



For too many years now we have watched in silence as the values of culture, composure and decorum in St Mark's Square have declined. It is unfortunately clear that it has ceased to be what any square must primarily be: a meeting place. So the recovery of the Square's 'everyday life', with full respect for its historical environmental heritage, is our main objective.

And this is the aim that led to the founding of the associazione piazza san marco which intends in this way raising awareness in public opinion and local bodies, bringing together all the business, cultural and other activities working in the St Mark's area for contrasting this many times noted decline with their 'professionalism, sobriety and distinction'.

The Associazione Piazza San Marco, which already has a considerable number of members, is open to all those who wish to effectively act to ensure that the St Mark's area goes back to being what it always has been: the artistic and social heart of Venice of all times.

## **bylaw of the Piazza San Marco n.p.o. Association**

### **article 1 denomination**

From an idea, and with the support, of the representatives of businesses in the St Mark's area, an N.P.O. – type association is set up for the purposes of cultural and social promotion, especially aimed at increasing the value of St Mark's Square and of the entire St Mark's area under the name Associazione Piazza San Marco

### **article 2 headquarters**

The association, based at the office of the accountant b&n consulting srl, – Santa Croce 386 – 30135 Venice, is independent of political parties, non-profit and does not pursue any religious aims.

### **article 3 duration**

The duration of the association shall be for an undetermined period of time

### **article 4 purposes**

Its purpose shall be to:

1. protect the image and historical-environmental patrimony of Saint Mark's Square and of the whole St Mark's area in the city of Venice;
2. promote and arrange works and initiatives that may improve the look, street furniture and use of the Square to the benefit of the public and in the interest of the partners;
3. promote and arrange appropriate initiatives aimed at achieving the objectives listed in points 1 and 2;
4. protect the moral and business interests of the commercial and productive activities present in the St Mark's area;
5. increase the awareness of the partners, the public and the public administration of the problems and needs related to appreciating and protecting the values of St. Mark's Square.

### **article 5 partners**

Both individual and legal persons can be members of the association, whether of Italian or of foreign nationality, without any distinction or limitation, provided that they share the aims or purposes pursued by the association and the spirit that inspires it, following admission to the same by decision of the board of directors supported by an absolute majority vote of its members.

No participation in the life of the association shall be temporary.

Partners shall be either:

1. *founders*, namely those who originally established the association;
2. *ordinary*: those who are members of the association by payment of the annual membership fee
3. *supporters*: whoever offers either financial or collaborative support of a voluntary nature to the activities of the association, while paying the membership fee;
4. *honorary*: whoever, because of special titles or merits, or because of their institutional role, is admitted to the association by the board of directors through an absolute majority vote of its members and is exempted from paying the membership fee, while not being entitled to vote.

Whoever wishes to become a member shall have to submit an admission application to the board of directors, with their name, surname, date and place of birth, residence, company or profession and the declaration that they know and accept the provisions of the bylaw and the possible regulations issued by the associative organs, while agreeing not to set up any other association, body or enterprise, whether public or private, operating with the same name of the association.

At their unquestionable judgment, the board of directors shall take decisions on the applications within a fitting term from the date of their submission.

#### **article 6 expulsions, suspensions, withdrawals**

Associates shall be expelled for the following reasons:

1. when they have infringed the provisions of this bylaw, of the internal regulations, or not complied with the decisions of the associative organs; when they not have paid their membership fees within the fixed term, unless they can provide appropriate justification for this;

2. whenever they act against the principles and spirit of the association in any way whatsoever, or jeopardise the association even from a moral point of view.

In consideration of the gravity of the infringement, the board of directors shall be entitled to take decisions – not subject to appeal – with an absolute majority vote of its members to expel or suspend a partner. It shall be possible to re-admit partners expelled because they failed to pay their membership fees promptly, upon application submitted to the board of directors, following payment of the overdue fee and the subsequent one due for the financial year under way.

Any partner shall be entitled to withdraw from the association by communicating their intention by registered letter sent to the chairman, within the term, and with the effects regulated in article 24 of the civil code.

In all cases, the partner who leaves the association shall remain obliged to pay the sums due to the association, whatever the reason for these.

#### **article 7 Associative charges**

Partners shall have to pay the yearly charge when they are admitted by 30th April for the year under way, and in subsequent years.

The relationship with the association shall be deemed to have been tacitly renewed from one year to another starting on 1st January, should no withdrawal communication be received in the manner and within the terms indicated in Article 6. Participation in the association shall be for an undetermined period of time; any other kind of participation being forbidden.

