



EICAP

European Institute of Cultural Analysis for Policy

BY-LAWS

SECTION I. GENERAL STATEMENTS

ARTICLE 1. Constitution

The Association is constituted and it shall be called “European Institute of Cultural Analysis for Policy” (hereinafter identified as “EICAP” or “Association”), regulated by the current bylaw and general norms.

ARTICLE 2. Address and duration

The EICAP’s registered address is at the Euro Mediterranean Biomedical Scientific Institute, Ex Convento dei Cappuccini, Via Reali di Bulgaria 72023 Mesagne (BR). EICAP may open other operative offices, abroad too. The EICAP has unlimited duration.

ARTICLE 3. Purpose

The EICAP is a no-profit, non-confessional and non-political scientific association, which pursue cultural, scientific and research purposes.

EICAP aims to carry out activities of study, research, dissemination, advisory, training and proposal as to the analysis of socio-cultural dynamics characterizing European societies and institutions and their impact on policies.

The EICAP is aimed at providing institutions, policy-makers, administrators, analysts, stakeholders and public opinion with evidence and scientific-based models for a deep understanding of the dynamic interplay between culture, policy and politics.

To this end, EICAP is engaged – preferentially, not exclusively – in:

- a. Empirical-based mapping and understanding of the cultural milieus of European societies, in their developmental trajectories as well as in their impact on policies and politics to design and evaluate;
- b. Development and validation of methods and instruments of analysis of the cultural dynamics as well as of the interplay between the latter and policy-making;
- c. Elaboration, evaluation and dissemination of strategies, methods and operative criteria for culture-sensitive policies;
- d. Organization of congresses, conferences, scientific symposia at local, national and international level;
- e. Provision of advice, ad hoc analyses, and training aimed at supporting the policy makers' effort to take culture into account in the design, implementation and evaluation of policies;
- f. Dissemination of innovative models of policy, grounded on a deeper understanding of the cultural dynamics underpinning the European societies and their role in the design and implementation of efficacious interventions;
- g. Editorial activities connected with the Association's scientific character and aim.

The EICAP is allowed to participate as a member to other foundations and/or associations and/or entities having similar purposes both in Italy and abroad.

SECTION II. ASSETS and FINANCIAL YEAR

ARTICLE 4. Assets and financial matters

The EICAP's assets are made up of:

- a. movable and immovable assets that will become property of the Association;

- b. donations, legacies, donations;
- c. liberalities from associated and third parties.

The Association's income is constituted of

- a. membership and admission fees;
- b. contributions of public and private institutions and bodies;
- c. donations and liberalities of public or private natural or legal persons;
- d. other income and activities that are consistent with the aims of social promotion and not in contrast with the EICAP's purpose.

ARTICLE 5. Financial year

The economic-financial year ends at the 31st of December of every year. By this date the Executive Board will prepare the preventive budget for the following year and by 30 April of the following year will prepare the summary budget of the previous year which will have to refer both to the economic and financial situation of the Association.

These preventive and summary budgets must be approved by the Assembly and must be made known to all the members, by means of deposit at the registered office within 15 days before the Assembly, so that each member can view them.

It is forbidden to proceed with the distribution of any operating surplus, which must be reinvested in favor of institutional activities, as provided for by the bylaws, as well as funds or reserves.

SECTION III. ASSOCIATES' RIGHT AND DUTIES

ARTICLE 6. Members

Members can be natural and/or legal persons. They are divided into the following categories:

- a. Founding members;
- b. Ordinary members;
- c. Supporting members;
- d. Honorary members.

The Founding Members are the natural and/or legal persons who are signatories of the EICAP memorandum; they assume the duties and rights of the Ordinary members.

Ordinary Members: physical and/or juridical persons who, due to their scientific and professional and/or institutional roles and interests, are interested in the statutory purposes of the EICAP and available to contribute to the Association's activities aimed at their pursuit.

Supporting Members: natural and/or legal persons who undertake to finance the activity of the EICAP through the payment of an annual contribution (whose minimum amount is defined by the Executive Board) and/or liberal contributions and/or contributions in support of specific projects/activities of the Association.

Honorary Members: natural and / or legal persons outside the EICAP, distinguished with particular merits in areas of interest for the EICAP. Honorary Members shall not exceed 5% of Ordinary Members, are not required to pay membership fees, may not be part of the Executive board, while assuming the duties and rights of Ordinary Members. Honorary Membership is for life.

ARTICLE 7. Admission and forfeiture of membership

To become an Ordinary or Support Member, the candidate must submit an application to the President on the appropriate form.

