



BY-LAWS*

Art. 1) An association is hereby established under Article 36 and subsequent articles of the Italian Civil Code. The name of the association will be:

ASSOINTERPRETI –
Associazione Nazionale Interpreti di Conferenza Professionisti –
(hereinafter called “the Association”).

Art. 2) The Association will be open to simultaneous and consecutive interpreters. The Association will have the following aims: i) representing the profession; ii) safeguarding the interests of its members at all appropriate levels; iii) fostering education, training, and continuing professional development of its Full, Candidate, and Trainee Members; iv) promoting and disseminating the role of the profession in helping bridge linguistic and cultural barriers among peoples; and v) laying down ethical, procedural, and contractual rules, as well as monitoring and enforcing members’ compliance therewith.

Art. 3) The Association will have no profit-making aims.

Art. 4) The seat of the Association will be in Milan. Regional Groups may be set up within the Association.

Art. 5) The Association will have unlimited duration.

Membership

Art. 6) Membership in the Association will be open to individuals who: i) practise the profession of interpreter; ii) have obtained a diploma from a school of interpreting and translating or a degree in

* as amended and supplemented on 18 September 2008 as per Legislative Decree 206/2007, implementing Directive 2005/36/EC on the recognition of professional qualifications, and Legislative Decree 460/1997 on non-commercial associations.

interpreting and/or a non-specific diploma or degree, whether in Italy or abroad; and iii) qualify under the admission requirements referred to in the Rules of Procedure.

Membership will also be open to those who, in the opinion of the Governing Board, carry out or have carried out activities favouring the attainment of the aims of the Association.

The Association will consist of Full Members, as well as of Special, Honorary, Candidate, and Trainee Members, as defined in the Rules of Procedure.

Full Members are those professional interpreters who participated in the establishment of the Association, and those who subsequently applied for admission and were admitted to the Association.

Honorary Members are those who acquired particular merits in the interpreting sector.

Special Members are those who practise the profession only as staff conference interpreters of organisations.

Honorary and Special Members may attend the General Meeting and other meetings of the Association without voting privileges.

Full, Candidate, and Trainee Members will pay the annual dues determined for each category by the General Meeting.

Art. 7) Uniform rules will govern the relations between the Association and its members, and uniform procedures will guarantee the actual existence of such relations; temporary participation in the activities of the Association will be explicitly excluded.

Applicants for Membership will be admitted to the Association by decision of the General Meeting taken by secret ballot.

Members will be liable only to the extent of their dues.

Dues will not be transferable and revaluable.

Art. 8) Membership status will be lost through:

- a) resignation;
- b) death;
- c) expulsion on grounds of default on payment of dues;
- d) expulsion – decided by the Internal Appeals Board – on grounds of serious breach of the Code of Ethics or of activities detrimental to the Association or incompatible with its aims, without prejudice to the following:
 - 1) the loss of Membership status, referred to in paragraph d) of this Article will be preceded by a notice to be delivered by the Governing Board to the allegedly breaching member by registered letter with return receipt; this notice will invite him/her to submit his/her defence to the Governing Board within one month of receipt thereof, at the latest, and to redress his/her breach in such a way as to remove the causes of the reprimand as soon as possible.

2) Members expelled as per paragraph d) above of this Article will not be readmitted.

Any readmission in the cases referred to in paragraphs a) and c) of this Article will be submitted to the approval of the General Meeting; any readmission in the case of paragraph c) of this Article will be subject to payment of dues in arrears.

No refund will be made in the case of termination of membership.

Assets

Art. 9) The Association will draw the funds needed to achieve its aims from:

- a) annual dues and special dues, if any, paid by Full, Candidate, and Trainee Members;
- b) initiatives aimed at furthering education, training, and continuing professional development of members and third parties, to be submitted to the approval of the General Meeting;
- c) other funds;
- d) voluntary contributions.

Statutory Bodies

Art. 10) The statutory bodies of the Association will be:

- a) the General Meeting;
- b) the Governing Board;
- c) the President;
- d) the Treasurer;
- e) the Secretary of the Governing Board, on appointment by the same Board;
- f) the Central Admissions Coordinator;
- g) the Internal Appeals Board.

