

Rotary



***Fellowship of Rotarians who Appreciate Cultural Heritage***

*In short: F.R.A.C.H.*

# BYLAWS

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## Article 1. Establishment and objectives of the Fellowship

**F.R.A.C.H. – THE FELLOWSHIP OF ROTARIANS WHO APPRECIATE CULTURAL HERITAGE** is a non-political, non-party, non profit association promoted by Rotarians, it is disciplined by the rules in this Charter and it has an unlimited duration.

## Article 2. Definition of CULTURAL HERITAGE

### Cultural Heritage

*Cultural Heritage stands for all the testimonies, both material and intangible, bearing a value of civilisation and tradition.*

**Material goods** shall mean all those bearing a stable, defined shape.

**Intangible goods** shall mean all those not bearing a stable, defined shape, but only exist when they take place.

## Article 3 - Purpose

To promote friendship and the service of Rotarians the world over, who share an interest in Cultural Heritage.

So as to allow a more thorough development of a communication project which fosters the knowledge and enhancement of cultural heritage, the Fellowship puts forward a number of activities.

## Article 4 - The Fellowship

### 4.1 Organisational structure

The Fellowship is organised at an international level in a Coordination Structure (*Fellowship of Rotarians who Appreciate Cultural Heritage - F.R.A.C.H.*) and, at an operational level, in various groups which operate in the area (Area Teams). Should Area Teams envisage a need, they may establish higher coordination structures, set in between themselves and the Fellowship.

### 4.2 Features and restrictions

The Fellowship of Rotarians who appreciate Cultural Heritage:

1. Features an international structure, but operates fully respecting the laws of the countries it works in, through its teams;
2. It does not operate on behalf of RI and its authority is not taken for granted;
3. Has a neutral position with regards to politics and religion;
4. The relationship between the Fellowship and the international area Teams will be held in English.

### 4.3 Financial year

The Fellowship is based in Turin (Italy)

The financial year for the Fellowship and its pertaining Teams begins on 1<sup>st</sup> July and ends on 30<sup>th</sup> June on the following year.

The budget and accounts, together with the programme for the following year, must be approved by 15<sup>th</sup> October. They must be recorded at the registered office and be made available to members, at least 15 (fifteen) days before the date set for the approval.

### 4.4 Financial administration

The financial administration of the Fellowship is guaranteed by the contributions paid by the members to manage the Fellowship, by the social shares coming from the team and it is limited to the mere secretarial expenses and expenses accounts.

Each year, the

## 4.5 Membership fee

The membership fee shall be paid by all members via bank transfer within two months from the beginning of the social year.

The teams will pay the Fellowship 1/3 of their membership fees.

## 4.6 BOARD OF DIRECTORS

The Board of Directors is made up by 11 (eleven) members elected among the ones in the Assembly. The Board of Directors chooses the President, the Registrar and the Treasurer within its members. The Board of Directors will have a two-year term and its members can be re-elected. The meetings are deemed valid provided the majority of its members is present. A corresponding report will have to be drafted for each meeting of the Board of Directors. Should equity in the votes occur, the proposal bearing the crucial vote of the President - or Deputy President, should the President be absent - shall prevail.

### 4.6.1 *President*

The President holds all the powers bestowed by the Assembly and he/she holds the signing power and the legal representation of the association.

### 4.6.2 *Treasurer*

The treasurer is responsible for the funds and the execution of the financial resolutions of the Fellowship and for the safeguard of the accounts; he/she opens and closes bank accounts and has extensive powers on day-to-day and extraordinary business. He/she ensures the preparation of the final balance and the proposed planning, based on the guidelines set up by the Board of Directors, is met. At the end of his/her assignment, the treasurer must hand in all the funds, books or any other good belonging to the club to the newly appointed treasurer.

### 4.6.3 *Registrar*

The Registrar is responsible for the editing of the minutes of the Board of Directors meetings, who will transcribe on the specific books entrusted to his custody together with the shareholders register and the minutes of the meetings.

- He/she publishes the bulletin and sends a copy to the members;
- He/she maintains all the relationships with RI.

## 4.7 ASSEMBLY

Before beginning each assembly, a President is elected among the attendees, and he/she ceases his/her appointment upon writing the minutes, and whose sole power is to conduct the operations. The minutes of the assembly are compiled by the Registrar of the Board of Directors, i.e, should he/she not be present, by the President of the Assembly or another person delegated by him/her, who will hand it to the Registrar to be published on the website of the Club.

The members are represented by the Presidents of the Area Teams (or a delegate).

### 4.7.1 *Members meeting*

At least once a year, and possibly before the end of the financial year, a meeting will be held with the following agenda:

- Report of the President;
- Report of the Treasurer and approval of the balance and accounts;
- Programmes and decisions.

