



# ARTICLES OF ASSOCIATION

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## **TITLE I (LEGAL FORM, REGISTERED OFFICE AND OBJECTIVES)**

### **ART. 1 (Legal Form and Registered Office)**

The Italian Branch of the International Agency for the Prevention of Blindness-IAPB Italy, a Non-Profit Organization of Social Utility (hereafter referred to as IAPB Italia onlus), is a legal entity governed by private law and was established in Rome by a public deed of incorporation on 9<sup>th</sup> February 1977 by the charitable trusts *Unione Italiana dei Ciechi* (today *Unione Italiana dei Ciechi e degli Ipovedenti onlus* - Italian Union of the Blind and Visually Impaired) and the *Società Oftalmologica Italiana* (Italian Society of Ophthalmology). It has been recognized by the Italian State with law no. 284 of 28<sup>th</sup> August 1997 and by the World Health Organization, and its legal registered office is based in Rome, Italy.

The IAPB Italia onlus, in its own company name and any distinctive sign or communication addressed to the public, uses the locution “Non-Profit Organization of Social Utility”, whose Italian acronym is “Onlus”.

The IAPB Italia onlus adheres to the International Agency for the Prevention of Blindness (I.A.P.B.), a Non-Governmental Organization recognized by the World Health Organization, and provides a service of general interest pursuing only aims of socio-sanitary utility in the fields of the prevention of eye diseases and the rehabilitation of visually impaired persons.

### **ART. 2 (Objectives)**

The IAPB Italia onlus has got the following objectives: the prevention of blindness and rehabilitation for partially sighted persons. It only pursues the activities mentioned below and the ones directly connected to them, in particular it

- a) disseminates at a national, regional and local level the knowledge of main eye diseases that cause blindness or visual impairment at every age, by promoting and supporting information campaigns, scientific congresses and meetings; it also publishes and distributes scientific and informational material;
- b) promotes studies, scientific research and epidemiological surveys, also through cooperation agreements with the Government, Regional Authorities, universities, ophthalmological hospitals and Institutions with similar expertise, as well as with any other public or private organization, which operates for the effective prevention of blindness, the visual rehabilitation of the partially sighted and their social and psychological recovery;
- c) acts as a suitable interlocutor with the Ministries of Health, Public Education and Employment, and with public and private authorities at a local, national and international level, to promote and encourage initiatives for the prevention of blindness and the rehabilitation of the partially sighted;
- d) promotes and organizes training and refresher courses for educators and vision rehabilitation therapists;
- e) establishes or enhances public or contracted centers for the education and rehabilitation of partially sighted persons;
- f) promotes and manages local initiatives for the prevention of visual impairments, also through ophthalmological mobile units;
- g) provides information and advice on visual impairments to citizens by any appropriate means, as well as offering support where necessary;
- h) promotes and implements blindness prevention and visual rehabilitation initiatives in low income countries;
- i) pursuant to art. 10, comma 5, of Law no. 460/97, it is forbidden to conduct any activity, which differs from the ones mentioned above, with the exception of activities directly connected to them.

The IAPB Italia onlus is able to adhere to the programs of international Organizations, which are congruent with its own institutional purposes.

## **TITLE II (GOVERNING BODIES, COMPOSITION AND DUTIES)**

### **ART. 3 (Governing Bodies)**

The IAPB Italia onlus is constitutionally a national organization, to which the Regional and Provincial Committees refer to, in accordance to the legislations of this Articles of Association. Said local Committees are provided with managerial, administrative, capital and fiscal autonomy.

Its Governing Bodies are:

- the National Directorate;
- the National President;
- the Bureau;
- the National Scientific Committee;
- the National Board of Auditors;
- the Regional Committee ;
- the Regional President;
- the Provincial Committee;
- the Provincial President.

Duty allowances can be provided to the officers in charge of Monocratic Bodies and the members of Collegial Bodies, on the basis of the available financial resources and in addition to the reimbursement of documented expenses, in accordance with the procedures and the limits provided for by law.

### **ART. 4 (National Directorate)**

The National Directorate consists of six to nine Members, of which: two are appointed by the *Unione Italiana dei Ciechi e degli Ipovedenti onlus* (Italian Union of the Blind and Visually Impaired NGO); three are appointed by the *Società Oftalmologica Italiana* (Italian Society of Ophthalmology); one is appointed by the President of the National Committee for the Prevention of Blindness of the Ministry of Health; three are co-opted by the National Directorate, following the proposal of the President of the Italian Branch of the International Agency for the Prevention of Blindness- IAPB Italia onlus, from a number of people of good character, with proven competence and experience in the field.