All officers will hold their offices on a non-remunerative basis. Officers will not hold multiple offices; however, the Treasurer and the Secretary may be members of the Governing Board.

General Meeting

Art. 11) A General Meeting is defined as a general meeting of the Full Members of the Association.

Honorary and Special Members may attend General Meetings without voting privileges.

The President will convene a General Meeting at least once a year by the end of April.

General Meetings may also be convened whenever the President, after seeking the opinion of the Governing Board, deems it appropriate, or at the request in writing of not less than one fifth of the Full Members with voting rights.

Art. 12) Notice of the General Meeting will be delivered by mail or e-mail to Full Members at least 15 days before the meeting. The notice will include the agenda, prepared by the Governing Board, and specify the place and date/time of the meeting.

Art. 13) The General Meeting will have decision-making responsibility for the following matters:

- a) approval of the Governing Board's report on the activities carried out by the Association;
- b) approval of the Regional Group reports;
- c) approval of the budget and of the financial statements;
- d) appointment of the Governing Board and designation of the President;
- e) appointment of the members of the Internal Appeals Board from among individuals external to the Association;
- f) admissions to Full, Candidate, and Trainee Membership and readmissions to Full Membership in accordance with Article 8) above;
- g) determination of the amount of annual dues and special dues, if any (see Rules of Procedure);
- h) any other matter regarding the activities of the Association as may be brought before the General Meeting by the Governing Board or by Full Members, after notifying the Governing Board thereof;
- i) any amendment or addition to the By-Laws, the Rules of Procedure, the Code of Ethics, and the Regional Group Charter, as well as the dissolution of the Association.
- l) ratification of the setting-up and of the rules of each Regional Group;
- m) any other non-routine matter.

Art. 14) Each Full Member will be entitled to cast one vote.

In consideration of the fact that the Association is a complex organisation of national scale and that actual and physical participation in its activities cannot be practically ensured, Full Members may be represented at General Meetings by written proxies.

Each Full Member may hold a maximum of five proxies.

Art. 15) The General Meeting will constitute a quorum if at least two thirds of the overall number of Full Members are present or are represented by proxy at its first call and if at least half of them are present or are represented by proxy at its second call.

Decisions will be taken by absolute majority of the members present, except in the following cases:

- a) elections of the statutory bodies of the Association, for which a relative majority will be sufficient, whatever the number of Full Members present or represented at the General Meeting;
- b) amendments or additions to the By-Laws or dissolution of the Association, which will require the affirmative vote of two thirds of the Full Members.

Art. 16) Only Full Members in good standing with their dues are entitled to vote.

Governing Board

Art. 17) The Governing Board will consist of five to ten members, elected by the General Meeting by secret ballot. Its term of office will be two years. To be eligible for Board membership, candidates must have been Full Members for at least three years and have never been subject to disciplinary measures. Board members may be elected for a maximum of two consecutive terms.

Where a vacancy occurs in the Board during the financial year, the Governing Board may appoint a substitute member who will serve until the next General Meeting.

Art. 18) Meetings to be convened require at least ten days notice in writing (except in urgent cases). The notices will include the agenda of the meeting. Meetings will be chaired by the President or, in case of absence, by another person designated by attendants. The Board meeting will constitute a quorum if at least half of its members are present. The Board will take its decisions by majority of the members present.

In the event of a tie, the chairperson of the meeting will have the casting vote.

Art. 19) The Governing Board will appoint the President from among its members, if the General Meeting has not done so.

Art. 20) The Board will be vested with the management of the routine and non-routine affairs of the Association. It will promote and organise the activities of the Association, and disburse the funds needed for achieving its aims.

