

MAYDAN

Associazione di Promozione Sociale - APS

Articles

I. Constitution and registered office

Article 1

The “Maydan APS” social promotion association, a free and democratic Association that is non-partisan and secular, with an unlimited duration and not-for-profit scope, has been constituted and is regulated according to the Civil Code’s and the Legislative Decree no. 117 of 3 July, 2017 (subsequently referred to as the “Third Sector Code”) and according to the following Articles of Association.

Article 2

The Association’s legal office is in Italy, in the Municipality of Cosenza. The office may be moved to another address depending on the needs of the Association subject to a resolution by the Board of Directors.

The legal office’s change of address doesn’t require changes to the Articles of Association.

II. Objectives and activities of general interest

Article 3

The Association is not-for-profit and pursues civic, solidarity and social benefit objectives by carrying out one or more of the following general interest initiatives for association members, family members or third parties, relying primarily on association volunteers:

- a) promoting and safeguarding human, civil, social and political rights;
- b) promoting a culture of lawfulness, of peace among peoples, of nonviolence and unarmed self-defence;
- c) co-operating to promote development according to Law no. 125 of 11 August 2014, and successive modifications;
- d) organising and managing cultural, artistic or recreational activities of social relevance, including editorial activities that promote and disseminate culture and volunteerism and initiatives of general interest according to these Articles;
- e) conducting scientific research of social relevance.
- f) education, instruction and vocational training, as well as cultural activities of social interest with an educational purpose;
- g) activities for the protection and enhancement of cultural heritage and landscape;
- h) out-of-school training aimed at the prevention of early dropping out and educational and training success, the prevention of bullying and the fight against educational poverty.

These activities are clearly oriented toward promoting the rights, freedoms and mutual respect between the peoples and nations of the Mediterranean, particularly by:

- developing knowledge of the cultures of the peoples and nations of the Mediterranean through its members;

- promoting active citizenship;
- encouraging initiatives for democracy, rights, freedoms, human dignity and mutual respect within the Mediterranean;
- exchanging experiences, skills and ideas for cultural expression and citizens' rights in the Mediterranean;
- conducting social, political and cultural activities in Italy and abroad;
- promoting initiatives aimed toward a deeper consideration of the themes identified in these articles.

The Association places no limits related to economic circumstances for admitting members nor does it discriminate in any manner, and does not foresee membership transfers under any conditions.

The Association may conduct fundraising activities, including in an organised and continuative manner, and also through public requests or the divestment or distribution of goods and services of a moderate value, using its own resources and those of third parties, including volunteers and employees – through third-party donation requests, legacies and contributions not considered payments – with the goal of financing its general interest activities while respecting the principals of truth, transparency and honesty in its relationship with its supporters and the public.

Commercial activities are not permitted unless carried out in a marginal manner or, in any case, in an auxiliary or secondary way with respect to the social objectives.

Article 4

The concrete realisation of the general interest activities described above could involve the following methods, which should be considered examples and not exclusive:

Cultural and Artistic Activities

Organising and promoting round tables, conferences, study days, working groups, contests, awards, seminars, festivals, congresses, debates, events, concerts, exhibits, film and documentary festivals, entertainment events, transnational cultural exchanges and educational initiatives; setting up documentation centres, managing and organising Association projects and cultural spaces in collaboration with and/or for public or private agencies and other associations and foundations, by also responding to public, local, regional, national, European and international tenders.

In particular:

- a) it will collaborate and contribute to organising cultural festivals/political forums that are conducted periodically to unite those who share the objective of building a Mediterranean with a common destiny, facilitating constructive dialogue, strategically reflecting on and planning common initiatives and actions on the challenges the Mediterranean faces;
- b) it will promote discussions and debates with the aim of disseminating, promoting and advocating for the “Manifesto for Mediterranean Citizenship” through the participation of recognised intellectuals and activists from different European countries and the nearby Mediterranean nations, while involving civil society in national and on line debates.

