



**Officine Fotografiche Roma**  
via Giuseppe Libetta, 1 - 00154 Roma  
telefono/fax +39 06 97274721  
C.F. 97731350589 P. IVA 12221951002

## **BY-LAWS**

### **ASSOCIAZIONE OFFICINE FOTOGRAFICHE ROMA**

#### **TITLE I**

##### **ESTABLISHMENT AND REGISTERED OFFICES**

###### **ART. 1 – ESTABLISHMENT**

The Cultural Association “Associazione Officine Fotografiche Roma” has been established, pursuant to articles 14 and following of the Italian Civil Code.

The Association is a no-profit organization, it is therefore forbidden the distribution among members, even indirectly, of profits or surpluses, as well as funds, reserves or capital, throughout the whole life of the Association, unless such destination or distribution are provided for by the law.

###### **ART. 2 – REGISTERED OFFICES**

The Association’s registered offices are located in Rome, via Giuseppe Libetta no. 1, and the same shall be entitled to establish branches, sections and offices everywhere, in Italy and abroad.

#### **TITLE II**

##### **PURPOSE AND DURATION**

###### **ART. 3 – PURPOSES**

The Association shall pursue the following institutional objectives:

Spread within the social community the knowledge and the cultural aspects of the arts and techniques of photography, cinema, theater, visual arts, such as painting, graphics and image processing, through the managements, even at third parties’ premises, of courses, workshops, internships, exhibitions, shows and festivals. Spread their culture, history, evolution through time, learning and execution techniques also through editorial, video, computer, audiovisual and multimedia productions, training and advanced courses. Promote contests, festivals, conventions, foundations, scholarships or others, always with the purpose to spread graphic arts and photography. Let all members benefit from the results achieved by the Association, by publications and by the individual researches, studies or activities carried out.



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Make available to any art lover or connoisseur the results, publications or other material generated by the activity of the Cultural Association Officine Fotografiche Roma and its individual members. In order to achieve its purposes, the Association may occasionally organize, within the limits envisaged by the law, public fund raisings, concurrently with celebrations, anniversaries or awareness campaigns. Moreover, it may carry out any activity directly connected or instrumental to its institutional objectives. It may also support initiatives and programs of other public or private institutions, whose aims are similar to those of the Association.

In order to achieve its institutional goals, the Association prevalingly uses the voluntary and unpaid work of its members.

The individual members may, if necessary to the achievement of the institutional goals, enter into work contracts with the Association, be hired as employees, or receive remuneration for occasional self-employed work or as independent professionals.

#### ART. 4 - DURATION

The Association is established for an indefinite period and may be dissolved only by resolution of the extraordinary members' meeting taken by the majority provided for by art. 21, last paragraph, of the Italian Civil Code.

### TITLE III

#### MEMBERSHIP CATEGORIES

#### ART. 5 – MEMBERSHIP CATEGORIES

The members shall be divided into the following categories:

**Founding members:** members above the legal age who have participated to the organization's articles of association or have been accepted with such status within a year of its establishment; they are required to pay the membership fees and have voting rights;

**Ordinary members:** members (individuals above legal age or legal entities) that join the Association after its establishment, applying for membership; together with the application, they must pay the relevant membership fee and subsequently pay the membership fees to the ordinary extent annually fixed by the Executive Board; they have voting rights;

**Junior members:** minor members, joining the Association upon application made by their legal guardian. As long as they are minors, they are exempt from paying the annual membership fee and



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will not have any voting right. At their coming of age, they will automatically become ordinary members and shall enjoy all relevant rights and obligations;

Supporting members: members (individuals above legal age or legal entities) who supported the Association by giving a contribution greater than that envisaged for ordinary members either through their activity or through donations; they enjoy voting rights and all other rights granted to ordinary members;

Honorary members: these are personalities from the cultural scene, who, for particular merits or considerations, are deemed by the Executive Board able, even without any financial participation, to give prestige to the Association and whose presence could contribute the achievement of the organization's goals. They are not required to pay membership fees; since they do not pay a sum of money, they take the qualification related to the contribution without, however, losing the original qualification and have no voting rights; they are informed about the Association's activities, attend members' meetings, although they do not have voting rights, cannot be appointed for any position within the Association, can attend the Association's premises.

*Honorary members are appointed by the Executive Board.*

All membership categories are excluded from the temporariness of the associative relationship.

The address of members for any relationship with the Association is meant to be the place indicated in the application form or in a subsequent written communication.

#### ART. 6 – ELIGIBLE MEMBERS

Individuals, entities, bodies, institutions, and private or public companies, either Italian or foreign are eligible for membership.

