

Articles of Association of “Wikimedia Italia – Associazione per la diffusione della conoscenza libera – APS”

Article 1 – Establishment and headquarters

1.1. The social advancement association, a third sector organization, called "**Wikimedia Italia - Associazione per la diffusione della conoscenza libera – APS**" (hereinafter referred to as "**Wikimedia Italia**"), with headquarters in the municipality of Milan, is established.

1.2. The Board of Directors may resolve to transfer the headquarters within the same municipality and establish secondary offices throughout Italy.

1.3. The association acts on a non-profit basis, and therefore pursues the purposes referred to in Article 3, allocating any acquired economic and patrimonial resources to the activities; furthermore, the distribution, even indirectly, of the association's resources in favour of individuals and in the manner referred to in Article 8, paragraph 2 of the Italian Third Sector Code (Italian Legislative Decree 117/17) is prohibited. The content and structure of the association are inspired by principles of solidarity, transparency, democracy, equal opportunities and non-discrimination, which allow the effective participation of the members in the association's activities and the voluntary activity of its associates.

The duration of the association is unlimited.

Article 2 – Subsidiary

2.1. Wikimedia Italia collaborates with the Wikimedia Foundation, Inc., a foundation established under the laws of the state of Florida (USA), but which does not legally represent the association in Italy.

2.2. Wikimedia Italia has the right to use the trademarks and logos belonging to the Wikimedia Foundation, Inc. This authorization may be revoked at any time by the Wikimedia Foundation, Inc.

Article 3 – Purpose and activities

3.1. Wikimedia Italia pursues civic, solidarity and social utility purposes, and in particular greater access to knowledge and training, through the dissemination, improvement and advancement of knowledge and culture: it promotes the free and collaborative production, collection and dissemination of free knowledge; increases information and awareness on related social and philosophical issues. In the sense understood by the association, “free knowledge” consists of what is not covered by copyright and related rights and the works marked by their authors with a license that allows anyone to use, study, modify and redistribute them, for any purpose, including commercial ones, without prejudice, at most, to conditions



that require the attribution of authorship to be recognized and to share derivative works in the same way.

3.2. In order to pursue the aforementioned purposes, Wikimedia Italia carries out exclusive or main activities of general interest in the following areas, in relation to:

- The organization and management of cultural, artistic or recreational activities of social interest referred to in Article 5, paragraph 1, letter i) of the Italian Third Sector Code:
 - the promotion and support of projects hosted by the Wikimedia Foundation, Inc.;
 - the promotion and support of projects hosted by the OpenStreetMap Foundation;
 - the promotion and support of further projects featuring free content or free software;
- The promotion and protection of human, civil, social and political rights, as well as the right of consumers referred to in Article 5, paragraph 1, letter w) of the Italian Third Sector Code:
 - the promotion and protection of citizens' right to transparency and public participation through the free use of public sector works, information, data and software;
 - the promotion and protection of citizens' rights in the digital environment, including in particular the rights to free expression and information, to the practice of the arts and sciences, to confidentiality and to the protection of personal data;
- Interventions for the protection and enhancement of the cultural and landscape heritage referred to in Article 5, paragraph 1, letter f) of the Italian Third Sector Code:
 - the promotion and digital dissemination of cultural works;
 - the organization of public initiatives concerning the cultural and landscape heritage;
 - the promotion at cultural institutions and public sector entities, such as museums, archives, libraries, schools and public administrators, of the use of free licenses and participatory approaches;
- Education and professional training, as well as cultural activities of social interest with educational purposes, referred to in Article 5, paragraph 1, letter d) of the Italian Third Sector Code, and extra-curricular training, aimed at the prevention of early school leaving and academic and educational success, the prevention of bullying and fighting educational poverty, referred to in Article 5, paragraph 1, letter l) of the Italian Third Sector Code:
 - organization of training and information courses and initiatives, also within or in collaboration with schools and universities, concerning free knowledge, participatory approaches and the conscious use of network and IT tools.

The aforementioned activities relating to the individual areas are listed by way of example and not exhaustively.

Wikimedia Italia has no interest in intervening in the management of the websites of the Wikimedia Foundation, Inc. and the OpenStreetMap Foundation.

3.3. The association may exercise, pursuant to Article 6 of the Italian Third Sector Code, activities other than those of general interest, secondary and instrumental to the latter, according to criteria and limits defined by the Italian Ministerial Decree. The Board of Directors identifies the different activities.