Information and Communication Activities

Writing and publishing articles and analysing online journals, books, studies and research results, as well as: planning, conducting and managing websites and digital media; planning and managing and/or consulting for creation of cultural and audiovisual products; and providing information and journalistic support to agencies and institutions that share the Associations objectives.

In particular:

- a) it will collaborate with online journals that promote Mediterranean culture and citizenship, establishing partnerships that allow for the production, dissemination and promotion of content that corresponds with the Association's aims;
- b) it will actively promote online trans-Mediterranean radio and audiovisual tools to offer an alternative narrative of the Mediterranean, using participatory and community radio-journalism and producing political, social, environmental and cultural reports in different languages.

Activities to Raise Political Awareness

Developing initiatives that: re-launch the political debate for building policies of cooperation and integration among the peoples around the Mediterranean while acknowledging and promoting diversity in its social and cultural forms; contrast nationalistic, extremist or xenophobic forces that don't recognise the Mediterranean as the common cradle of multiple civilisations; promote advocacy for specific emergency situations like war, regional and environmental crises; and manage the migration phenomenon or discrimination phenomenon toward vulnerable or minority groups.

In particular, it will launch trans-Mediterranean campaigns on issues of common interest that are created and structured simultaneously on all shores of the Mediterranean and that focus on sensitive issues such as freedom of expression or freedom of movement.

Education and Skills Development Activities

Promoting the exchange of skills and knowledge between activists and members of civil society on all Mediterranean shores in the areas of: democracy, citizenship, rights, freedoms, human dignity and mutual respect in the Mediterranean; as well as exchanges to reinforce the partnerships between groups and organisations and provide support for those defending human rights in challenging situations. Providing courses and short lessons to associations and movements, universities, schools, professional schools, research centres or public agencies – even on a territorial and consortium level (for example: municipal consortiums, mountain communities, local action groups, coastal action groups, ...) to raise awareness on the challenges the Mediterranean faces.

In particular, promoting initiatives for social and political activism in the Mediterranean: activities such as training and support courses, information, communication and/or awareness campaigns, mobility projects for activists and applied research are among the activities that could be offered by establishing an Institute that aims to reinforce the skills of activists in Europe and the Mediterranean and promote linking them through networks.

Professional Development Activities

Promoting new experiences and tools to acquire skills and professional development for young people that reinforce trans-Mediterranean exchanges and collaboration for fair social and economic development, that reduces inequalities, increases awareness of rights (legal literacy) reinforces cohesion between different communities, is democratic organisationally and compatible from an environmental perspective.

In particular examining the formulation of tools such as a supply/demand platform to promote employment opportunities particularly related to civil, intercultural dialogue, social economy and solidarity activities, for young people across the Mediterranean.

Article 5

The Association may carry out all deeds and conclude all processes necessary and useful to realise the social aims, also in collaboration with other Associations and Agencies, nationally or internationally, that carry out similar or complementary social activities.

III. Members

Article 6

The number of members is without limits. Anyone can become a member without gender, age, religion or sexual orientation discrimination. Citizens who see themselves within these Articles may join the association named “Maydan” with its various expressions. Membership will be individual rendering the Association a network of citizens, each of whom, with his or her uniqueness and qualities and personal and professional experiences will be motivated to pursue the objectives of the Association.

The following are the conditions for membership:

- a) accepting these Articles;
- b) paying the membership fee.

Members will facilitate dialogue and cooperation with other organisations they know of or are part of, in the same way that other organisations that share the same objectives as the Association may create synergies promoting a Mediterranean with a common destiny. Association membership will be open to citizens from Mediterranean nations, or nearby European, African and Asian ones.

Members are divided into three categories:

- a) Ordinary members
- b) Volunteer members
- c) Honorary members

Ordinary members regularly participate in fulfilling the Association’s mandate and the formulation and organisation of its activities. Ordinary members may, in cases in which it is deemed necessary, lend their professional skills to the Association.