#### 4.7.2 *Validity*

The Assembly on a first call is duly composed when more than half of its members have intervened either personally or by proxy. In a repeat meeting, to be held on a different day from the one of the first call, is duly established regardless of how many members take part. The assembly, both on a first call and afterwards, takes decision with a favourable vote of the majority of voters who are either present or have given a delegation. Should parity occur, the vote of the President shall prevail.

#### 4.7.3 *Meetings and voting via internet or telephone*

All the meetings may be held online, provided the adequate support instruments for conference calls or videoconferences are installed (Skype and similar ones). Should the voting not be too complex and not require necessary analysis or collective discussions, the vote may also take place via e-mail or appropriate individual or multiple modules stating an opinion. If voting by post, no delegation will be accepted. Should the vote happen by secret ballot, it may be accepted by post only via a letter sent in a sealed envelope. The envelope containing the indication of the sender shall contain another unmarked, sealed envelope containing the voting card. In all these cases, the Registrar, upon prior agreement, shall arrange the connections, the wire, the potential collection and subsequent authentication of the votes.

#### 4.7.4 *Election of the administrators*

The Board of Directors shall nominate an elective committee made up by three members/shareholders. The Board will send an application request to all members via e-mail. Once the Board has collected the acceptance of the candidates, the Committee will proceed and formulate a voting card which will be sent via mail at the latest known address of members. Once it has verified the received cards, the Committee shall carry out the counting and will nominate the elected members, who will meet and choose the members of the Board of Directors during their first meeting.

### **4.8 ELECTION OF THE BOARD OF DIRECTORS, OF THE PRESIDENT AND OTHER EXECUTIVES**

1. All actual members can be elected, if they have duly paid the yearly fees, and have put forward their candidacy in writing to the President before the Elective Assembly. The list of candidates must be disclosed to the Members and the Electoral Commission.
2. The Electoral Commission is made up by three members, of whom at least one must be an actual member and will count the votes. The other members of the Commission will be chosen among those present and the Commission will be approved by majority of the Assembly. The candidate members shall not be part of the Electoral Commission. The remaining candidates will be nominated advisors, with the possibility of immediate waiving, until the planned number is reached; should an excess of elected members take place, the predominance system will prevail, in accordance with the regulations.
3. Should the minimum number of planned advisors not be reached, the optional nominations of actual members will be accepted, so as to reach the minimum number.
4. With regards to matters not specified in this charter, reference will be made to the regulations of Rotary International.

### **Article 5. Financial resources**

Financial resources are made up by:

- a) Yearly membership fees, which cannot be returned, nor transmitted;
- b) Associates' contributions;
- c) Contributions made by private citizens, companies and individuals;
- d) Contributions paid by Public Administrations for the conditioned progress/development or following an accreditation scheme of activities having social purposes in accordance with institutional purposes;

- e) Funds received after occasional public fundraising, even through offers of goods having modest value or services to financing members, taking place during celebrations, recurrences and awareness campaigns;
- f) Donations and bequests.
- g) Fees of institutional activities, complementary activities;
- h) Contributions from the State and Local Authorities in support of projects completed pertaining to statutory purposes.

## **Article 6. Policy initiatives**

The **F.R.A.C.H.** acts autonomously, following the principles of Rotary International, in compliance with its Code of Policies.

## **Article 7. Surplus and patrimony**

Surpluses, as well as reserves and the patrimony, cannot be distributed to members, not even in an indirect way.

## **Article 8. Dissolution of the Association**

It is forbidden to share, even in an indirect fashion, any profit or surpluses as well as funds, reserves or assets during the life of the Association, unless the destination or distribution are imposed by the current law (eg. in Italy, following article 148 D.P.R. 917/86)

## **Article 9. Temporary provisions**

The Governing Bodies of the Fellowship are elected by and among the promoters of the Fellowship at the first Assembly for a duration of two years from its establishment. Starting from the third year, the area Teams will take part in the Assembly of the Fellowship and the election of the Governing Bodies thereof.

## **Article 10. The area TEAM**

The Team shall have its seat in the place considered appropriate by the members.

The structure of its social bodies and its operating procedures will be similar to those established for the Fellowship.

### **10.1 Financial administration**

The financial administration of the TEAM is granted by the contributions paid by the members for its management.

For every social year, each Team shall prepare and send the following to the Fellowship within 2 months from the beginning of the financial year:

- The final balance sheet of the previous year;
- The budget for the current year;
- Notes to the financial statement outlining Projects and activities starting from the current year.

### **10.2 Membership fee**

The membership fee shall be paid by the members within two months from the beginning of the Rotary year.

The yearly membership fee of a TEAM entails the yearly financial support of the Fellowship and the yearly fee for the current expenses for its own activities.

## **Article 11. MEMBERS of the Fellowships and the Team**

All the Rotarians, the relatives of Rotarians, Rotaractors and the Alumni in good standing of the Rotary International Standards and who share an interest in Cultural Heritage may become members of the Fellowship.