Those who wish to join the Association must submit an express request to the Chairperson declaring to share the aims of the Association and to accept the By-Laws and the regulations of the Association. The Chairperson shall provide an answer to membership requests within sixty days from receipt of the same. Membership denial must be resolved by the Executive Board and motivated in writing, allowing the possibility to reply.

#### ART. 7 – MEMBERSHIP FEES

Members are required to pay annually the ordinary membership fee determined by the Executive Board for each membership category and any extraordinary contribution request made in relation to the activities of the Association.



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*The registration fee is valid and covers the payment of the annual fee for the year in which the same is made.*

The membership fee, established in Euro 30.00 for the first year, must be paid within the month of January of each year.

The status of member, as well as any rights on membership fees and contributions, are not re-usable and non-transferable, except for transfers upon death, both in case of dissolution of the individual membership, and in the case of dissolution of the Association.

#### ART. 8 – MEMBERS’ RIGHTS AND OBLIGATIONS

Members shall enjoy the rights provided for by in these By-Laws.

In particular, they are entitled:

- to participate to the Association’s life in the ways and within the limits set forth by these By-Laws and any regulations adopted by the Assembly of members, if necessary;
- to contribute to the achievement of the Association’s goals, according to the category to which the individual member belongs;
- to exercise their voting rights, within the limits set forth by these By-Laws;
- to withdraw from membership to the Association.

Members must:

- operate in the interests of the Association and for the achievement of its goals;
- respect the provisions of the By-Laws and of the Association’s regulations;
- actively engage in the Association’s life;
- regularly pay the membership fee;
- regularly pay the membership contribution.

Members, who have not regularly paid the annual membership fee, shall lose all their rights, including active and passive voting rights, until they pay the aforementioned fees.

#### ART. 9 – LOSS OF MEMBERSHIP

The membership of the individual member shall be extinguished upon death, withdrawal or exclusion.

Members can always withdraw from the Association by communicating, pursuant to art. 24 of the Italian civil code, their decision in writing to the Board members with a notice period of at least three months before the expiry of the current financial year. The withdrawal shall take effect from the expiry of the calendar year in which the same is communicated.



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Members are excluded if their incorrect or unruly conduct makes them guilty of serious acts detrimental to the Association.

Members are excluded from the Association upon resolution of the Executive Board in case of:

- unjustified lack of participation in the Association's life;
- conduct non-compliant with the provisions of these By-Laws;
- breach of resolutions or decisions of the Executive Board;
- conducts detrimental to the decorum or the good name of the Association and of its individual members;
- misuse of the name of the Association to carry out professional activities for consideration and in general to engage in activities contrary to the aims of the Association;
- non-payment of the membership fee for more than two consecutive times;

However, before excluding a member, the charges against the same must be challenged in writing, allowing the possibility to reply.

Should the membership be dissolved for any reason, members have no claim on the Association's assets nor are they entitled to the restitution of the membership fees and contributions paid.

#### ART. 10 – ASSETS AND INCOME OF THE ASSOCIATION

The assets of the Association consists of movable and immovable assets, which will be owned by the Association, deriving from any donations, bequests, donations and reserve funds.

The revenues of the Association consist of:

- membership fees;
- any public or private contribution;
- contributions made with a specific destination;
- income generated by any cultural initiative;
- donations, bequests and inheritances of movable and immovable assets;
- revenues generated by marginal production and trade activities, related to institutional activities and instrumental to the achievement of the Association's goals;
- revenues from exhibitions and public collections of funds, in any case occasional;
- any other income contributing to the increase of the assets, in compliance with the provisions of these By-Laws.

It is up to the Executive Board to take any decision related to possible investments and the use of capital funds.



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The assets of the Association may only be used for the fulfillment of the activities set forth by these By-Laws. Individual members are not entitled to request the division of assets nor claim the same.

## TITLE IV

### BODIES OF THE ASSOCIATION

#### ART. 11 – BODIES OF THE ASSOCIATION

The bodies of the Association are the following:

- a) the assembly of members;
- b) the Chairperson and the Deputy Chairperson;
- c) the Executive Board;
- d) the Treasurer;
- e) the Legal Auditor of Accounts.

#### ART. 12 – ASSEMBLY OF MEMBERS

The Assembly is the sovereign body of the Association and is composed of all members entitled to vote.

The Assembly can hold either ordinary or extraordinary meetings.

The ordinary general meeting is held at least once a year by May 31<sup>st</sup> to approve the yearly financial statements.