Volunteer members, instead may contribute to fulfilling the Association’s mandate but will only be reimbursed for their documented expenses while carrying out Association activities.

Honorary members are named as such for their participation in the Association or for having contributed economically or led initiatives for the Association which supported the objectives and promoted the Association.

The Board of Directors will determine which of the above-mentioned categories a member should be part of with the exception of Honorary members who are exempt from payment and have the same rights and duties within the Association.

Once member status has been obtained it is permanent and, therefore, practices that violate this principle are not permitted, such as introducing criteria for membership admittance limiting the rights of a member or the membership duration. Membership may be revoked only when a member:

- 1) doesn’t comply with the spirit of these Articles, the rules within it or the decisions adopted by social organisations;
- 2) in any way causes moral or material damage to the Association;
- 3) has been proven to have illegitimately appropriated social funds, acts, documents or other property of the Association.

Recourse for suspensions, removals or expulsions must be carried out within 30 days and will be decided upon in an irrevocable manner during the first Members’ Assembly.

Article 7

Being a member of the Association is free and voluntary but requires respect for the resolutions agreed upon by the Board of Directors according to these Articles. All members may participate in the initiatives promoted by the Association and take part in the ordinary and extraordinary assemblies. They have the right to vote, which they can exercise directly or by proxy, also through a simple email when approving and modifying the Articles or regulations, to nominate the Association board members and for any other issues to be decided upon by in the assembly. Every member has one sole vote regardless of the membership fee paid. Every member has access to information and guidelines established by the rules of the Articles. Members are obliged to respect the norms and social policies present in these Articles and to pay the membership fee annually.

Article 8

Temporary participation in the Association is not permitted. Membership fees and contributions are non-transferable and cannot be re-considered. Members may lose their status exclusively for the following reasons:

- a) cancellation or death;
- b) failure to make the Association's annual fee payment before 31 March, presumes a desire to cancel membership;
- c) expulsion for serious cause decided by the Board of Directors.

Withdrawal, in any case, is effective immediately. Members who cancel their membership or face expulsion will not be reimbursed of their annual fee. Expulsed members may oppose the Board of Director's decision at the next Member's Assembly.

IV. Internal Democracy and Administrative Body

Article 9

The "Maydan" Association is inspired by the principles of democracy and the equal rights and participation of all members, therefore all roles are elected.

The Association is broken down into:

- a) Members' Assembly;
- b) Board of Directors;
- c) Two Co-Presidents;
- d) Secretary
- e) Treasurer;
- f) Auditor (potential role);
- g) Scientific Committee (potential role).

The roles in the Association are elected and without compensation.

Should there be expenses related to activities carried out, reimbursement is possible only if the expense was in fact borne and documented, within a maximum limit and carried out according to parameters established beforehand by the Board of Directors. In any case, lump sum amounts are not permitted.

Article 10 – Members' Assembly

The Assembly consists of all members and those with roles within the Association. General Assemblies are convened and considered valid with the participation of 50 percent plus one of Assembly members, and on the second convocation, whatever number is present is valid. Assembly deliberations are always approved with a majority of votes. Budgetary votes or those dealing with

board member responsibilities are not subject to a vote. The decisions made, in line with these Articles, apply to all members even if they were absent, contrary or abstained from voting.

The General Assembly is convened once a year from 1 October of the previous year to 30 March of the following year. It:

- 1) approves the financial balance sheet;
- 2) approves the general programme of activities for the year in progress;
- 3) appoints and removes members of association bodies;
- 4) appoints and revokes, when provided for, the person in charge of the statutory audit;
- 5) deliberates on the liability of members of the corporate bodies and brings liability actions against them;
- 6) deliberates on appeals against resolutions of the Board of Directors;
- 7) deliberates on amendments to the Articles;
- 8) approves any regulations for the work of the assembly;
- 9) deliberates on the dissolution, transformation, merger, or demerger of the association;
- 10) makes policy/organisational decisions such as setting up a scientific committee.

