

# **STATUTE OF THE CULTURAL ASSOCIATION NOIRFANSCLUB**

## **CHAPTER1 - GENERAL PROVISIONS**

### **ART. 1 - Constitution of the Association "NoirFansClub"**

The cultural Association "NoirFansClub" is hereby founded. NoirFansClub is a free, apolitical and non-profit making organisation and will hereafter referred as "Association".

The Association is established for an indefinite period of time and is ruled in accordance with the Title I, chapter III, art. 36 of the civil code and by the current Statute.

### **ART. 2 - Registered office**

The legally registered head office of the Association is located in Maglie (LE), via Vittorio Emanuele 178. The Association may open other offices in Italy or abroad and join, through a General Assembly's decision, other associations or bodies should it be helpful to the pursuit of its scopes.

## **CHAPTER II - GOALS AND ACTIVITIES OF THE ASSOCIATION**

### **ART. 3 - Goals**

The Association pursues the following goals:

- Spreading the cultural music among young and non-young people;
- Broadening the sensitivity towards the musical, literal and artistic culture through people's, bodies' and associations' contacts;
- Promoting, spreading and developing the artistic production of Dolcenera and being the point of reference and meeting of her supporters;
- Advertising the artistic flair of young artists/members through publications, live shows and exhibitions;
- Broadening the musical horizons of members to let them transmit passion for the musical and artistic culture as an individual as well as a social good;
- Being a point of reference and meeting to promote human and civil growth through the ideal of permanent education;
- Sensibilising members to the need of strengthening human solidarity by drawing the attention to the importance of supporting interventions in favour of disadvantaged populations and ethnic groups and by financing humanitarian projects with a particular focus on the protection and promotion

of children's rights.

#### **ART. 4 - Activities**

The Association will be involved in the following sectors:

Culture, show, tourism, communication, revival and safeguard of tradition, art and solidarity.

To pursue its objectives the Association will promote several activities such as:

- Cultural activities: performances; festivals, exhibitions, conferences, panel discussions, trainings, gatherings, movie screenings, concerts, cultural exchanges, competitions and any other musical, cultural and social event. It will also support music courses for children who are more than 3 years old, young people and adult as well as music-therapy sessions;
- Editorial activities: publication and circulation of documents and audio-visual material coming from meetings, seminars, studies, pieces of research through paper, radio, television, Internet and any other mean (newsletters, etc.).
- Artistic and cultural events with the participation of artists and well-known personalities from the show business;
- Organising activities in favour of members in accordance with the Association's objectives;
- Putting in practise collaborations with artistic, cultural, religious, scientific, municipal, provincial, regional, national, European, foreign institutions as well as with public and private bodies and enterprises also through stipulating conventions which are directly or indirectly linked to the Association's objectives;
- Co-operating with people, groups and bodies acting on values and scopes similar to those ones pursued by the Association;
- Carrying out editorial, literal and musical activities, such as creating websites, publishing and circulating free newspapers, magazines, ethno-musical works, photographic, informatics and audio-visual material, in order to promote the activities of the Association;
- Organising any other activity which could be helpful to boost and disseminate the knowledge of the musical culture and the artists/members of the Association. To this end, conventions to facilitate and encourage the Association's activities could be concluded, i.e. conventions with promoters; recording studios; show, advertising, graphic and image agencies; other associations involved in the musical sector, as well as associations that could help support the artistic activities of the members themselves;
- Engaging in any other activity directly or indirectly linked to the above-mentioned activities and that are useful and necessary to the pursuit of the statutory objectives (such as stipulating contracts concerning financial assets, real estates and properties).

## **CHAPTER III - MEMBERSHIP**

### **ART. 5 - Membership**

The Association can be accessed by whoever is interested in the achievement of its statutory

objectives and share its ideals.

Members can be classified according to the following categories:

- Founding members: people who have joined the Association from its constitution and have participated in drawing up the present Statute;

- Regular members: people who have joined the Association after its constitution.

The members are required to abide by the rules of the present Statute and of the Charter and by all decisions taken by the competent bodies; moreover they also have to commit themselves actively for a better accomplishment of the Association's objectives and to be respectful towards other members.

Members benefit from services and initiatives of the Association and shall have the right to carry out their activities inside the Association through a full use of all services available in the website [www.noirfansclub.it](http://www.noirfansclub.it).