In its first meeting, the National Directorate:

- a) elects the National President;
- b) elects the National Vice President;
- c) elects the third Member of the Bureau, referred to in art.8 below;
- d) appoints the National Scientific Committee;
- e) appoints the National board of Statutory Auditors.

The inaugural meeting of the National Directorate is convened by the outgoing National President and is presided over by the eldest Member, until the election of a new National President.

## **ART. 5 (Tasks of the National Directorate)**

The National Directorate:

- a) promotes and implements the objectives previously referred to in art. 2;
- b) coordinates the activities of the Regional and Provincial Committees;
- c) appoints the Director and the Co-Director as well as the Editorial Board and the Chief Editor of the scientific magazine "Oftalmologia Sociale - Rivista di Sanità Pubblica" (*Social Ophthalmology – Public Health Journal*);
- d) approves the conclusion of agreements with public and private national bodies, and with European and international organizations;
- e) entrusts tasks and consultancy;
- f) approves the recruitment and dismissal of personnel;
- g) approves internal Regulations;
- h) elects the Treasurer;
- i) approves the final Balance Sheet and the Report on the activities carried out in the previous fiscal year by 30<sup>th</sup> April of each year, as provided for in art. 2, paragraph 5, of the Law of 28<sup>th</sup> August 1997, no. 284;
- j) approves the Programming Report and the Budget of the next financial year by 31<sup>st</sup> December of each year;
- k) approves the acceptance of donations, bequests, oblations and contributions;
- l) can verify that the activities of the Regional and Provincial Committees are compliant with the aims indicated in this Articles of Association and within regulatory guidelines;
- m) deliberates the establishment, where possible, or the strengthening of Centres for the prevention of blindness and for the visual rehabilitation of the partially sighted, also in cooperation with public and private Institutions;
- n) promotes and organizes training and refresher for educators and visual rehabilitation therapists;
- o) appoints the Secretary General and determines his remuneration upon the proposal of the National President;
- p) can set up Boards of Directors or Committees to manage specific activities of the IAPB Italia onlus;
- q) approves the affiliation to national and international institutions and organizations for the achievement of the statutory objectives;
- r) approves any amendments of the Articles of Association;
- s) deliberates on any other subject proposed by the National President.

The National Directorate, upon the proposal of the President, can appoint, among persons deemed worthy, a Honorary President, who collaborates with the President of the IAPB Italia onlus and participates with a consultancy vote to the meetings of the National Directorate.

## **ART. 6 (Convocation of National Directorate and minutes of the Assembly)**

The National Directorate is convened by the National President ordinarily, at least four times per year; and by extraordinary session, any time he considers appropriate. The National President is also obliged to convene the National Directorate every time a written request is submitted by at least three members of the Directorate itself, complete with an indication of the topics to be discussed.

The convocation is made by written notice and by any other means, at least eight days before the meeting or, in urgent cases, at least forty-eight hours in advance.

The Convocation notice must indicate the date, time and place of the meeting, as well as the agenda for the day. The meetings of the National Directorate can also be held by videoconference or teleconference, on condition that the collegial method, the principles of good faith and the equal treatment of members are respected.

Representatives or observers of national or international organizations can participate in the sessions of the National Directorate by invitation of the National President.

The minutes of the meetings are drawn up in a special report by the Secretary General or by such person delegated to perform this task, and are to be signed by the minute-taker and by the National President.

#### **ART. 7 (National President)**

The National President is the legal representative of the IAPB Italia onlus. He

- a) convenes and presides over the meetings of the National Directorate and the Bureau;
- b) implements the deliberations of the National Directorate and the Bureau;
- c) adopts measures of competence of the National Directorate, to be ratified by the National Directorate itself in the subsequent meeting, in case of an impossibility to reach agreement in the Bureau, exceptionally and in the presence of very urgent requirements;
- d) signs correspondence and all administrative and accounting documents;
- e) can participate, personally or through a delegate, in Regional and Provincial Committee meetings;
- f) can be a party to legal proceedings, after deliberation of the National Directorate;
- g) promotes with autonomous provision, where necessary, conservative, precautionary and possessory procedures, to be subjected to ratification by the National Directorate at the earliest meeting;
- h) adopts measures not expressly reserved for the National Directorate.