The Board will also have the task of:

- submitting the yearly budget, the financial statements, and the activity plans of the Association to the General Meeting;
- laying down rules of professional conduct to be submitted to the General Meeting for approval;
- monitoring and enforcing members' compliance with the By-Laws and Code of Ethics;
- submitting proposals to the Internal Appeals Board concerning the expulsion of members who have not redressed their breaches after receiving explicit reprimands from the Governing Board under Article 8) above;
- submitting proposals to the General Meeting concerning admissions to Full, Candidate, and Trainee Membership, as well as readmissions to Full Membership;
- submitting proposals to the General Meeting concerning the dues to be paid by Full, Candidate, and Trainee Members;

- appointing the Treasurer and the Secretary and defining their duties. The Treasurer may be chosen from among individuals other than Board Members;
- appointing the Central Admissions Coordinator, setting up central study commissions, if any, and defining their terms of reference;
- putting forward proposals for amendments or additions, if any, to any of the documents of the Association, to be submitted to the approval of the General Meeting.

The Board may delegate part of its powers to one or more of its members.

President

Art. 21) The President will have authority to legally represent and sign on behalf of the Association, as well as to appoint general or special proxies.

Treasurer

Art. 22) The Treasurer will report on the financial condition of the Association to the Governing Board annually, and draw up the proposed financial statements as of 31 December of each year, as well as the budget for the following year.

The Treasurer will serve until the expiry of the term of office of the Board that has appointed him/her. He/she may be reconfirmed by the subsequent Board and be eligible for appointment for a maximum of four consecutive terms.

Secretary of the Governing Board

Art. 23) The Governing Board may appoint a Secretary from among its members or the Full Members and define his/her duties. The Secretary will be in charge of implementing the decisions of the Board.

The Secretary of the Board may participate in Board meetings without voting privileges, if he/she is not a member of the same Board. Minutes will be taken of all of the Board meetings. The Secretary of the Board will record the minutes.

The Secretary will serve until the expiry of the term of office of the Board that has appointed him/her. He/she may be reconfirmed by the subsequent Board and be eligible for appointment for a maximum of four consecutive terms.

Central Admissions Coordinator

Art. 24) The Governing Board will appoint a Central Admissions Coordinator pursuant to the Rules of Procedure and define his/her terms of reference in compliance therewith.

The Central Admissions Coordinator will serve until the expiry of the term of office of the Board that has appointed him/her. He/she may be reconfirmed by the subsequent Board and be eligible for appointment for a maximum of four consecutive terms.

Regional Groups

Art. 25) Regional Groups may be set up at the proposal of the Governing Board or by the initiative of the Full Members concerned, after consulting with and obtaining the approval of the Governing Board. The setting-up of each Regional Group will be ratified by the General Meeting.

Internal Appeals Board

Art. 26) The General Meeting will appoint an Internal Appeals Board, consisting of three members, from among individuals external to the Association. The Internal Appeals Board will be in charge of settling disputes, if any, between members, as well as between members and the Association. The Board will decide upon the expulsion of members in the cases referred to in Article 8) above.

The Internal Appeals Board will settle disputes amicably, and its decisions will be binding.

The Internal Appeals Board will hold office for two years and may be eligible for appointment for a maximum of four consecutive terms.

Art. 27) All of the Association's offices will be non-remunerative with the exception of i) refund of expenses incurred in the performance of office duties and ii) compensation – where decided – for assignments unrelated to the performance of office duties, to the extent allowed by Article 10, paragraph 6, of Legislative Decree 960/1997.

However, the Governing Board may allocate a yearly allowance to the Secretary, to the extent allowed by Article 10, paragraph 6, of Legislative Decree 460/1997.

Financial year – financial statements – earnings and surplus income

Art. 28) The financial year of the Association will begin on 1 January and end on 31 December of each year.

The General Meeting will approve the budgets and the financial statements annually.

During its life, the Association will be explicitly prohibited from distributing earnings and surplus income, funds, reserves, or capital, except to the extent allowed by and in compliance with the applicable laws.

Dissolution

Art. 29) The Association may be dissolved or cease to exist for whatever reason. In this event, the General Meeting will appoint one or more liquidators.

All the assets of the Association remaining after liquidation will be devolved to another association with similar aims or of general public interest, as decided by the General Meeting after seeking the opinion of the supervisory body referred to in Article 3, paragraph 190, of Law no. 662 of 23 December 1996, unless another allocation is mandated by law. In no circumstances will refunds be made to members.

Signatures:

Maria Carla Bellucci, President

Federico Guasti, Notary

Milan, 19 September 2008