The ordinary meeting's duties are as follows:

- a) approval of the yearly financial statements, accompanied by the Management Report and the Report issued by the Legal Auditor of Accounts, regarding the financial performance of the Association;
- b) appointment of the members of the Executive Board and of the Legal Auditor of Accounts;
- c) liability proceedings against the Board members, pursuant to art. 22 of the Italian Civil Code.
- d) exclusion of members, pursuant to art. 24, par. 3 of the Italian Civil Code.
- e) any other issue, that the Executive Board deems opportune to submit to the meeting's approval.

The extraordinary meeting resolves upon any modification to be made to the Association's By-Laws, as well as upon the dissolution of the Associations and the allocation of assets.



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The Meeting, regularly summoned and established, represent the members in their whole and its resolution, taken in compliance with the law and the By-Laws, are binding for all members, even if absent or dissenting.

#### ART. 13 – SUMMONING OF THE MEETING

The meeting is summoned by means of a simple letter sent by fax or e-mail to all members at least fifteen days before the date fixed for the meeting.

The call for meeting must include the date, venue and time of the meeting and the agenda. In the same notice summoning the members' meeting, it is possible to fix a further date for the second call.

The meeting is summoned at the Association's registered office or elsewhere within the territory of the State, according to the indications contained in the call for meeting.

The Executive Board must summon the Assembly, when at least one tenth of members require so in a written motivated request and, in any case, whenever the Executive Board deems it appropriate.

#### ART. 14 – ATTENDANCE TO THE MEETING

All members over legal age of any category, excluding honorary members, up to date with their yearly membership fees, have voting rights.

Members may be represented in the meeting by other members by written proxy.

#### ART. 15 – VOTING RIGHTS

Each member over legal age, excluding honorary members, is entitled to one vote.

#### ART. 16 – CHAIRING OF THE MEETING

The meeting is chaired by the Chairperson of the Executive Board and, in case of absence, by the Deputy Chairperson. Should both be absent, the meeting shall be chaired by another person appointed by the same meeting. The meeting appoints a secretary and, should it deem it opportune, also two tellers.

The Chairperson of the meeting must verify the correctness of the proxies and legitimacy of the members to attend the meeting and to exercise their voting right and steer the meeting's debate.

Voting will take place by show of hands, by roll call or secret ballot, as determined by the Chairperson of the meeting.

During the meeting, minutes shall be drawn up and signed by the Chairperson and the Secretary.

#### ART. 17 – MAJORITY REQUIRED FOR THE ORDINARY MEETING



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The meeting is considered as duly constituted in first call when are present as many members representing at least half of the members. In second call, the ordinary general meeting is considered as validly constituted regardless of the number of attendees.

The ordinary general meeting shall resolve by majority of votes both in first and second call.

Board members do not have voting rights in the resolutions regarding the approval of the budget and in those relating to their responsibilities.

The meeting's resolutions will be suspended or cancelled pursuant to art. 23 of the Italian civil code.

#### **ART. 18 – MAJORITY REQUIRED FOR THE EXTRAORDINARY MEETING**

When the object of the resolution is the modification of the articles of association or the By-Laws, the majority of attendees, that must be at least three-quarters of the members, shall take the resolutions in the meeting's first call.

In second call, the extraordinary meeting is considered as duly constituted regardless of the number of attendees and resolves by the majority of votes.

However, in order to resolve upon the dissolution of the Association and the allocation of assets, it is necessary to have the favorable vote of at least three-quarters of the registered members, pursuant to art.21, par. 3 of the Italian Civil Code.

The meeting's resolutions will be suspended or cancelled pursuant to art. 23 of the Italian civil code.

#### **ART. 19 – EXECUTIVE BOARD**

The Association is managed by an Executive Board, composed of a variable number of members from three to nine, as established by the ordinary meeting at the time of appointment of the Board.

Board members must be chosen among the members.

Board members are appointed for a period of time not exceeding three years and may be re-elected.

The first time the Executive Board and the Chairperson are appointed with the articles of association.

The Executive Board shall appoint its Chairperson, a Deputy Chairperson and a Treasurer.

#### **ART. 20 – SUMMONING OF THE EXECUTIVE BOARD**

The Executive Board shall be summoned by notice sent by fax or e-mail to all the members of the Executive Board at least eight days before the date set for the meeting. In urgent cases, the period may be reduced to two days, with summoning made by telegram, fax or e-mail. Lacking all summoning formalities, the Executive Board's meeting shall be considered valid with the presence of all Board members in office.





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The Chairperson whenever deemed necessary or when at least one third of its members submit a written and motivated request, summons the Executive Board.