Participation shall be personal, and not transferrable either by deed between living persons or mortis causa; every re-evaluation of the associative charge shall be banned, and not refundable in any case. In all cases, when a subject no longer qualifies as a partner, this shall not entitle the subject to reimbursement nor to the conservation of any entitlement to the social patrimony, whereas it shall oblige the said subject to pay the charges taken on by the association prior to the loss of the status of partner.

The amount of the membership fee shall be the subject-matter of yearly resolutions of the board of directors, who shall be entitled to alter it according to the criteria contained in the regulation.

### **article 8 organs**

The organs of the association shall be:

1. the meeting of the partners;
2. the board of directors;
3. the chairman.

### **article 9 partners' meeting**

The meeting shall represent the universality of the founding, effective partners, and its resolutions shall be binding for all partners even if they have not participated or if they dissent; it shall be chaired by the president of the board of directors or, should he/she be absent, by one of the vice-presidents. All partners who have regularly paid their dues, the annual membership fees, shall be entitled to take part in the meeting, whether ordinary or special, and each of them entitled to do so shall express a single vote, and not represent more than a single partner.

#### THE ORDINARY MEETING

- a. shall elect the president of the association chosen from among the representatives of the economic activities present in the St Mark's area as well as the members of the board of directors, two thirds of whom shall be selected from among the representatives of the economic activities present in the said area;
- b. it shall approve the general guidelines and the programme of activity of the calendar year;
- c. if necessary, it shall elect the members of the auditing committee, as well as the president thereof;
- d. it shall approve the annual budget and the balance sheet, upon proposal of the board of directors;
- e. it shall make resolutions on all the subject matters possibly submitted by the board of directors. The partners' meeting shall gather in its ordinary form at least once a year within the month of February. It shall be summoned by letter at least ten days before the gathering.

#### THE SPECIAL MEETING

- a. shall make decisions on amendments to the bylaws with the sole vote of the partners representing the economic activities of the association and the appointment of receivers as well as the transfer of patrimony;
- b. the special meeting shall take place upon request of the majority of the members of the board of directors, or the motivated request of at least 1/10 of the partners, through application submitted to the president of the association.

The ordinary and special meetings shall be valid in their first convocation with the presence of at least half of the partners entitled to vote, and in their second convocation whatever the number of partners present or represented.

Decisions shall be taken with the majority of those present, or of the represented.

For decisions amending the memorandum of association or the bylaw, the presence of at least three quarters of the associates entitled to vote on the subject-matter shall be required, while to decide on the dissolution of the association and the transfer of its patrimony, the favourable vote of at least three quarters of the associates shall be necessary.

### **article 10 board of directors**

The board of directors shall comprise a minimum of 7, a maximum of 9 members including the president, two thirds of whom are elected from among the representatives of the economic activities present in the St Mark's area, and anyhow must qualify as partners. The board of directors shall retain office for three years, its members being eligible for re-election. At every instance of its appointment or renewal, the board of directors shall itself elect: a president; a deputy vice-president, from among those elected representatives of the economic activities present in the St Mark's area; a vicepresident, from among all the other partners; a secretary; a treasurer, to whom custody of the association's assets shall be entrusted.

Should at least one third of its members turn out to be absent for whatever reason, the remaining members shall reintegrate the board of directors by co-opting into it those who, based on the preferences received during elections, are placed in the nearest position, until the number of members as decided by the meeting is fully reintegrated, while taking care to respect the proportion in membership of the two categories of partners as established above. Should it prove impossible to reintegrate the said number, the president shall arrange a meeting of partners at the soonest, to appoint the missing number of directors, who shall stay in office up to the natural expiry of the board of directors for which they are appointed.

During the operations involving co-optation, the summoning of the meeting and the appointment of the new directors, the board of directors and its president shall stay in office and retain their full powers. The board of directors shall have the powers of both ordinary and special administration, and the faculty to appoint third parties as attorneys "ad negotia". The board of directors shall be entitled to delegate its president any powers to decide and to carry out any single acts or categories of acts with regard to the handling of the patrimony and the achievement of the association's aims that are not the reserve of the partners' meeting, whether pursuant to the law or the bylaw.

Among the various competencies of the board of directors shall be:

- a. the preparation of the programmes of the association to be submitted for approval at the partners' meeting;
- b. the approval of directives regulating the definition of the activities to be performed, the criteria and the priorities thereof;
- c. ensuring the execution of the decisions of the partners' meetings;
- d. drawing up the annual budgets and balance sheets to be submitted for approval at the partners' meeting;
- e. decisions concerning the admission, suspension and expulsion of members;
- f. the attribution of assignments and proxies to its own members or associates who, with their voluntary and gratuitous work, intend to take part in the activities of the association, as well as to third parties for handling the association's services and attaining its association initiatives in general, while determining their possible compensation and the amount thereof;
- g. the establishment of the amount of the association's charges;
- h. the drawing up of possible internal regulations to be submitted for approval at the partners' meetings.