The association can also carry out fundraising activities.

3.4. Wikimedia Italia pursues its own purposes both directly and in collaboration with other organizations and entities with the same institutional purpose and may carry out all those securities, real estate and financial transactions deemed necessary, useful and appropriate for the achievement of the aforementioned purposes.

3.5. The association operates mainly through the direct and personal action of its members; the services of the members are provided mainly free of charge.

3.6. If the need arises, the association may enter into agreements or conventions for the achievement of the social purposes, with public or private sector entities, companies, other associations, or any other individual, public or private.

Article 4 – Members and volunteers

4.1. All people who share its institutional and associative aims may join the association without any discrimination of gender, language, nationality, religion and ideology.

4.2. All members have equal rights and duties. The number of members is unlimited.

Members may not participate in the association's activities temporarily.

4.3. Members of the association are those who have signed the deed of incorporation and those who request it and whose application is accepted by the Board of Directors.

The Board of Directors may welcome supporters, who do not acquire membership status, who provide financial support to the activities of the association.

4.4. Members may be asked to contribute to the annual expenses of the association. The contribution to be paid by members is not property-related and is approved by the General Meeting by November 30th of the previous year. It is annual, non-transferable, non-returnable in the event of withdrawal, death, or loss of membership, and must be paid within 7 days before the first General Meeting of the year.

4.5. The Board of Directors deliberates on the request for admission of the aspiring member; if they reject it, within 60 days they must justify the resolution and communicate it to the interested party. The latter may, within 60 days of the communication of the rejection resolution, request that the Board of Guarantors make a ruling on the application, which deliberates on the applications not accepted, if not specifically summoned, on the occasion of its subsequent call.



4.6. Volunteers are people, members or non-members, who by their free will carry out, through the association, activities in favour of the community and the common good, making their time and skills available.

Their activity must be carried out in a personal, spontaneous and free way, not for profit, not even indirectly profitable, and exclusively for solidarity purposes.

The activity of the volunteers may not be remunerated in any way, not even by the beneficiaries.

Volunteers can only be reimbursed by the association for expenses actually incurred and documented for the activity performed, within the maximum limits and under the conditions previously established by the Board of Directors: in any case, lump sum or flat-rate payments of expenses is prohibited.

The role of volunteer is incompatible with any form of subordinate or self-employed employment relationship and with any other paid employment relationship with the association.

Article 5 – Loss of membership

5. Membership is lost due to:

- death;
- forfeiture, by resolution of the Board of Directors, for non-payment of the membership fee, within the terms specified in Article 4;
- withdrawal, which must be expressed in writing to the Board of Directors;
- exclusion or cancellation deliberated by the Board of Directors for serious evidence against the member, for non-compliance with the provisions of these Articles of Association, any regulations and resolutions of the corporate bodies and for behaviours that conflict with the aims of the association. Against any provision of the Board of Directors causing suspension, expulsion or cancellation of the member, appeal is allowed, within 30 days of receipt of the communication, to the Board of Guarantors, which, after a cross-examination, deliberates conclusively within 30 days from the presentation of the appeal. The exclusion takes effect from the thirtieth day following the notification of the exclusion measure, which must contain the reasons for which it was resolved.

Article 6 – Rights and duties of members

6.1. Members are required to:

- Observe the rules of these Articles of Association and the resolutions adopted by the corporate bodies;
- Pay the membership fee established by the General Meeting;
- Carry out the previously agreed activities;
- Maintain a behaviour consistent with the purposes of the association.



Members have the right to:

- Visit the premises of the association and participate in all the initiatives and events promoted by the same;
- Participate in General Meetings and vote directly or by proxy;
- Know the programs with which the association intends to implement the social aims;
- Withdraw from the association, at any time, upon written communication to the Board of Directors;
- Propose projects and initiatives to be submitted to the Board of Directors;
- Discuss and approve the economic reports;
- Elect the members of corporate bodies and, if adults, be elected;
- Examine the company books in the manner established by the regulation.

6.2. For participation in the General Meetings, adult members can be delegated, with a maximum of three proxies per delegate, increased to five for extraordinary General Meetings in the event that the association has more than 500 members.

Article 7 – The corporate bodies

7.1. The corporate bodies of the association are:

- The members' General Meeting;
- The Board of Directors;
- The Chairman and Vice Chairman;
- The Board of Guarantors;
- The supervisory body.

