

ITALIAN BREW – ASSOCIATION FOR ITALIANS AND SCOTS

CONSTITUTION

ADOPTED ON April 19th, 2016

1. Name

- 1.1. The name of the association is Italian Brew – Association for Italians and Scots.

2. Aims

- 2.1. The Association is a non-profit organisation, aiming to raise awareness of Italian culture, lifestyle, and habits in Scotland, to become a point of integration for Italians and Scots, and to be a reference for British Institutions. To achieve the aims above, the Association has the following objects:

- (a) to organize and promote Italian-related cultural events and festivals in Scotland;
- (b) to promote the exchange of information, knowledge, goods, services and culture between natural or legal persons based in Italy and Scotland;
- (c) to promote partnerships with local institutions, universities, schools and cultural organizations;
- (d) to provide assistance for Italians moving to Scotland and for Scots moving to Italy;

- (e) to organize and promote courses on cultural subjects, such as cinema, opera, fashion, cookery, languages, art, theatre, literature, music, regional and local culture, and traditions;
- (f) to organise and publish a directory of Italian professionals established in Scotland.

3. Powers

3.1. In pursuance of the objects set out in clause 2 (but not otherwise), the Association shall have the following powers:

- (a) To carry out the above objects and any other activities which further the above objects.
- (b) To purchase, take on lease, hire, or otherwise acquire, any property or rights that are suitable for the Association's activities. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Association.
- (c) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Association.
- (d) To borrow money, and to give security in support of any such borrowings by the Association.
- (e) To employ such staff as are considered appropriate for the proper conduct of the Association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (f) To engage such consultants and advisers as are considered appropriate from time to time.

- (g) To effect insurance of all kinds (which may include officers' liability insurance).
- (h) To invest any funds which are not immediately required for the Association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (i) To form any company with similar objects to those of the Association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Association's assets and undertaking.
- (j) To establish a membership subscription due annually by all its members.
- (k) To liaise with other associations, local authorities, UK, Scottish or Italian government departments and agencies, and other bodies, to further the Association's objectives.
- (l) To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities.
- (m) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attached to them).
- (n) To charge its members and the general public admission fees to the events, festivals and courses mentioned in the above objects.
- (o) To do anything which may be incidental or conducive to the furtherance of any of the Association's objects.

4. Membership

- 4.1. Membership of the Association shall be open to any person over 18 who has no outstanding convictions, accepts the Constitution, shares the aims of the Association and undertakes to commit part of their time to help the Association to achieve them.
- 4.2. Membership shall be available to anyone without regard to gender, race, nationality, disability, sexual preferences, religion or belief.
- 4.3. An employee of the Association shall not be eligible for membership; a person who becomes an employee of the Association after admission to membership shall automatically cease to be a member.
- 4.4. The founder members of the Association are the members who participated in the general meeting at which the formation of the Association took place, and first signed its Constitution.
- 4.5. For the first three years of existence of the Association the Management and Strategic Board will be composed of the founder members. At the end of this period elections will be held to appoint the new Management and Strategic Boards.

5. Application for membership

- 5.1. Any person who wishes to become a member must sign, and lodge with the Association, a written application for membership.
- 5.2. The Management Board may, at its discretion, refuse to admit any person to membership.
- 5.3. The Management Board shall consider each application for membership at the first meeting of the Board that is held after the receipt of the application; the Management Board shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

6. Membership subscription

- 6.1. The Management Board shall define, every year, within the first quarter of the year, the annual membership subscription that shall be paid by its members.
- 6.2. In the case of new membership, the first annual membership subscription will be calculated on a pro-rata basis.
- 6.3. No partial or total refund of the subscription will be given to members who request to withdraw from membership or who are excluded from the Association by decision of the Management Board or of the General Meeting.

7. Register of members

- 7.1. The Management Board shall maintain a register of members, setting out the full name, address and e-mail address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.

8. Withdrawal from membership

- 8.1. Any person who wishes to withdraw from membership shall sign, and lodge with the Association, a written notice to that effect; on receipt of the notice by the Association, they shall cease to be a member.

9. Suspension or Exclusion from membership

- 9.1. Any person may be suspended or excluded from membership by way of a decision taken by the majority vote of the Management Board in the following cases:

- (a) Non-payment of the annual membership subscription;
- (b) Existence of unspent convictions; or
- (c) Acting against the Constitution or the interests of the Association.

9.2. The following procedures must be observed to suspend or exclude a member of the Association:

- (a) at least 21 days' notice of the intention to propose the exclusion of the membership must be given by the Management Board to the member concerned, specifying the grounds for the proposed exclusion;
- (b) the member concerned shall be entitled to be heard at the meeting of the Management Board;
- (c) the member concerned shall be entitled to request the revision of the exclusion decision of the Management Board by the General Meeting, provided that they present their appeal within 21 days of the day of the meeting of the Management Board that decides in favour of the exclusion. The presentation of the appeal will not suspend the decision of the Management Board.
- (d) the appeal shall be voted on at the first General Meeting that will be held after the exclusion decision of the Management Board, confirming or reviewing the decision of the Management Board.