The National President, in case of absence or impediment, is substituted by the National Vice President. In case of the National President standing down by official resignation from the position or due to continuous impediment, the National Directorate, convened by the Vice President, will proceed with the election of a new National President, after integration, where necessary, by the represented Body.

#### **ART. 8 (The Bureau)**

The Bureau is composed of the National President, the Vice National President and a Member elected by the National Directorate.

It collaborates with the National President in carrying out the statutory tasks.

#### **ART. 9 (Secretary General)**

The Secretary General:

- a) participates in the meetings of the National Directorate and draws up the minutes;
- b) countersigns payments and collection orders;
- c) assists the National President and the other national Institutions in the performance of their tasks and in the carrying out of institutional initiatives;
- d) oversees the functioning of the offices and is responsible for the effectiveness of administrative action;
- e) exercises disciplinary functions towards personnel in the forms established by the competent bodies and by the National Collective Labour Agreement of relevance.

In case of any temporary impediment, the Secretary General is substituted in his functions by another person nominated by the National Directorate.

#### **ART. 10 (National Scientific Committee - Composition and Duties)**

The National Scientific Committee of IAPB Italia onlus consists of five Members appointed by the National Directorate and chosen from public figures of clear and recognized scientific and professional competence.

During the inaugural meeting, it appoints, from among its Members, the President and the Vice President.

The National Scientific Committee carries out the following tasks:

- a) prepares research, studies and projects in accordance with the institutional aims of IAPB Italia onlus;
- b) proposes initiatives of scientific and social relevance regarding the prevention of blindness and the rehabilitation of visual impaired persons, also in developing Countries, to the National Directorate;
- c) expresses opinions and delivers its advice upon request of the National Directorate;

- d) proposes research projects and epidemiological surveys to the National Directorate;
- e) collaborates on the publication of scientific articles in the IAPB Italia onlus journal "Oftalmologia Sociale – Rivista di Sanità Pubblica" (*Social Ophthalmology - Public Health journal*).

#### **ART. 11 (National Board of Statutory Auditors - Composition and Duties)**

The National Board of Statutory Auditors of IAPB Italia onlus consists of three Statutory Auditors and two substitutes, appointed by the National Directorate.

In the inaugural meeting, the National Board of Statutory Auditors appoints the President from among its members.

The Statutory Auditors:

- a) verify periodically, and whenever they consider it appropriate, the economic and financial management of the IAPB Italia onlus;
- b) check the registers, accounting documents and the cash status, drawing up a specific report;
- c) Present the final Balance Sheet report to the National Management and express their opinion on the estimated budget.

By invitation of the National President of IAPB Italia onlus, the President of Statutory Auditors or another Statutory Auditor can participate in the meetings of the National Directorate.

#### **ART. 12 (Regional Committee - Composition and duties)**

The organizational structure of the IAPB Italia onlus corresponds, on a regional level, to the territory of the Regions with ordinary and special Statute and operates from the regional headquarters of the *Unione Italiana dei Ciechi e degli Ipovedenti Onlus*.

The Regional Committee of the IAPB Italia onlus is made up of three Members, of which: two appointed by the Regional Committee of the *Unione Italiana dei Ciechi e degli Ipovedenti Onlus* with territorial competence, and one appointed, at the request of the IAPB Italia onlus, by the *Società Oftalmologica Italiana*; if this does not comply with the request within sixty days, the Regional Committee of the *Unione Italiana dei Ciechi e degli Ipovedenti Onlus* will integrate the missing Member by appointing the ophthalmologist itself.

The Regional Committee, in its first meeting, elects its own President and a Vice President.

The Regional President of the *Unione Italiana dei Ciechi e degli Ipovedenti Onlus* with territorial competence is responsible for convening and setting up the Regional Committee of the IAPB Italia onlus.

The Regional Committee can co-opt no more than two other members.

The Regional Committee:

- a) promotes and implements on the regional territory, in collaboration with the National Presidency and the Provincial Committees, the purposes previously referred to in art. 2;
- b) organizes panel discussions and seminars as per the previous art. 2;
- c) Promotes partnerships with Regional Authorities, public health and education institutions, as well as with the Universities that are present in the regional territory.