#### ART. 21 – VIDEO AND TELECONFERENCE MEETINGS

It is allowed the possibility to hold the meeting of the Executive Board via videoconference or teleconference systems, provided that all attendees can be identified by the Chairperson and they are allowed to discuss and intervene in real time to the debate of the agenda, manifestly expressing their vote in case of voting. Once these conditions are met, the Executive Board's meeting shall be considered as held in the place where the Chairman and the secretary of the meeting are; these latter shall draw up and undersign the meeting's minutes, mentioning how the distant members were connected and expressed their vote.

#### ART. 22 – OPERATIONS OF THE EXECUTIVE BOARD

The Board is chaired by the Chairman or in case of this latter's absence, by the Deputy Chairman. In the absence of both, the senior member chairs the Board. Board meetings' minutes will be drafted on the appropriate book, and will be signed by the Chairperson and the Secretary.

The Executive Board shall be considered validly constituted when the majority of its members in office attends and decides by majority vote of those present.

In the event of a tied vote, the Chairman's decision prevails.

#### ART. 23 – COOPTATION OF COUNCIL MEMBERS

In case a Board member ceases his office, it shall be appointed in his place the first of non-appointed members; should this not be possible, the Executive Board may proceed for cooption to the appointment of a new Board member.

The coopted Board members shall hold office until the following annual ordinary general meeting. Should the majority of Board members cease their office, the ordinary members' meeting shall be summoned in order to appoint the entire Executive Board.

#### ART. 24 - MANAGEMENT POWERS OF THE EXECUTIVE BOARD

The Board of Directors is granted the broadest powers to perform all acts of ordinary and extraordinary management useful or necessary for the accomplishment of the goals of the Association.

The Executive Board may delegate some its members certain powers for the day-to-day management of the Association.

#### ART. 25 – REPRESENTATION



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The legal representation of the Association before third parties and in court is assigned to the Chairperson of the Executive Board and, in case of this latter's absence or impediment, to the Deputy Chairperson.

The Chairperson is entitled to use the Association's signature and can grant special proxies for individual acts or categories of acts to other members of the Executive Board and, exceptionally, also outside the Association.

#### ART. 26 – DEPUTY CHAIRPERSON

The Deputy Chairperson replaces the Chairperson in each function, whenever the latter is absent or impeded.

#### ART. 27 – TREASURER

The Treasurer is responsible for the cash management of the Association and oversees the accounting and corporate books, preparing, from an accounting point of view, the financial statements and the budget.

#### ART. 28 – SECRETARY

The Executive Board may appoint, also among strangers, a secretary with the task to assist the Chairperson and to draw up the minutes of the meetings of the Executive Board and of the general members' meeting.

The Board may delegate to the Secretary also management functions relating to the day-to-day management of the Association.

#### ART. 28 BIS – LEGAL AUDITOR OF ACCOUNTS

The legal auditor of accounts is appointed by the ordinary members' meeting among people with suitable professional skills, enrolled in the legal auditors of accounts register, even if not a member. His function is to check the correctness of the management, verify the budget and the financial statements or the income statement, and examine the accounting documents and books, pursuant to the provisions of law and of the By-Laws, preparing an annual report accompanying the approval of the financial statements.

The legal auditor of accounts' office lasts 3 (three) years and can be confirmed.

## TITLE V

### FINANCIAL YEARS – FINANCIAL STATEMENTS



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#### ART. 29 - FINANCIAL YEARS – FIANANCIAL STATEMENTS

The Association's financial year starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year.

Each year the Executive Board prepares the financial statements, from which the revenues, divided by analytic items, the assets, the contributions, the bequests received, the expenses and the costs, divided by analytic items, must result in a clear and precise manner.

The financial statements must be accompanied by the report issued by the Legal Auditor of Accounts and by an illustrative report prepared by the Executive Board, giving evidence of the Association's activities, events and initiatives. Both documents must be subject to the approval of the Members' meeting no later than May 31<sup>st</sup> of each year.

The financial statements and the report must be filed at the Association's registered offices within 15 days prior to the date of their approval, available to all members.

### TITLE VI

#### VARIOUS ITEMS

#### ART. 30 – DISSOLUTION

In case of early dissolution of the Association, or if the purpose becomes unachievable or the Association's goals have been reached or for any reason and at any time, the Association will become extinct and its remaining assets will be donated in favor of another association having similar purposes, or for purposes of public utility.

Without prejudice to any other destination envisaged by the law.

#### ART. 31 - LIQUIDATION

The Members' meeting resolving the dissolution of the Association, shall appoint one or more liquidators, also chosen among persons not belonging to the Association.

#### ART. 32 – REFERENCES

For anything not provided for by in these By-Laws, reference should be made to the provisions of the Italian Civil Code governing acknowledged associations.

The Founding Members