

This is a complete translation to english of the Italian document found here:
https://www.dropbox.com/s/44o6d5vv1qhnelu/Statuto_2009.pdf?dl=1

STATUTE

Article 1 - Foundation and Seat

The Association named Wikimedia Italia - Associazione per la diffusione della conoscenza libera (for simplicity, thereof referred as Wikimedia Italia) is established in Monza (MB), Via Roberto Ardigò, 24.

The Governing Council may, by deliberation, transfer the seat within the same province and may institute branches in all Italy.

The Association hasn't profit purpose, direct or indirect. The Association contents and structure are inspired by solidarity, transparency and democracy values, which allow the effective participation of the members in the same association life.

The Association lifetime is unlimited.

The Association legal reference is the Regional Law of Lombardy n. 1/08 and the Law 383/00.

Article 2 - Subsidiary

Wikimedia Italia collaborates with Wikimedia Foundation Inc., foundation established by the Florida State Law (USA), but doesn't assume the legal representation for Italy.

Wikimedia Italia has the right to use the Wikimedia Foundation Inc. logo and brands. This authorisation may be revoked one-sidedly anytime by Wikimedia Foundation, Inc.

Article 3 - Purpose and Employment

Wikimedia Italia has only social solidarity purposes in the field of the cultural promotion.

The aim of the Association is to contribute actively to spread and improve the culture and the knowledge by promoting the creation, the collection and the free circulation of open contents, in order to incentivize the accessibility to the knowledge and to the education. The Association defines as "open contents" all the works marked by their authors with a licence which allow their free spread and/or elaboration. In addition, it will be also increased the awareness and the knowledge about social and philosophical related questions. In particular, Wikipedia Italia has as aim the promotion and support, direct or indirect, of the progress, the transfer and the translation in italian of Wikimedia Foundation Inc. projects.

Even if Wikimedia Italia is subject to the italian law, its purposes include the support to all the Wikimedia Foundation Inc project and not only to those in italian. Wikimedia italia hasn't interest in managing the Wikimedia Foundation Inc. websites.

The association may take part to projects and meetings in Italy and in other countries. However, any participation may not happen without the agreement of the local association affiliated with Wikimedia Foundation Inc, if that local association does exist in that given country or territory.

The Association may not engage in other activities than those institutional, except for those connected directly or for the integrative activities linked to the main ones. Wikimedia Italia pursues its aims both directly and in collaboration with other institutions and organisations having the same institutional purpose; moreover, the association may perform all the securities, property and financial transactions deemed useful, necessary and appropriate to achieving the objective.

The Association mainly works through the direct and personal action of its own members. The members services are chiefly free.

In case of need, in order to achieve the objectives, the Association may stipulate pacts and agreements with public or private bodies, companies, other associations or any other subjects.

Article 4- Members

Every adult person, man or woman, may join the association, they should share the institutional purpose and the association aims without any discrimination of sex, language, nationality, religion and ideology. All the members have the same rights and duties.

The members number is unlimited.

The temporary participation in community life is excluded.

The association tries to guarantee the internal tutelage of the personal inviolable rights and the respect of "equal opportunities" between men and women.

The members of the association are those who signed the Foundation Act as Charter Members and those who request it and whose application is considered eligible by the Governing Council as Ordinary Members.

The Governing Council may embrace Supporters who provide the activities of the association with economic support; The Governing Council may also name as Honorary Members those who provide the Association life with a specific contribution.

The Charter Members and the Honorary ones may be required to contribute to the annual expenditure of the association. The contribution of the members has not a property value and is deliberated by the association, called to approve the budget plan. The contribute is annual, it's not transferable, it's non-returnable in case of death, withdrawal or loss of the membership status; the contribution must be paid within 30 days before the Assembly called to approve the Balance Sheet of the year to which it relates.

Article 5 - Loss of the membership status

A member loses its status in case of:

1. death;
2. loss for non-payment;
3. withdrawal written to the Governing Council;
4. expulsion or disqualification decided by the Governing Council because of:
 - serious facts borne by the members;
 - non-compliance with the provisions of this Statute, of any regulations and any deliberations of the Governing Authorities;
 - opposite behaviors to the purpose of the Association.

It's permitted to lodge an appeal to the Guaranteeing College against any punitive measures of the Governing Council causing the suspension, the expulsion and the disqualification of the member, within 30 days from the notice. In case of contradictory procedure, the Guaranteeing College decides definitively within 30 day from the appeal. The expulsion has effect from the 30th day following the notification of the measure, which must contain the motivations of the resolution.

Article 6 - Rights and Duties of the Members

Members are required to:

- comply with the codes of this Statute and with the decisions of the Governing Authorities;
- pay the membership quote (except for the Honorary Members), annually set by the Assembly;
- carry out the activities, agreed in advance;
- keep an attitude compatible with the purposes of the Association.