10. General Structure

10.1. The structure of the Association shall consist of:

- (a) The General Meetings – which are the annual ordinary general meeting and the special general meetings of all the members who have paid the annual membership subscription.

- (b) The Management Board – which is composed of members elected by the general meeting.
- (c) The Strategic Board – which is composed of the members of the Management Board and of members elected by the general meeting.

11. General Meeting

11.1. The ordinary General Meeting will be held annually, within the first two months of the calendar year, to deal with the following matters:

- (a) Assessment of the report presented by the Management Board of the activities of the Association during the former fiscal year;
- (b) Consideration of the annual accounts of the Association regarding the former fiscal year;
- (c) Assessment of the strategic plan for the new fiscal year presented by the Management Board and its related budget;
- (d) Every two years, election of the members of the Management Board and of the Strategic Board.

11.2. The special General Meeting will be held to deal with any matters that are not within the remit of the ordinary General Meeting when requested by:

- (a) The chair of the Management Board;
- (b) At least three members of the Management Board, excluding the chair;
- (c) At least one fifth of all the members of the Association who have paid the annual subscription.

11.3. At least 14 clear days' notice must be given of any annual General Meeting or special General Meeting; the notice will be sent to the email addresses registered

by the members indicating the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.

11.4. The reference to “clear days” in clause 11.3 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

11.5. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be half of its members, present in person.

11.6. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence, the meeting shall stand adjourned for 15 minutes more; after this time, the quorum of the general meeting will be of any number of members, present in person.

11.7. The chair of the Management Board shall preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the Management Board present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

11.8. Every member shall have one vote, which must be given personally.

11.9. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

11.10. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least a third of the members present in person at the meeting); a secret ballot may be demanded before the show of hands takes place.

12. Management Board

- 12.1. The number of members of the Management Board shall be at least three up to a maximum of five.
- 12.2. The Management Board shall maintain a register of Management Board members, setting out the full name, address and email address of its members, the date on which each such person became a Management Board member, and the date on which any person ceased to hold office as a Management Board member.
- 12.3. The Management Board members shall elect from among themselves, in their first meeting after the election, a Chair, a Vice-Chair, a Treasurer and a Secretary, and such other office bearers as they consider appropriate.
- 12.4. The Chair of the Management Board is responsible for (i) representing the Association externally; (ii) acting as chairman at the meetings of the Management Board, the Strategic Board and the General Meetings; (iii) recommending an annual schedule of the date, time and location of the Management Board meetings; (iv) calling special meetings of the Management Board where appropriate; (v) determining the date, time and location of the ordinary and special General Meetings; (vi) reviewing and signing the minutes of the Management Board meetings and of the General Meetings; (v) the casting vote in order to reach a majority in the deliberations of the Management Board and of the General Meetings.
- 12.5. The Vice-Chair is responsible for (i) substituting for the chair during their absence; (ii) representing the Association in external meetings and events; (iii) looking after the Association's external image; (iv) managing the external communication strategy.
- 12.6. The Treasurer of the Management Board is responsible for (i) substituting the vice-chair during their absence; (ii) general financial oversight of the Association; (iii) financial planning and budgeting; (iv) financial reporting, including to the General Meeting; (v) banking, bookkeeping and record keeping; (vi) the

control of fixed assets; (vii) checking the payments of the annual subscription by the members.

12.7. The Secretary of the Management Board is responsible for (i) substituting for the treasurer during their absence; (ii) recording and keeping the minutes of the Management Board meeting; (iii) keeping the register of memberships, including the full name, address and email address of the members of the Association; (iv) checking the eligibility of the members of the Association; (v) sending the notice of the Management Board meetings and of the General Meetings to the members; (vi) controlling the flow of correspondence of the Association; (vii) reporting to the Management Board and to the General Meetings.

12.8. Except as otherwise provided in this constitution, the Association and its assets and undertaking shall be managed by the Management Board, who may exercise all the powers of the Association.

12.9. A member of the Management Board who has a personal interest in any transaction or arrangement that the Association is proposing to enter into must declare that interest at a meeting of the Management Board; they will be debarred from voting on the question of whether or not the Association should enter into that arrangement.

12.10. Any member of the Management Board may call a meeting of the Management Board or request the secretary to call a meeting of the Management Board.

12.11. Questions arising at a meeting of the Management Board shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

12.12. No business shall be dealt with at a meeting of the Management Board unless a quorum is present; the quorum for meetings of the Management Board shall be of three members.

12.13. The Management Board may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Management Board; for the avoidance of doubt, any such person who is invited to attend a Management Board meeting shall not be entitled to vote.

12.14. The Management Board may delegate any of their powers to any sub-committee consisting of one or more Management or Strategic Board members and such other persons (if any) as the Management Board may determine.

12.15. The signatures of two out of Chair, Vice-Chair, Treasurer and Secretary of the Management Board shall be required in relation to all operations on the bank and building society accounts held by the Association.