The Assembly is convened in a regular manner by the co-Presidents or whoever does so in their stead; it may also be convened – in written form and with an agenda - by the majority of the Board of Directors. The Assembly should be convened with at least 15 days advanced warning by written communication (even by simple correspondence or electronically), to every member.

The Assembly is deemed valid on its first convocation if at least half plus one of the members are present; in the second convocation whatever number present is acceptable. Every member has the right to one vote and each member may have a maximum of three proxies.

The Assembly is overseen by one of the co- Presidents or, if they are unavailable, by the eldest member of the Board of Directors. The Secretary for the Assembly is normally the Association Secretary or, if not in attendance, a member nominated by all of those present.

The assembly meetings will be recorded in minutes by the Secretary, signed by the President and collected in a book of Assembly minutes. Decisions made, financial statements and reports will be attached to the minutes. These will remain in the legal office and be available to all members.

The Extraordinary assemblies, in order to deliberate on changes to the Articles, require the presence of at least 3/4 of members on first convocation and the presence of half plus one of the member on second convocation. In both cases, the resolution passes with the favourable vote of the majority of those present. For decisions related to the dissolution or closure of the Association the rules of Article 19 apply. Votes may be indicated by a raise of hands or by secret ballot when it is requested by 1/10 of those present. Election for positions within the Association will be conducted by secret ballot. Members may participate via electronic means (teleconferences or audio-conferences), according to the details provided in the Assembly convocation correspondence.

The decision of the members is allowed through asynchronous electronic voting which can be carried out both by sending e-mail messages and by other web-based tools. In these cases, a response time of not less than seven days must be granted and the recognition of the member casting his/her vote must be guaranteed. The object submitted to the electronic vote and the methods of participation must be clearly described in the communication of invitation to vote. The validity and approval majorities already indicated for synchronous voting apply.

Article 11 - The Board of Directors

The Board of Directors is made up of between 3 and 9 members elected at the General Assembly, the appointment lasts 2 (two) years and re-election is permitted; the different positions are nominated within the Board as indicated in these Articles. The Board meetings must be available to all members.

Should a Board member step down, for whatever reason, the other members must replace that person and have the choice ratified at the next General Assembly. The appointed member will remain on the Board until the entire Board must be re-elected. Should the majority of Board members step down the remaining members must convene and Members' Assembly without delay and name a new Board of Directors.

The Board of Directors, within the confines established by the Assembly, is charged with the broadest ordinary and extraordinary administrative duties, it can decide upon the various initiatives and the criteria to consider achieving the social objectives, to set in motion the programmatic decisions of the Assembly and for the running and administration of the Association. In particular, it must: a) nominate Co-Presidents, a Secretary and a Treasurer among its members and name other positions as it sees fit b) convene Ordinary and Extraordinary Assemblies and define the agendas c) organise Association working groups d) prepare estimated and final financial statements to be approved by the Assembly e) establish the annual membership fee f) decide the acceptance and exclusion of members. The Board of Directors meets at least twice a year, when the Co-presidents deem it necessary or when two members of the Board request it.

Convening the Board takes place in written form, including via Internet, with an advanced notice of at least five days. Board meetings are considered valid with at least three members present and are overseen by one of the Co-presidents or, if not in attendance, a Board member that has been nominated for the task. The meetings must be recorded in minutes and signed by the Co-presidents and Secretary and then placed in the appropriate register.

Article 12 - Co-Presidents

The Co-presidents are the legal representatives of the Association, they convene and oversee the Board of Directors and convene Assemblies for members. The Co-presidents must be a man and a woman and, if possible, one should be from a country on the northern shore of the Mediterranean and one from the southern shore. They may delegate technical tasks and specific functions to other Board members or Association members. In case of emergencies, the Co-presidents may carry out any action necessary to safeguard the interests of the Association, with a subsequent approval by the Board.