#### **ART. 13 (Convening and Verbalization of the Regional Committee)**

The Regional Committee of the IAPB Italia onlus is convened by the Regional President whenever he deems it appropriate, or a written request is made, indicating the topics to be dealt with:

- a) by the National President of the IAPB Italia onlus;
- b) by at least two members of the Regional Committee.

The convening of the Regional Committee is made by written notice and by any other means at least eight days before the meeting or, in case of urgency, at least forty-eight hours in advance. In the convening notice, sent also to inform the National Presidency of the IAPB Italia onlus, the date, time, place and agenda of the meeting must be

indicated. The meetings of the Regional Committee can also be held by videoconference or teleconference, provided that the collegial method, the principles of good faith and of equal treatment of members is respected. The minutes of every meeting must be drawn up by the acting Secretary and signed by him together with the Regional President.

#### **ART. 14 (Regional President)**

The President of the Regional Committee of the IAPB Italia onlus is in charge of the activities carried out within the competent regional territory; furthermore:

- a) convenes and presides over the Regional Committee meeting;
- b) Implements the Decisions of the Regional Committee and adopts, in case of urgency, the decisions deemed appropriate;
- c) signs correspondence.

The Regional President, in case of absence or impediment, is replaced by the Vice President.

In the event of a persistent vacancy by the Regional President, due to formal resignation from office or continuous impediment, the Regional Committee, upon convocation of the Vice President, proceeds to elect a new Regional President, after integration, if necessary, by the represented Body.

#### **ART. 15 (Provincial Committee - Composition and Duties)**

The Provincial Committee of the IAPB Italy onlus operates at the headquarters of the *Unione Italiana dei Ciechi e degli Ipovedenti Onlus* and consists of three Members, of which: two are appointed by the Provincial Council of the *Unione Italiana dei Ciechi e degli Ipovedenti Onlus* with territorial competence, and one appointed, at the request of the IAPB Italia onlus, by the *Società Oftalmologica Italiana*; if this appointment is not provided for within sixty days of the request, the Provincial Council of the *Unione Italiana dei Ciechi e degli Ipovedenti Onlus*, will integrate the missing member by appointing the ophthalmologist itself.

The Provincial Committee, in its inaugural meeting, appoints its own President and a Vice President.

The President of the *Unione Italiana dei Ciechi e degli Ipovedenti Onlus* provides for the convening and establishment of the Provincial Committee of the IAPB Italy onlus.

The Provincial Committee can co-opt no more than two other members.

The Provincial Committee:

- a) promotes and implements the purposes previously referred to in art. 2 on the provincial territory, in cooperation with the National Presidency of the IAPB Italy onlus;
- b) Promotes partnerships with Provincial Authorities, public health and education institutions, as well as with the Universities that are present in its territory.

#### **ART. 16 (Convening and Verbalization of the Provincial Committee)**

The Provincial Committee is convened by the Provincial President whenever he deems it appropriate, or when a written request is submitted with an indication of the subjects to be discussed:

- a) by the National President;
- b) by the Regional President;
- c) by at least two Members of the Provincial Committee.

The convening of the Provincial Committee is made by written notice and by any other means, at least eight days before the meeting or, in urgent cases, at least forty-eight hours in advance.

The Convening notice, sent for information to the National and Regional Presidencies the IAPB Italian onlus, must indicate the date, time and place of the meeting, as well as the agenda for the day. The meetings of the Provincial Committee can also be held by videoconference or teleconference, on condition that the collegial method, the principles of good faith and the equal treatment of members are respected.

The minutes of every meeting must be drawn up by the acting Secretary and signed by him, together with the Provincial President.

#### **ART. 17 (Provincial President)**

The President of the Provincial Committee of the IAPB Italia onlus is in charge of the activities carried out within the competent territory; furthermore the President:

- d) convenes and presides over the meetings of the Provincial Committee;
- e) implements the Decisions of the Provincial Committee and takes, in case of urgency, the decisions deemed appropriate;
- f) signs correspondence.

The Provincial President, in case of absence or impediment, is substituted by the Vice-President. In case of the Provincial President standing down by official resignation from the position or due to continuous impediment, the Provincial Committee, convened by the Vice President, will proceed with the election of a new Provincial President, through the integration, where necessary, by the represented Body.

#### **ART. 18 (Personnel)**

The IAPB Italia onlus makes use of its own personnel at a national level, for the implementation of the goals described in art.2 of this Articles of Association. For the carrying out of specific tasks external collaborations can be used.