Members have the rights to:

- frequent the offices of the Association and to take part in all its events and initiatives;
- take part in the Assemblies and, in case of adult people who are up to date with payments, to vote directly or with proxy (up to 3 proxies for delegate).

- know the programs through which the Association means to pursue the social goals;
- withdraw anytime from the Association, upon written communication to the Governing Council;
- propose projects and initiatives to the Governing Council;
- talk and approve the economic statements;
- elect and be elected as member of the Governing Authorities.

Article 7 - The Authorities of the Association

These are the Authorities of the Association:

- the Assembly of Members;
- the Governing Council;
- the President;
- the Guaranteeing College.

Moreover, it may be formed the following college of control:

- the College of Auditors.

All the associative offices are elective and unpaid; they have a term established by the rules and in any case not less than one year or three years for the Guaranteeing College and the the College of Auditors. Members who hold an associative office may have the reimbursement of expenses incurred during the pursuit of the same. Reimbursements are established in according to the internal rules and to the fiscal discipline.

Participation in meetings to the Governing Council and to the Assembly of Members may be also allowed via teleconferencing (audio/video, only audio or textual). In this case the identity of the remote participants has to be verified. The remote participants may have the opportunity to follow the talk, to view the discussed documents and to take part in the talk and in the live votes. These meetings shall be deemed to have occurred in the place in which the President is located.

Article 8 - The Assembly of Members

The Assembly of Members is the sovereign authority of the Association.

The Assembly is formed by all the members who are up to date with payment of the annual amount.

The meetings of the Assembly are ordinarily called by a written notice of the Governing Council (via letter, fax or email). The notice has to contain the place, the date and the hour of the first and further summonses and the agenda. All these informations have to be presented at the seat of the Association at least 15 days before and have to be communicated to the single member at least 15 days before. Given the nature of the organizational activities, the Assembly is validly convoked even when the place, the date and the hour of the first and further summonses and the agenda are published on the homepage of the official website of the Association (in according with the terms above).

The Assembly shall hold at least one ordinary meeting every year in order to approve the balance sheet and, in any case, when necessary, at the request of the President or of at least 10% of the associated.

The Assembly, in first convocation, is validly established by the participation of an half plus one of the voting members and it shall act by a simple majority of the votes. In second convocation, the Assembly is properly established whatever the number of participants. The Assembly discusses the agenda. The tasks of the Ordinary Assembly are:

- to elect the Governing Council;
- to elect the members of the Guaranteeing College;
- to elect the members of the the College of Auditors;
- to decide the general lines of the work program;
- to approve the annual report and the balance sheet of the previous year;
- to ratify the measures of its competence, adopted by the Governing Council on grounds of urgency;

- to fix the annual associative amount or other contributes borne by the members;
- to discuss eventual internal rules;
- to discuss all the questions concerning the social management.

The Assembly is chaired by the President, while the secretary of the Association draws up the minutes. The deliberation of the Assembly and the reported acts are presented in the social seat and remain on record for the free consultation of the members.

Article 9 - The Governing Council

The Governing Council is elected by the Assembly of Members and it's composed by a number of people established by the rules and, in any case, not less than 5 people.

It remains in office for a period set by the rules and, in any case, not less than a years; its members are re-eligible.

At the first meeting, the Governing Council elects among its own members the President, the Vice president, the Secretary and the Treasurer's office.

The Council may also assign among its members other offices pertinent to specific needs of the Association.

The Council is ordinary convocated by the President. Moreover, the Council may be exceptionally convocated in those case in which at least 3 councilors request it.

The meetings are valid when the majority of its members participates and the deliberations are approved a majority of the voting members. A memo of the council deliberations must be redacted by the Secretary. This memo remains on record for consultation of all the members.

The Governing Council has the task to:

- carry out the executive activities of the Association, as indicated by the Assembly;
- practice, as a collegiate authority, all the ordinary and extraordinary administrative powers in order to reach the purposes of the Association;
- express the programs of social activities based on the lines approved by the Assembly;
- fix the rules for the operation of the Association by editing the regulation, which must be approved by the Assembly;
- prepare all the useful elements to the Assembly for the prevision and the economical programmation of the calendar year and the social economic reporting of the done activities;
- deliberate about the admission of new members
- deliberate about the disciplinary actions toward the members;
- decide the modalities of participation to the activities of other Associations or Bodies;
- present to the Assembly, at the expiry of the mandate, an overall report about the activity of the Council.

In case of resignation of a member of the Board, this will be replaced as specified in the Regulations. The mandate of the members so appointed shall expire with that of the other members. However the number of members should not be replaced more than a third of the total members of this body. Any replacement must be ratified during the first meeting of the Shareholders.