12.16. The title to all property (including any land or buildings, the tenant's interest under any lease and any investments) shall be held either in the names of the Chair, Treasurer and Secretary of the Association (and their successors in office) or in name of a nominee company holding such property in trust for the Association; any person or body in whose name the Association's property is held shall act in accordance with the directions issued from time to time by the Management Board.

12.17. The Management Board shall ensure that minutes are made of all proceedings at General Meetings, Management and Strategic Boards meetings and meetings of sub-committees; the minutes of any meeting shall include the names of those present, and shall be signed by the chairperson of the meeting.

13. Strategic Board

13.1. The Strategic Board shall be composed of five members elected by the General Meeting and the members of the Management Board.

13.2. The Strategic Board is responsible for (i) advising and instructing the Management Board on the implementation of the Association's Strategic Plan; (ii) receiving and assessing the periodic reports of the Management Board on its

activities and results; (iii) supporting the Management Board to create sub-committees and to organise their activities.

13.3. The Strategic Board shall maintain a register of its members, setting out the full name, address and email address of its members.

13.4. The Strategic Board meetings will be held at least monthly and will be chaired by the Chair of the Management Board.

13.5. Questions arising at a meeting of the Strategic Board shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

13.6. No business shall be dealt with at a meeting of the Strategic Board unless a quorum is present; the quorum for meetings of the Management Board shall be of five members.

14. General Provisions

14.1. Any member of the Association will be eligible for election to the Management Board and the Strategic Board as long they have paid the annual subscription and their membership is not suspended by decision of the Management Board or the General Meeting.

14.2. Every two years, at the annual general meeting, the members will elect the members of the Management Board and the Strategic Board for a two-year term, being allowed the re-election of its members.

14.3. A member of the Management Board or the Strategic Board shall automatically vacate office if:

- (a) They become incapable of fulfilling the duties of their office for medical or personal reasons, and such incapacity is expected to continue for more than six months.

(b) They cease to be a member of the Association.

(c) They become an employee of the Association.

(d) They are absent, without the permission of the Chair of the Management Board for more than three consecutive meetings of the Board.

14.4. No member of the Management or Strategic Boards may be given any remuneration by the Association for carrying out their duties as a member of the Management Board.

14.5. The members of the Management and Strategic Boards may be paid traveling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Management Board, general meetings, or meetings of sub-committees, or otherwise in connection with the carrying-out of their duties.

14.6. Each of the members of the Management and Strategic Boards shall, in exercising their functions as a member of the Management Board of the Association, act in the interests of the Association; and, in particular, must

14.7. (a) seek, in good faith, to ensure that the Association acts in a manner which is in accordance with its objects (as set out in this constitution)

14.8. (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

14.9. (c) in circumstances giving rise to the possibility of a conflict of interest between the Association and any other party

14.10. (i) put the interests of the Association before that of the other party, in taking decisions as a member of the Management Board

14.11. (ii) where any other duty prevents them from doing so, disclose the conflicting interest to the Association and refrain from participating in any discussions or decisions involving the other members of the Management Board with regard to the matter in question.

- 14.12. Any notice which is required to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by them to the Association.
- 14.13. If the Management Board determines that it is necessary or appropriate that the Association be dissolved, it shall convene a Special General Meeting to deal with this business.
- 14.14. If a proposal by the Management Board to dissolve the Association is confirmed by a two-thirds majority of those present and voting at the Special General Meeting, the Management Board shall have power to dispose of any assets held by or on behalf of the Association - and any assets remaining after satisfaction of the debts and liabilities of the Association shall be transferred to some association or entity having objects similar to those of the Association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the Association at, or prior to, the time of dissolution.
- 14.15. For the avoidance of doubt, no part of the income or property of the Association shall be paid or transferred (directly or indirectly) to the members, either in the course of the Association's existence or on dissolution.
- 14.16. The constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a Special General Meeting.
- 14.17. The fiscal year of the Association starts every 1st January and ends on 31st December of the same year
- 14.18. The initial members of the Management Board and the Strategic Board, with term ending on 1st March 2018, and the positions held by each, shall be as set out below.

Name	E-Mail	Position	Board (M/S)
Luigi Zechini	luigizechini@gmail.com	President	M/S
Manuela Marescotti	manuelamarescotti@gmail.com	Vicepresident	M/S
Cesare Bellini	cesare.b@gmail.com	Treasurer	M/S
Emanuele Bottone	ema.bottone@gmail.com	Secretary	M/S
Francesco Giannetti	francesco.giannetti@gmail.com		S
Riccardo Tognaccini	riccardo10@gmail.com		S

This constitution was adopted on April 19, 2016

List of Founders

- Bellini Cesare
- Bottone Emanuele
- Cubellotti Maria
- Cupini Chiara
- Guietti Elisa
- Marescotti Manuela
- Ottaviano Raffaele
- Pirozzi Carlo
- Tognaccini Riccardo
- Zechini Luigi