### **ART. 6 - Application for membership**

A written application for membership and the payment of the annual subscription are prerequisites to join the Association as a member.

In case of people under 18 years old, application has to be signed by a parent or whoever is entitled to act in the parents' place.

Application has to be addressed to the Chairman of the Association. The submitted application will then be handled by the Board of Directors.

It has to be noted that application for membership involves the complete knowledge and acceptance of the rules of procedures of the present Statute, of its articles as well as of the Charter.

Appeal against rejection of admission as a member can be presented to the Board of Directors within 30 days.

The board of directors is allowed, on its discretion, to deny a new application or renewal of it, without any duty of justification.

### **ART. 7 - Membership subscription**

In order to support the Association's initiatives, the members are required to pay an annual subscription. The amount of the subscription will be fixed from year to year by the Board of Directors; in default of this decision the amount of the previous year will be considered as the valid one. In any case, the members shall have the right to pay an amount higher to the one formally established. The annual subscription is not transferable, nor can it be modified.

### **ART. 8 - The right to vote**

Any member of age is entitled to vote in order to modify the Statute and the Charter, to appoint executive bodies of the Association and to exercise any other right of the Assembly. The voting right cannot be also valid in case of temporary participation in the life of the Association.

### **ART. 9 - Expiring of Membership**

The membership of the Association expires by the following:

- A member's withdrawal from the Association;
- A member's abuse, violation or misuse of the rules of procedure of the Statute, its articles and of the Charter as well as of decisions taken by the General Assembly or the Board of Directors;
- A member's act which compromises the objectives of the Association;
- Failure to pay the membership fee within the term stipulated under art. 7 of the current Statute.

In case of expiry of the membership of the Association, the ex member is not entitled to make any request to the Association.

## **CHAPTER 4 - PROPERTY MANAGEMENT**

### **ART. 10 - Property and finances**

The property and resources necessary to ensure the Association's activities are mainly composed of the following:

1. Real estate and other property owned by the Association.
2. Financial assets. The sources of assets are:
  - regular annual membership fees, as established by the Board of Directors;
  - gifts, grants and bequests;
  - income from profit making (commercial and productive) marginal activities;
  - income from fund-raising activities and initiatives.

Gifts, grants and bequests are accepted by the General Assembly which decides upon their use in compliance with the scopes of the Association. Revenues coming from profit-making as well as fund-raising activities are registered separately in the budget. Property and finances of the Association can be used solely for realising the goals of the Association. It is therefore not allowed to distribute them among the members, unless such distribution is imposed by law.

For the purposes of operative management of financial means the Association shall establish a bank account. Proper accounts shall be kept and an audited statement of accounts shall be presented to the Annual General Meeting.

### **ART. 11 - The budget**

The financial year starts on the 1<sup>st</sup> of January and ends on 31<sup>st</sup> of December. The Board of Directors is responsible for drawing up the budget, which has to be approved by the Ordinary Assembly by May. Every member shall have the right to consult the budget, which should thus be made available at the central office of the Association at least days 15 days before the Ordinary Assembly takes place.

## **CHAPTER 5 - THE BODIES**

### **ART. 12 - Bodies**

The bodies of the Associations are:

- The General Assembly of members;
- The Board of Directors;
- The Chairman.

### **ART. 13 - The General Assembly**

The General Assembly, made up by all members, is the central forum for dialogue and discussion aimed at ensuring the fair management of the Association.

Every member of age, who has made the payment of the membership fee, is entitled to attend the Assembly and to vote, regardless of the amount paid.

Every member under age can express a consultative opinion.

The Assembly can be Ordinary or Extraordinary. The Ordinary Assembly is convened at least once a year and the Extraordinary Assembly in case of necessity or at the request of the Board of Directors. A convocati on can made via written or electronic notificati on of the Chairman at least 15 days before the Ordinary Assembly, or 7 days in case of Extraordinary Assembly.

The notificati on has to specify the agenda, the place, the date and the hour of the meeting, as well as the convening of the second Assembly which is entitled to make decisions 24 hours after the first Assembly.

The Assembly can take place in more "connected" audio-video places if the following conditions are met:

- The Chairman can verify the identity and entitlements of the participants;
- The election's results can be ascertained and programmed;
- The attending members can participate in the discussion and in the election concerning the issues of the agenda, and have the opportunity to see, receive and transmit documents;
- The informati on regarding the places of the meeting is notified to the participants.