Should the membership charges not be sufficient for carrying out the events and initiatives as indicated in art. 4, the board of directors shall have the faculty to announce a voluntary underwriting to gather the funds required from partners and sponsors. Validly set up with the presence of at least half its members, it shall make resolutions with the absolute majority of those present, except when admitting, suspending and expelling partners, for which decisions the absolute majority of all members shall be necessary. The “past president” shall take part as a consultant in the work of the board of directors. With the absolute majority of its members, the board of directors shall be entitled to invite the people listed in art. 5 to join the association as “honorary partners” without voting rights. The board of directors may set up a cultural scientific committee to which to delegate the task of formulating the cultural activities linked with the association’s own initiatives, whose approval shall be anyhow reserved to the board of directors.

#### **article 11 the president**

The president shall be the legal representative of the association before third parties and in court, while also managing and overseeing the association; the same shall execute the decisions of the board of directors, and be responsible for all activities, expenditures, authorised by him/her or by the board of directors, he/she shall summon and chair the meetings of the board of directors and the partners’ meetings.

#### **article 12 patrimony**

The association is a non-profit organisation.

In order to carry out its activities and attain its purposes, the association shall be entitled to receive all kinds of contributions, bequests and donations, from either individual persons or institutions. The association’s patrimony shall therefore comprise:

1. the endowment fund set up at the establishment of the association by the founding partners;
2. membership contributions;
3. reserve funds from balance sheet surpluses in previous financial years;
4. contributions and/or subsidies from individual persons or public and private institutions;
5. all other income acquired in compliance with the institutional purposes.

#### **article 13 financial statement**

The financial year shall begin each year on 1 January and end on 31 December. The board of directors shall draw up the economic financial statement referring to the previous period while enclosing, moreover, the annual budget for the period under way, and an explanatory report. These documents shall be submitted for approval at the associates’ meeting, which shall take place by 31 May of the subsequent year. In no case shall the surpluses on the assets side of every financial year, and the patrimony, however acquired, be distributed among the members either directly or indirectly, having to be transmitted, as they must, for the development of the association’s activities and initiatives in the ways, and by the methods, to be approved every year by the members’ meeting.

As the secretary oversees the organisational side of the association, he/she shall therefore:

- a. draw up the minutes of the meetings of the members and of the meetings of the board of directors;
- b. handle the correspondence and documents of the association;
- c. assist the president in the association's organisational processes.

The treasurer shall be in charge of:

- a. financial management;
- b. collecting the association's contributions while issuing the relevant receipts;
- c. paying the association's outstanding accounts, if authorised by the president, whose mandate is expiring, signed by the same.

#### **article 14 auditing committee**

The auditing committee shall consist of three effective members and two substitutes, all appointed by the partners' meeting which, during the appointment session, shall elect its president and determine possible emoluments.

The committee shall be appointed when the number of the associates entitled to vote exceeds two hundred. The auditing committee shall express its own opinion with regard to the financial statement, and carry out periodic checks.

#### **article 15 duration and dissolution**

The duration of the association shall be undetermined. Other than in the cases provided for by law, the association shall be dissolved following a decision of the members' meeting taken by a majority of at least  $\frac{3}{4}$  (three quarters) of those entitled to vote. The meeting deciding to dissolve the association shall appoint one or more receivers, decide the destination of the likely residual assets after deducting liabilities, to be transmitted to another association pursuing similar aims, or purposes of public utility, after having heard the control body as indicated in article 3, para. 190, of law 23.12.1996, no. 662, unless the law establishes another destination.

#### **article 16 arbitration clause**

All litigation concerning the association's life arising between associates, or between them and the association, shall be entrusted to the decision of an arbitration committee comprising 3 (three) members appointed by the president of the Court of Venice. The committee shall decide according to the law, without any procedural formality, but by respecting the principle of debate.

#### **article 17 reference to the civil code**

Parties shall refer to the provisions of the civil code for whatever matter is not expressly provided for in this bylaw.

PROVISIONAL NORM

With the approval of this bylaw, all partners "Amici di Piazza San Marco" admitted in execution of the previous bylaw pursuant to art. 11, shall be admitted in their own right among ordinary partners.