeting and the Board. The General Secretary also maintains and updates the Register of Shareholders; and working together with the Treasurer, the General Secretary sorts out the data required for preparation of the balance sheet for the reporting period. The position of the Secretary and the Treasurer may be held by the same Member of the Board.

**Article 15. Treasurer.**

The Treasurer manages the company assets in conformity with the mandate approved by the Board; the Treasurer is responsible for the funds of the Association; he or she keeps the books and other possible documents in compliance with the effective provisions of the law or Charter. He or she completes the provisional and the final statement of assets and liabilities of the Association to further forward it to the Board for review and then to the General Meeting for approval.

**Article 16. Committees.**

According to the decision of the Board, one or several permanent committees may be established to approve some regulations without the necessity of making changes to this Charter.

The members of the permanent committees shall be elected by the Board and act in furtherance of the current Regulations.

**Article 17. Single Inspector or Panel of Account Inspectors.**

The General Meeting, if appropriate or legitimate, may appoint a Single Inspector or a Panel of Account Inspectors.

The Single Inspector shall meet the same professional requirements established for the Head of the Panel of Account Inspectors, and once appointed, the Single Inspector shall possess the same powers and functions as the Panel of Account Inspectors.

The Panel of Account Inspectors, once established by decision of the General Meeting or under the legal regulation, shall include one Head, two members and two member candidates. The members and the member candidates shall be elected by the General Meeting out of the single list of the persons possessing proven competence in the area of accounting or administrative work. They should not necessarily be the Members of the organization.

The Head of the Panel of Account Inspectors shall be registered with the Professional Register of Certified Accountants or the Register of Graduated Accountants and elected by the General Meeting from the separate list.

The duties of the Panel of Account Inspectors include control and verification of legitimacy and consistency (between the existing assets and estimated costs) of the administrative management of the Association; the Panel of Account Inspectors verifies the provisional report of economic activity, the changes made thereto, and the final report, forwards the relevant annual statement to the General Meeting for review. The Panel of Account Inspectors controls the legitimacy of the acts, expenses and income of the central bodies of the Association.

The Panel of Account Inspectors is convened by its Head with the help of the General Secretary of the Association working in the clerical office of the Panel of Account Inspectors.

The notice of convention shall be delivered to the members of the Panel of Account Inspectors not earlier than 7 days before the meeting, except in cases the decision must be made

immediately. The Panel of Account Inspectors adopts the decisions by absolute majority of votes with participation of the three members of the same, both active members and member candidates; the latter are convened to substitute for the active members if such members may not participate in the meeting.

All members of the Panel of Account Inspectors shall participate in the meetings of the decision-making Bodies.

The Panel of Account Inspectors ceases its work upon termination of work of other bodies.

Substitution for or dismissal of the Inspectors shall be based on the respective provisions of the Civil Code.

The first Panel of Account Inspectors or the first Single Inspector shall be appointed in two years by the Board that is also entitled to elect the members of the Body.

The Panel of Account Inspectors or the Single Inspector shall hold their positions till the next General Meeting executing the election.

#### **Article 18. Arbitration Commission.**

The General Meeting, if it is relevant or legitimate, may make the decision about appointment of the Arbitration Commission.

The duties of the Arbitration Commission include addressing the issues associated with violation of the provisions of the Charter and the regulations, as well as the decisions of the bodies of the Association. The Arbitration Commission shall be composed of 3 active members and 2 candidate members based on the decision of the General Meeting by electing the people possessing the due legal education out of the list. The people who are not Association arbitrators are also eligible. At the first meeting, the Arbitration Commission appoints the Head who shall convene any further meetings with the help of the Secretary. The meeting of the Arbitration Commission shall deem duly convened provided that the three of its members (both active and candidate members) including the Head take part in the same. The decision is adopted by the majority of votes.

The Arbitration Commission acts in pursuance of the principle of fairness and relies on the current legislation, the Charter, and the Regulations of the Association, thus ensuring the right to protection. The decisions shall be substantiated. The Arbitration Commission may take the following measures in relation to the shareholders (jointly or severally):

- a) reprimand;
- b) official warning;
- c) censure;
- d) fine;
- e) dismissal or suspension, including as a preventive measure;
- f) exclusion from the members.

The decisions are subject to provisional execution, except in the event of their suspension by the Board, including, partially depending on the validity of the reasons and efficiency of the decision so adopted. In the event of no relevant appeal, the suspension proceeding shall be canceled. All sanctions may be contested by the interested parties; the appeal shall be filed with the Board within 30 days following the day of acceptance of the notice about the proceeding of the first level. The Board shall adopt the substantiated decision and forward it to the Arbitration Commission for the final decision to be made within 30 days. The members of



the Arbitration Commission may not occupy any other positions in the Association. All members of the Arbitration Commission shall participate in the General Meeting of the shareholders without the voting right. The Arbitration Commission shall not be dissolved in case of early termination of other Bodies of the Association.

Before the General Meeting makes the decision about appointment of the Arbitration Commission, the functions of the latter shall be executed by the Board, while the appeals against its decisions shall be reviewed at the General Meeting where the final decision shall be made.

**Article 19. Dissolution.**

Dissolution of the Association shall be executed on the grounds of the decision of the Meeting. In case of dissolution or cessation of the activity for any other reason, the remaining assets shall be returned unless otherwise specified in section 45, provision 1 of the Legislative Decree # 117 of July 03, 2017, as well as provided for and permitted by the law, except in cases otherwise prescribed for the non-commercial companies stipulated in section 9 of the Legislative Decree # 117 of July 03, 2017. The possible regulatory changes hereto shall be adopted automatically without the need for making updates or amendments to this Article.

**Article 20. Charter/Regulations.**

Any changes made to the Charter shall be approved by the Meeting. The Association may also establish the Internal Regulations subject to approval by the Meeting.

**Article 21. Final Provisions.**

All and any issues not included into this Charter shall be governed by the provisions of Book 1, Part II, Section 36 and later of the Civil Code, the Legislative Decree # 117 of July 03, 2017, the Charter and the regulations of "CHORUS INSIDE I.C.F." S.S.O. N.C.C., as well as the affiliated bodies of social support and the effective regulations governing the issues pertaining to the Association, if applicable.

This Charter has been read, accepted and signed on February 02, 2019 in Chieti.