The first convened Ordinary Assembly is valid if the presence of the majority of

the members is guaranteed. The second convened Assembly is valid whatever the number of the participants. The resolutions are passed by a simple majority of votes with the exception of cases expressly foreseen by this Statute.

#### **ART. 14 - Competencies of the General Assembly**

The Ordinary Assembly has the following duties:

- Appointing the Board of Directors;
- Approving the yearly budget;
- Indicating to the Board of Directors the policy and the programming guidelines of the Association;
- Passing resolutions concerning the activity of the Association;

The Extraordinary Assembly decides upon changes of the Statute and the possible dissolution of the Association.

The Assembly is chaired by the President or, on his behalf, by a member. The President appoints the Secretary. The minutes of the proceeding are signed by both the President and the Secretary. The decisions shall be adopted through open-balloting; secret balloting will apply to decisions regarding personal issues.

#### **ART. 15 - The Board of Directors**

The Board of Directors consists of 2 members appointed for 5 years by the General Assembly and the Chairman. Renewed appointment is permissible.

The decisions taken shall be considered as valid if both members are present. In case of death or resignation of one of the members, the other one shall have the right to appoint a new director. An Assembly will be convened urgently to approve the appointment.

The Board of Directors, or one of its members, can be dismissed from the Assembly by the majority of votes of 2/3rds of the members of the Association.

#### **ART. 16 - Competencies of the Board of Directors**

The Board of Directors is the executive body of the Assembly. It shall meet twice a year though convocati on made:

- By the Chairman;
- Through justified request of at least 2 members of the Assembly;
- Through justified and written request of at least 30% of the members of the Association. Its competencies are:
  - Drawing up resolutions to be submitted to the Assembly;
  - Presenting formal proposal regarding the general running of the Association;
  - Drawing up the consultative budget, specifying earnings and expenses for the current financial year;

- Drawing up the preliminary budget with the indicative amount of earnings and expenses for the subsequent financial year;
- Setting membership fees according to the different category of members;
- Passing any regulation to put into force this Statute;
- Adopting all measures that are required to ensure the constant and regular activity of the Association and do not fall under the responsibility of other bodies;
- Ratifying the acts decided by the Chairman in emergency circumstances;
- Appointing committees, commissions or working groups to deal with issues relevant to the work of the Association;
- Appointing local, regional or intra-regional coordinators to put into practise the decentralisation of the Association.

### **ART. 17 - The Chairman**

The Association is legally represented by the Chairman, who is appointed for 3 years. The Chairman has the following prerogatives:

- Convening and chairing the Assembly and the Board of Directors;
- Signing the administrative acts of the Association;
- Opening and Closing bank and post current accounts as well as collecting the receipts;
- Passing, under emergency circumstances, all necessary acts which have to be subsequently ratified by a competent body of the association;
- Delegating a member of the Board of Directors the right to sign for mails, payments and cheques;
- Authorising members of the Association to run various activities, subject to previous approval of the Board of Directors.

## **CHAPTER 6 - CLOSING PROVISIONS**

### **ART. 18 - Disputes**

Any dispute between 2 members or one member and the Association, which has arisen from the application of this Statute or from the activities of the Association and cannot be solved in a friendly way or through the Association's bodies, will be transferred to the judgement of a competent arbitration court. The court shall be constituted by 3 members; 2 members will be appointed by each party and the third one, the Chairman, by the 2 members previously nominated. Should it be a disagreement, the Chairman will be appointed by the Tribunal of Lecce. The decisions of the arbitration court shall be binding for both parties.

**ART. 19 - Rule of procedure**

The members of the association commit themselves to respect the rules of procedure specified in the website [www.noirfansclub.it](http://www.noirfansclub.it).

Further rules of procedure can be adopted by the Board of Directors if deemed necessary.

**ART. 20 - Dissolution of the Association**

The Association may be dissolved only through a resolution of the Extraordinary Assembly. After the dissolution, the assets of the association may be passed to another association acting on similar values or having a public scope. The decision is subject to the approval of the Board of Control in accordance with art. 3, par. 190 of the Law n. 662 adopted on 23.12.1996.

**ART. 21 - Other matters**

Any other matter that is not dealt with by this Statute will be ruled by the national laws currently in force.