The application must be countersigned by two Members (of which at least one Founding) and must then be approved by the Executive Board and subsequently approved by the Assembly.

The status of Honorary Member is proposed, with the prior written consent of the person concerned, by the Executive Board with unanimous vote and deliberated by the simple majority of the Assembly. In addition to voluntary resignation, the forfeiture or exclusion from the status of Member is deliberated by the Executive Board for just cause.

Just cause is constituted by: a) the condition of default; b) having engaged, directly or indirectly, in activities incompatible with the aims of the EICAP or prejudicial to its prestige.

ARTICLE 8. Rights and duties of Members

The Member has the following rights and duties.

- a. participate in association activities;
- b. attend the meetings of the Assembly;
- c. carry out the tasks entrusted to her/him by the Association;
- d. be in compliance with the payment of membership fees. Any resignation does not exempt her/him from the financial obligations for the current year and for previous years;
- e. vote, by direct vote or by proxy, on all the issues put to the vote;
- f. as regards the associative offices, all members have active electoral rights. Founding, Ordinary and Supporter members have also passive electoral rights.

ARTICLE 9. Bodies of the Association

The Bodies of the Association are:

- a. The Assembly of Members;
- b. The Executive Board;
- c. The President;
- d. The Vice President;
- e. The Executive Officer;

- f. The Scientific Committee;
- g. The Auditor.

Any social office – except the Auditor who, due the current rules, has to be remunerated – is carried out free of charge, unless different resolution of the Assembly upon proposal of the Executive Board, that will check the financial sustainability preventively.

The expenses incurred by Members for the activities carried out on the mandate and in the interests of the EICAP can be reimbursed, provided they are authorized by the President or her/his delegate and duly documented.

ARTICLE 10. Assembly of Members

All Members constitute the Assembly. Tasks of the Assembly are:

- a. to deliberate the strategic guidelines of the EICAP;
- b. approve the President's two-year report on the activities of the EICAP;
- c. to approve the final economic report for the previous year;
- d. to deliberate on the budget for the following year;
- e. to deliberate on the modifications of the by-laws;
- f. to elect the components of the Executive Board;
- g. to appoint the Auditor;
- h. to deliberate the dissolution of the Association and to appoint the liquidators;
- i. to propose activities and initiatives aimed at pursuing the aims of the Association;
- j. to deliberate on any other matter concerning the association activity, at the request of the Executive Board;

The General Assembly meets at least once a year, in different locations of the registered office too, on the convocation of the President; it can also be convened on the appropriate resolution of the Executive Board or at the request of at least one fifth of the members.

The assembly is convened by means of a simple written communication, fax or e-mail, sent to the members usually at least 15 days before the scheduled date. The notice of call must contain the indication of the items on the agenda, the date, time and place of the meeting.

The Assembly is valid when at least half plus one of the Members is present on the first call and, in the second convocation, whatever the number of the same.

The President has the right to admit participation in the meeting by electronic means, for Members who request it.

Both in first and second convocation the deliberations are valid if they report the simple majority of the voters (half plus one).

Abstentions are considered as non-voters and therefore are not calculated for reaching the majority.

Each member, whether natural or legal person, has the right to one vote. Participation in the Assembly is allowed by written proxy, to be conferred exclusively on another Member, who cannot have more than four proxies.

The assembly is chaired by the President of the Association or, failing that, by the Vice President or, failing that, by the oldest member of the Executive Board with the assistance of the Executive Officer or, failing that, another member indicated by the Assembly, which assumes the functions of Secretary of the Assembly.

The deliberations of the assembly must result from the minutes signed by the President and the Executive Officer, to be transcribed in a special book.

The General Assembly may make changes to the present statute only by an act approved by the majority of two-thirds plus one of the Members.

ARTICLE 11. Executive Board

The Executive Board deals with the development and the governance of the Association through the implementation of actions, scientific programs and projects formulated according to the statutory purposes.

The Executive Board is in charge of the functions of management, planning and administration of the Association, as well as the management of relations with Institutions, public and private bodies.

The Executive Board is composed of 3 to 11 components. The Components of the Executive Board will be elected by the Assembly, among Founding, Ordinary and Supporter Members. The Executive Board remains in office for five years. Its components can be reconfirmed. They can be revoked for just cause by the Assembly (as indicated in Article 7).