The Co-presidents' terms last 2 (two) years and they may be re-elected but may not have two consecutive mandates. The role of Co-president will be carried out preferably by Board members on a rotation basis.

Article 13 - Secretary and Treasurer

The Secretary: conserves the Association acts, writes the Assembly and Board meeting minutes and manages the other Association books and registers; manages convocation of Assemblies, Board meetings with related agendas and supervises the head office; and carries out any other tasks assigned by the Board of Directors.

The Treasurer: does the accounting, manages the books and funds, draws up the financial statements and attends to payments out and received under the guidance of the Co-presidents.

Article 14

Should it be considered necessary by law, or by the Assembly, a Board of Auditors will be elected. The Auditing body should it be created will be made up of one to three members elected by the Assembly with a three-year term that may not be replicated. The auditors will periodically verify the regularity of accounting practices and will produce a report that will be an integral part of the financial statement to be approved by the Assembly.

Article 15

The Scientific Committee, should it be created by the Board of Directors, will consist of members who, due to their expertise and experience, will serve as guarantors of the conformity between the activities conducted by the Association and the objectives laid out in this Articles of Association document.

The members may be named by the Board of Directors and also proposed by of one or more members. They may participate in the Assemblies and Board meetings - without voting rights – and may express their opinions on the Association’s initiatives.

The naming of and subsequent variations in the composition of the Scientific Committee put in place by the Board of Directors is entirely at the Board’s discretion but should be motivated and clearly expressed in the minutes of Board meetings.

V. Economic Resources

Article 16

The Association requires economic resources to operate and to conduct its activities from:

- membership fees and participant contributions;
- private, individual or institutional, national or international financial support and contributions;
- public funds and contributions from European Union tenders, or from member states, public, national, other European or non-European institutions or agencies;
- refunds from conventions;
- revenue from minor commercial activities;
- fundraising;
- donations, legacies and revenue from movable and immovable property acquired by the Association in any capacity.
- other income compatible with the social purposes of the not-for-profit association.

The Association may rely on credit to carry out its initiatives as long as the credit institution operates according to ethical finance standards.

Article 17

The financial year ends on 31 December of every year. The Board of Directors must draw up the final budget and the budget estimate within ninety days of the financial year end and that budget estimate must be approved at an ordinary annual general meeting. The final budget must remain deposited at the Association’s legal office over the course of the fifteen days prior to the assembly until it has been approved. Members may refer to it. An integral part of the budget is the auditor’s report should that role be activated. Assets, contributions and donations received must be included in the budget. Distributing, even indirectly, income or leftover funds, reserves or capital during the existence of the Association is prohibited except in cases when the destination or distribution is imposed by law. Operating surpluses will be entirely re-invested for social aims.

Article 18

Modifications to the Articles of Association must be deliberated by the assembly with the support of a majority of two thirds of those present. Attendance at the extraordinary Assembly is permitted via electronic devices (teleconferences or audio-conferences) according to the indications provided in the Assembly’s convocation letter.

VI. Dissolution of the Association

Article 19

The motivated decision to dissolve the Association must be made by at least 4/5 of members present in a valid Assembly with the absolute majority of members. In the event that it is not possible to reach that majority after three assembly convocations occurring at least 20 days apart from each other, in which the final one is well publicized, the dissolution may be deliberated. Attendance at the Assembly is permitted via electronic devices (teleconferences or audio-conferences) according to the indications provided in the Assembly's convocation letter.

The Assembly will decide on how to devolve assets, having deducted any existing liabilities, to other third sector entities toward one or more objectives of this Article of Associations and, in any case, toward social utility and cultural ends.

Article 20

For anything not considered in these Articles of Association, the norms established in the Civil Code, the Third Sector Code and existing rules apply.

Approved by the membership Assembly on 10/08/2022

N.B.: This text is a translation of the official document, which is written in Italian and filed with the Italian fiscal agency. In any case, the Italian version is authentic.