### **TITLE III (Assets and Revenue)**

#### **ART. 19 (Heritage)**

The social patrimony of the IAPB Italia onlus consists of all movable and immovable assets of which the IAPB Italia onlus has ownership or holds other rights in any capacity.

The registered movable and immovable assets can be purchased or acquired by the IAPB Italia onlus to achieve the goals referred to in art. 2 of this Articles of Association and are registered in its name.

The assets are administered by the National Directorate.

#### **ART. 20 (Income)**

The income of the IAPB Italia onlus consists of:

- a) State funding;
- b) patrimonial income;
- c) ordinary and extraordinary contributions from Public and Private Institutions;
- d) contributions and incomes deriving from institutional or directly related activities;
- e) donations, legacies and oblations;
- f) specific contributions for services provided in accordance to the institutional aims.

Any surpluses or profit will in any case be allocated to the attainment of the objectives referred to in art.2 of this Articles of Association.

#### **ART. 21 (Income of Regional and Provincial Committees)**

The income of the Regional and Provincial Committees is composed of:

- a) any contribution from the National Directorate, public and private institutions;
- b) initiatives carried out within the scope of institutional aims.

## **TITLE IV (COMMON PROVISIONS)**

### **ART. 22 (Validity of Meetings and Votes)**

The meetings of the IAPB Italia onlus Governing Bodies and votes of the National Directorate and the Regional and Provincial committees are only valid when there are more than half of its members present. In the event of a tied vote, in the case of Deliberations, the President's vote is decisive; if it is an election of an officer, the eldest is elected.

Voting within the national, regional and provincial Governing Bodies are usually by open ballot. The voting for the election of officers and when they concern personal matters, are by secret ballot.

### **ART. 23 (Duration of Charge of Governing Bodies)**

The Governing Bodies of the IAPB Italia onlus remain in office for five years and its Members can be re-elected.

### **ART. 24 (Dissolution and Devolution of Assets)**

The dissolution of the IAPB Italia onlus may be decided upon by the National Directorate with a majority of 2/3 of those entitled to vote.

In case of termination, for any cause, the patrimony of the IAPB Italia onlus will be devolved, with the procedures that will be foreseen in the termination act, to the *Unione Italiana dei Ciechi e degli Ipovedenti onlus*, or to other non-profit organizations of social utility, after consultation of the control body pursuant to art. 3, paragraph 190 of the law of 23<sup>rd</sup> December 1996, no. 662, unless a different destination is imposed by law.

During the life of the IAPB Italia onlus, it is absolutely forbidden to distribute profits and operating surpluses, also indirectly, as well as funds, reserves or capital, unless the destination or distribution are imposed by law or are made to another ONLUS, which is part per law, statute or regulation, of the same and unitary structure.

For the purposes of the previous paragraph, in any case, indirect distribution of profits or operating surpluses is considered:

- A) the sale of goods and services rendered under more favorable conditions to the following individuals, by virtue of their quality:
  - 1. members;
  - 2. associates or participants;
  - 3. founders;
  - 4. components of the administrative and control bodies;
  - 5. those who operate in any capacity for the organization and are a part of it;
  - 6. persons who make donations to the organization;
  - 7. their relatives within the third degree and their relatives up to the second degree, and companies they directly or indirectly control or are affiliated with.
- B) the purchase of goods or services for amounts that, without any valid economic reasons, are superior to their normal value;
- C) the payment to the members of the administrative and control bodies of annual remunerations, which exceed the maximum salary provided for by the law for the President of the Board of Statutory Auditors of corporations;

- D) the payment to entities other than banks and authorized financial intermediaries, of interest liabilities, in respect to loans of all kinds, which are higher than the usurious rates provided for by the law;
- E) the payment of salaries or earnings to employees, which exceed by 20% the amount provided for by the collective labour agreements for the same job positions.

**ART. 25 (Withdrawal from office)**

A Member of the National Directorate, Regional or Provincial Committee of the IAPB Italia onlus who doesn't attend with a justified reason to three consecutive meetings of the Body they belong to, will have their membership revoked; in this case, the competent Body, at the request of the National President of IAPB Italia onlus, will have to substitute its Member.

**ART. 26 (General rules)**

For what is not foreseen by this Articles of Association, please refer to the laws and regulations of the State, which are compatible with the purposes of the present statute.