The Executive Board:

- a. elects the President among its members;
- b. elects among its members the Executive Officer;
- c. appoints the Scientific Committee;
- d. implements the resolutions of the Assembly;
- e. deliberates on activities aimed at pursuing the statutory aims;
- f. directs and administers the Association, with the possibility of deliberating the execution of all the necessary and opportune deeds for the achievement of the aims of the Association;
- g. prepares the preventive budget and prepares the summary budget that will be presented together with the report of the Auditor for the approval of the Assembly of Members;
- h. approves the agreements to be stipulated between the Association and public or private bodies;
- i. deliberates on the applications for admission of aspiring Members;
- j. deliberates on the exclusion of Members;
- k. regulates the collaboration relationships with the Members;
- l. decides the exoneration from the mandate of President, Vice-President and Executive Officer for just cause (as indicated in Article 7);

m. deliberates on the remunerations and the indemnities of the corporate offices (Auditor and Scientific Committee) held by non-members.

The Executive Board is convened by the President whenever she/he deems it appropriate, or at the written request of at least three Components and in any case at least once a year to deliberate on the budgets and the amount of annual membership fees.

On the favorable opinion of the President, the meetings of the Executive Board may take place in telematic or mixed mode. The meeting is validly constituted with the presence of the majority of its members.

The deliberations of the Executive Board are taken with the favorable vote of the majority of those present and, in case of parity, the vote of the President.

If a Component ceases – both for resignation and for other causes – the Executive Board replaces her/him at the first meeting with the first of those not elected.

ARTICLE 12. President

The President of the Association has the legal representation of EICAP.

It presides over and convenes the Assembly, the Executive Board and the Scientific Committee and provides for the implementation of their resolutions.

The President is elected by the Executive Board among its components.

The President holds office for five years and can be reconfirmed.

The President may be revoked for just cause on the proposal of the Executive Board by the absolute majority of its members; the revocation must be ratified by the General Assembly. It is a just cause to have carried out, directly or indirectly, activities that are incompatible with the aims of the EICAP or prejudicial to its prestige and to the integrity of its assets.

The President may carry out all expenses of ordinary administration required for the accomplishment of the Association's activities. The expenses for employees must be approved by the Executive Board.

Any expenses exceeding a threshold defined by the Executive Board – must be approved by the Executive Board. The Vice-President is appointed by the President, among the components of the Executive Board.

In the event of urgency the President can be delegated with the duties of the Executive Board referred to in Article 11, points f, g and h. The activity of the President must in any case be ratified by the Executive Board.

ARTICLE 13. Vice President

The Vice-President is appointed by the President, among the components of the Executive Board.

The Vice-President replaces the President in chairing the meetings of the Executive Board and General Assembly, when the latter cannot attend.

The Vice-President holds office for five years and can be reconfirmed.

ARTICLE 14. Executive Officer

The Executive Officer is elected by the Executive Board among its members.

The Executive Officer has the organizational responsibility of the Association, coordinates its activities, assigning the employees and any collaborators tasks and responsibilities in agreement with the President.

The Vice President is responsible for the EICAP Treasury and for the management of Association's assets.

It takes care of the regular running of the Association's activities, in execution of the deliberations of the Executive Board and keeps members informed.

The Executive Officer draws up and keeps the minutes of the meetings of the Executive Board and the Assembly.

The Executive Officer holds office for five years and can be reappointed.

ARTICLE 15. Scientific Board

The Scientific Board is the scientific advisory body of the Association.

It is composed of 3 to 9 members, appointed by the Executive Board among scientific personalities recognized as experts in the fields of study and research related to the purposes of the EICAP.

It proposes guidelines for the scientific development of the EICAP, it expresses opinions on the scientific activities carried out or to be carried out.

The Scientific Board is chaired by the President of the EICAP.

It meets at the convocation of its President and/or at the request of the Executive Board.

The Scientific Board remains in office for five years. Its components can be reconfirmed.

ARTICLE 16. Auditor

The Auditor is appointed by the Assembly on proposal of the Executive Board, among those entitled to that role.

The Auditor can be among those who are not member of the Association.

The Auditor checks the management documents, checks the regular keeping of books and accounting records every six months, examines the estimated financial statements and the final balance sheet, preparing a specific report for the Assembly.

The Auditors will participate without voting in the meetings of the Executive Board.

The Auditor remains in office for five years and may be re-appointed.

He/She is entitled to a fee, to be determined by resolution of the Executive Board and approval by the Assembly, in accordance to what is indicated by the current rules.

ARTICLE 17. Dissolution of the Association

In the event of dissolution of the EICAP, for whatever reason, after hearing the control body referred to in Article 3, paragraph 190 of law 662/96 and unless different destination is imposed by law, the devolution of assets will be made to another company or association with similar purposes or for public service purposes.

ARTICLE 18. Reference to normative framework

For what is not specifically provided for by this statute, the provisions of the Civil Code of the Italian Republic and the relevant European Union legislation.