

ATTACHMENT "A" TO THE CONSTITUTION

1. The Club is constituted as a Non-profit Organisation the unrecognised Association is called
"THE BENVENUTO INTERNATIONAL CLUB OF MONZA"

The duration of the Club is indeterminate.

2. The Club is located in Monza and officially sited at the Sporting Club of Monza, Viale Brianza 39, Monza, (MB).
3. The Club is non-profit-making and with respect to the fundamental principles of democracy, its principal aim is to welcome to the Monza/Brianza area ladies with a good knowledge of the English language, helping them to settle down, and encouraging local integration through various initiatives and activities. Also fostering international fellowship and social growth through various activities, exhibitions, meetings, displays, competitions, events, public debates and others.

The Club also carries out charity events with the aim of assisting in social, humanitarian and cultural projects.

The Club may work together with other associations both local and international for social and cultural purposes as well as with public administrations local, national and international with the aim of offering to those who desire it a valid space in which to both socialize and grow culturally and therefore eventually achieve the aims of the Club.

The Club may participate in competitions organized by public and private institutions for any objects produced by its members in the various activities provided for by its social objectives. The Club may, in a non-prevailing way, carry out commercial activities in order to achieve the aims of the organisation.

The Club may not carry out any activity different from that indicated with the exception of those directly connected to or ancillary in nature to the statutory aims of the organisation.

4. The assets of the Club comprise:
 - A) Tangible and intangible assets, which become property of the Club.
 - B) Reserves from net income of the financial accounts
 - C) Disbursements, donations and bequests.

The income of the Club derives from:

- A) Members' dues.
 - B) Income from organized events or participation in same.
 - C) Any other income arising from an increase in social assets.
5. The financial year runs from 1st July until 30th June of the following year. Within 30 days of the year closure the Board of Directors must prepare the balance sheet which must be presented to the General meeting for approval within 120 days of the year end closure.

Within 150 days of the year end the Board of Directors will prepare a Budget for the following year.

The Club is not allowed to distribute, including indirectly, any profits or other funds arising from excesses in the financial accounts, however denominated; as well as funds, reserves or capital during the life of the Club UNLESS the destination or the distribution is a legal obligation or it is for other non-profit making organizations.

Profits or left over funds from the running of the Club, must be used for the activities of the Club or to those directly connected.

6. Members must be female adults, (18 or older), with a good knowledge of the English language. Applications for membership will be decided by the Board of Directors and new members will pay the membership dues upon admittance. The amount of such dues shall be established annually by the BOARD of Directors. For new members joining after 1st February the dues will be reduced.

Membership dues must be paid by the first Coffee Morning of the Club's year.

Members who have not paid the dues by the 31st October are deemed to have automatically withdrawn and will no longer be considered members; they can no longer frequent the Club or any of its activities for that year.

All members are considered equal from the point of view of mandatory contributions, voting rights and also eligibility to social charges.

Adhesion to the club is for an indeterminate period and cannot be made available for a temporary period.

Dues are not transferable and cannot be reimbursed, not even if the member anticipates leaving the Club during the course of the year. All paid up members have the right to vote at General meetings.

In order to assist new membership the Board of Directors may authorise aspiring members to frequent the Clubs activities for 30 days without paying the dues.

7. Membership is cancelled if a member dies or resigns as well as for delinquency or misconduct. Delinquency will be declared by the Board of Directors. Any cancellation for misconduct will have to be sanctioned by the General meeting of the members.
8. The Club is managed by a Board of Directors, comprising 9 members, for the duration of one year.

The Board, consisting of the following, is elected by the general membership at the General Meeting:

President, Vice-President, Secretary, Treasurer, Membership Director, Special Activities Director, Editor of Monza News, Public Relations Director and Newcomers Director.

Should a Board member resign or die, the remaining members of the Board will organize a replacement at their first meeting.

The Board members will receive no payment for their services.

9. By proposing themselves as a candidate any member of the Club may be elected to the Board of Directors. The Club will equip itself with a Nominating Committee to organize the election for the renewal of the Board.

This committee will consist of 5 members, one of whom, who will become Nominating Committee President, will be nominated every October by the Board of Directors from amongst its own internal membership. This Nominating Committee President will then choose the other 4 committee members insuring that as many as possible of the groups and sections within the Club are represented.