The Board of Directors does not control the content of the sites written in Italian belonging to the Wikimedia Foundation, Inc., except to use them in case of need for announcements, press, voting or whatever serves to make announcements for general meetings or for any reason related to the need to run Wikimedia Italia.

Article 10 - The President

The President of the Association is elected by the Board of Directors from among its members by a majority vote, hold office for the period specified in the Regulation and in any case not less than one year and may be re-elected.

It has the signature and the social and legal representation of the Association towards third parties in court.

The President represents the Association and performs all the acts of the Association itself, convenes and presides over the Executive Council, shall keep it orderly proceedings.

It is authorized to carry out slotting and accept donations of any kind and for any reason by public administrations, institutions and private, releasing releases and receipts.

It is authorized to enter into with the prior approval of the Executive Council, agreements or contracts with public or private entities, companies, other associations, or any other entity, public or private.

In case of necessity and urgency, the President takes measures within the competence of the Council by submitting them for ratification at its next meeting.

In case of absence, impediment or cessation of the functions of the President they are performed by the Vice President, who calls the Board of Directors for the approval of the relevant resolution.

Faced with the associated, third parties and all public offices, the signature of the Vice President be full proof of absence for impediment of the Chairman.

Article 11 - Board of Trustees

The Assembly elects a Board of Trustees consisting of three members and two alternates, chosen from among non-members. Any replacement of members of the Board, during the course of the three years, to be validated by the first meeting convened after the appointment. The members so appointed shall expire with the other components.

The Board:

- It has the task of examining the disputes among the members, between them and the group or its organs, including the members of the organs and between the agencies themselves;
- judges “ex aequo et bono” *equitable basis* without formal procedures and its ruling is final.

Article 12 - Board of Auditors

The Assembly can elect a Board of Auditors consists of three members and two alternates, chosen from among non-members and, when the law requires it, among those enrolled in the Register of Auditors. Any replacement of members of the Board during the course of the three years, after the exhaustion of the alternates, must be validated by the first meeting convened after the appointment. The members so appointed shall expire with the other components.

The Board:

- elect from among its members the President;
- exercise the powers and functions provided by law for auditors;
- It is acting on its own initiative, at the request of one of the bodies or on the recommendation of a member;
- may attend meetings of the Board;
- report annually to the Assembly with a written report and transcribed in the register of the Auditors.

Article 13 - The Association Assets

The Bank's capital is indivisible and consists of:

- movable and immovable property of the Association;
- assets of any kind purchased by the always for the construction of its institutional purposes;
- contributions, donations and bequests different;
- reserve fund.

The revenues of the Association consist of:

- income from its assets;
- private contributions;
- State contributions, the authorities or public institutions aimed solely at supporting specific and documented activities or projects;
- revenue from these agreements;
- Annual membership dues and other contributions;
- any other type of revenue arising out of or connected with the activities carried out, such as organizing demonstrations or participation in them, including through public collections occasional offerings of low value.

Article 14 - The Budget

The financial year runs from 1 January to 31 December each year.

It must be presented a Financial and Economic Report to the shareholders by April 30 of the following year; further derogation can be made in cases of proven need or impediment.

The cash flow for the year will highlight analytically the costs and revenues of expertise as well as the consistency of financial and balance ground from which to determine the financial year.

Forecasting and economic planning of the fiscal year next is decided by the shareholders with relevance to the formulation of the general activity of the Association.

It is forbidden to distribute, even indirectly, any profits or operating surpluses, funds, reserves or capital during the life of the Association.

There will be the establishment and growth of the reserve fund. The use of the reserve fund is bound by the decision of the General Meeting.

Profits or operating surpluses will be totally reinvested for the institutional activities and those directly connected to them.

Article 15 - Amendment of the Bylaws

The statute binds to its observance all members of the Association. It is the fundamental rule of conduct of the Association itself.

Under Article. 21 CC the present Charter may be amended by a special resolution of the Assembly.

The extraordinary shareholders' meetings, to amend the bylaws, are valid on first call with the participation of the three quarters of the members and pass resolutions with the favorable vote of two thirds of the participants. In second call special meetings are valid with the participation of a simple majority of members and deliberate with the vote of two thirds of the participants.

Article 16 - Dissolution of the Association

The dissolution of the association can be proposed by the Board and approved in the same manner set forth in Article 15 for changes to the constitution, by the General Meeting convened with specific agenda. The assets remaining after the exhaustion of the liquidation shall be transferred to other associations or non-profit social organizations operating in the same or similar field, as shown in the assembly that appoints the liquidator, unless otherwise required by law, after hearing the control body as per art. 190 paragraph 3 of Law 662/96. In no case they can be distributed assets, earnings and reserves to shareholders.

Article 17 - Final Provisions

For matters not covered by these Articles or by the rules of procedure, reference is made to the laws in force and in particular the Regional Law of Lombardy Region 1/08, and Article 383/00, of the Italian Civil Code.