7.2. All association positions are elective and, with the exception of the supervisory body, unpaid and may be re-electable within the limits potentially established by the regulation, which may also provide for eligibility requirements, or conditions for forfeiture, on the matter of conflict of interest, and conditions of forfeiture due to inactivity. Members who hold association positions are entitled to the reimbursement of expenses incurred in the exercise of the same, in the ways and forms established by the internal regulations and tax regulations.

7.3. Participation in the meetings of the corporate bodies may also be allowed via teleconference (audio/video, audio only or textual): in this case the identity of the participants must be verified remotely, who must have the possibility to follow the discussion, view the documents under discussion and participate in the debate and live voting. These meetings are considered to have taken place in the place where the secretary of the meeting or the notary is located, together with the person or persons appointed by the Chairman to ascertain the identity and legitimacy of those who speak in person, provided that this task is not entrusted to the minutes secretary or to the notary.

7.4. Furthermore, voting by referendum convened among all the members can be carried out at the General Meeting in the manner set out in the regulation and the expression of the vote of the members takes place by means of a digital ballot. The corporate bodies, upon decision of the respective Chairman, can carry out non-contextual votes electronically: in this case,



each member of the body can cast their vote within the deadline set by the Chairman. This voting must be carried out in a manner that allows the univocal identification of the voter and the recording of the vote. All the resolutions thus adopted are included in the organization's book of meetings and resolutions. For the resolutions concerning the dissolution, the statutory changes or when requested by a third of the associates, the decisions of the members must be adopted through a resolution of the General Meeting.

Article 8 – The members' General Meeting

8.1. The members' General Meeting is the governing body of the association. The General Meeting is made up of all the members.

8.2. The General Meetings are ordinarily convened by the Board of Directors by means of a written notice (by letter, fax or e-mail) containing the place, date and time of the first call, the counterparts of subsequent calls and the agenda, to be published also on the Association's website at least 15 days in advance and to be communicated to each member at least 15 days in advance.

8.3. The General Meeting is convened in ordinary session at least once a year for the approval of the financial statements and, in any case, as often as necessary, or at the request of the Chairman or at least 10% of the members.

The members' General Meeting can be convened in extraordinary session by the Board of Directors or by the Chairman, also upon reasoned request of at least 10% of the members, for changes to the Articles of Association, as well as for the dissolution of the association itself.

8.4. The ordinary General Meeting, on the first call, is validly constituted with the participation of the majority of the members with the right to vote and resolves by simple majority of the votes of the latter. On the second call, the ordinary General Meeting is duly constituted whatever the number of attendees. The General Meeting deliberates on the issues on the agenda.

The tasks of the ordinary General Meeting are to:

- Elect the Board of Directors;
- Elect the members of the Board of Guarantors;
- Elect the members of the supervisory body;
- Deliberate on the general lines of the activity program;
- Approve the activity report and the final financial statements of the previous year;
- Deliberate on the forecast and economic planning of the following fiscal year;
- Ratify the provisions of competence, adopted by the Board of Directors for reasons of urgency;
- Fix the amount of the annual membership fees or other contributions to be paid by the members;
- Deliberate on any internal regulations;
- Deliberate on all matters relating to corporate management.

In any case, the General Meeting is assigned all the mandatory competences referred to in Article 25 of the Italian Third Sector Code.

8.5. The General Meeting is chaired by the Chairman of the association, while the recording function is carried out by the secretary of the association or, in their absence, by the most senior councillor.

The members' General Meeting resolutions and the minutes recorded are presented in the registered office and subsequently remain in the documents available to the members for free consultation.

Article 9 – The Board of Directors

9.1. The Board of Directors is elected by the members' General Meeting. It is made up of a number of people, chosen by the majority among the associates, established by the General Meeting and in any case no less than five and no more than nine.

9.2. The members of the Board remain in office for two years until the approval of the financial statements for the second year of office and are renewed in alternate years by half, rounded up or down if the number of members is an odd number.

9.3. In the event of resignation, early termination with respect to the natural expiry of the mandate or other reason that causes a vacancy in the Board of Directors, this is supplemented by appointment by the Board of Directors of the first of the non-elected or by supplementary elections by the General Meeting, in the manner provided for by the regulation. In the absence of the regulation, the substitute will be appointed by the Board of Directors following the order of preference of the non-elected, in the absence of these, the replacement will be nominated by the assembly.

9.4. The Board of Directors expires in its entirety if, following resignation or for any other reason, the number of members elected by the General Meeting is equal to or less than half the size established for the Board of Directors.