The President of the Nominating Committee or her stand in chosen by the Board of Directors, will present the list of candidates at the March General Meeting of members, (March Coffee Morning). The names of any other candidates must be communicated to the President of the Nominating Committee within a maximum of 7 days after the March General Meeting. Not less than two weeks before the AGM, (Annual General Meeting), of April the ballot papers must be sent/delivered to the Clubs members and elections will take place during the AGM of April.

The election results will be communicated during the AGM of April.

The members of the Board of Directors cannot be elected for more than two consecutive years.

The members of the new Board of Directors elected during the AGM of April will be officially introduced during the general meeting of June and will assume their duties from the 1st day of July of the current year.

10. The Board members will meet once a month from September to June, (in particular to discuss the balance sheet, the budget and to finalise the amount of the dues), and at any other time deemed necessary by the President or requested by a minimum of three Board of Directors' members.

The deliberations and decisions made by the Board of Directors require the majority of the Board of Directors to be present and for a majority vote of those present in favour of a resolution.

The Board of Directors is chaired by the President or in her absence by the Vice President; or in the absence of both then the oldest member present, (by age), shall preside.

Minutes will be prepared and kept in a dedicated book; they will be approved by the Secretary and Presidents signatures and then approved by the remaining Board of Directors' members at the next monthly meeting.

11. The Board of Directors is invested with ample powers for the ordinary and extraordinary management of the Club, without limits. They shall compile an estimated and final budget which is to be presented to the members at the general meeting; nominate employees and collaborators, determining their remuneration and compile the regulations for the running of the Club, observance of which is obligatory for all Club members.
12. The President, and in her absence the Vice president, legally represents the Club in disputes with third parties and in any legal proceedings, implements the approved decisions of the members meetings and of the Board of Directors. In cases of urgency, she may herself exercise the powers of the Board having those decisions ratified at the next meeting.
13. The members are invited to attend a meeting once a month from September to June, the dates of which, including the agenda, are to be communicated in writing and through the Clubs newsletter to the membership giving at least 15 days advance notice. An extraordinary meeting must be organised on demand when motivated and petitioned by the signatures of at least ten per cent of the membership according to article 20 of the Italian civil code.

The Assembly must be held in Italy, but not necessarily at the main Location of the Club.

14. The AGM shall decide on the balance sheet and the budget, on the broad and the specific objectives of the Club, on the Board of Directors nominations and on the Committee of auditors, on changes to the constitution, on the adoption and modification of the regulations and anything else demanded by the Law or by Statute.

The notice of meetings in which matters relating to changes in the Statute are being proposed and decided must be sent to the members at least three weeks before the meeting together with the text of the changes being proposed.

15. All paid up members have the right to attend the AGM and to a vote.

Members may give their proxy vote to any other member even if that member is one of the Board of Directors, the exception being in the case of; the approval of the balance sheet or resolutions relating to the responsibilities of the Board members.

No member may exercise more than three proxy votes.

16. The AGM is presided over by the President of the Board of Directors or in her absence the Vice President; in the absence of both the Board of Directors will nominate the President of the AGM.

The President of the AGM will nominate a secretary and if deemed necessary two scrutinizers.

It is up to the President of the AGM to ascertain the validity of the proxies and in general the right to attend the AGM.

Minutes should be signed by the President and the Secretary and eventually by the scrutinisers.

17. The AGM is validly constituted and decisions taken with the majority of votes previewed by article 21 of the Italian Civil Code.

18. The administration of the Club is monitored by a Committee of Auditors comprising three members required for duration of three years who are proposed by the Nominating Committee and elected by the members at the AGM.

The auditors must check that the accounts are kept correctly and compile a report on the annual balance sheet. They may check on cash in hand, bank accounts, securities and anything to do with Club funds, and they can proceed at any time, even on an individual basis, to make inspections and checks.

19. The dissolution of the Club will be determined by the final paragraph of article 21 of the Italian Civil code relating to an assembly which will provide for the nomination of one or more liquidators and also instructs upon the order of distribution of any remaining assets following the provisions of the final paragraph of article 21.

In case of dissolution of the Club the remaining assets will be donated in favour of other non-profit organisations or for useful public purposes that are controlled by an organization nominated by article 3 paragraph 190 of law number 622 dated 23rd December 1966, with the exception of other destinations imposed by law.

20. All possible social disputes between members and between them and the Association or it's organs will be subjected, in all cases not prohibited by law and to exclusions by any other court of law, to the decisions of a board comprising three arbitrators to be nominated by the assembly who will decide ex bono et aequo without procedural formality. Their decision will be final without leave to appeal.

21. For any matter not covered by this constitution reference shall be made to legislative provisions currently in force.