Within 30 days from the forfeiture of the Board of Directors, the General Meeting proceeds with the renewal, ensuring compliance with the principle of renewal in alternate years referred to in the previous Article 9, paragraph 2. This General Meeting will be convened in good time by the retiring Chairman; in their absence or non-compliance, the most senior retiring director, other than the Chairman, is responsible; in their absence or non-compliance, the supervisory body (or its Chairman, if collegial) is responsible.

9.5. In the first session after the elections, it elects the Chairman, Vice Chairman, secretary and treasurer from among its members. The Board of Directors may also distribute among its members other functions relating to specific needs related to the activities of the association.

9.6. The following cannot be appointed: the interdicted, the incapacitated, the bankrupt, or those who have been sentenced to a penalty that concerns interdiction, even temporary, from public office or the inability to exercise managerial offices. The power of representation attributed to the directors is general, therefore the limitations of this power cannot be opposable



to third parties if they are not registered in the single national register of the third sector or if it is not proven that the third parties were aware of them.

9.7. The Board of Directors is ordinarily convened by the Chairman. It can also be called in extraordinary session when at least half of the directors minus one request it. The meetings are valid when the majority of its members participate and the resolutions are approved by majority vote of the participants. A special report must be drawn up for the resolutions of the Board of Directors by the secretary. This report is kept in the records and is available to members who request to consult it.

9.8. The Board of Directors has the task of:

- Carrying out, on the recommendation of the General Meeting, the executive activities relating to the association;
- Exercising, as a collegial body, all the powers of ordinary and extraordinary administration to achieve the aims of the association;
- Formulating the social activity programs on the basis of the guidelines approved by the General Meeting;
- Establishing the rules for the functioning of the association, drafting the regulation which must be approved by the General Meeting;
- Preparing all the elements useful to the General Meeting for the forecast and economic planning of the fiscal year and the economic and social reporting of the activity carried out;
- Deliberating on the admission of members;
- Deliberating on disciplinary actions against members;
- Deciding how the association will participate in activities organized by other associations or entities.

9.9. The Board of Directors does not have the purpose of controlling the management or the content of the websites in Italian dependent on the Wikimedia Foundation, Inc., except to use them in the event of need for announcements, press releases, voting pages or anything else needed to carry out the General Meetings or for any reason connected to the management needs of Wikimedia Italia.

The Board of Directors may delegate part of its powers to one or more of its members within the limits identified by its own resolution; it can also give a mandate to members or third parties to take on certain operational tasks, even on an ongoing basis, under the responsibility of one or more directors.

Article 10 – The Chairman and Vice Chairman

10.1. The Chairman of the association is elected by the Board of Directors from among its members by a majority of votes and remains in office for one year until the approval of the financial statements relating to the exercise of their mandate. The forfeiture of the office of Chairman does not entail the forfeiture of the office of member of the Board of Directors.



10.2. They have the signature and the social and legal representation of the association towards third parties in legal proceedings.

The Chairman represents the association and carries out all the acts that bind the association itself, presides over and convenes the Board of Directors, takes care of the orderly development of the work.

They are authorized to collect and accept donations of any kind and for any reason from public administrations, organizations and individuals, issuing releases and receipts. They are authorized to stipulate, with the favourable opinion of the Board of Directors, agreements or conventions with public or private entities, companies, other associations, or any other subject, public or private.

In the event of necessity and urgency, the Chairman takes the measures of competence of the Board of Directors, submitting them to ratification at the first subsequent meeting.

10.3. The Board of Directors also appoints a Vice Chairman from among its members, who remains in office for one year. In case of absence, impediment or termination, they perform the functions of the Chairman and convene the Board of Directors for the approval of the relative resolution. In front of associates, third parties and all public offices, the signature of the Vice Chairman provides full evidence of the absence of the Chairman due to impediment.

Article 11 – Board of Guarantors

11.1. The General Meeting elects a Board of Guarantors consisting of three effective members and two substitutes, also chosen from among non-members, who remain in office for three fiscal years until the approval of the financial statements for the third fiscal year.

11.2. The Board:

- Has the task of examining disputes between members, between them and the association or its bodies, between members of the bodies and between the bodies themselves;
- Judges *ex aequo et bono* without procedural formalities and its award is unappealable.

Article 12 – Supervisory body

12.1. The supervisory body, even if it is a single member, is appointed when the requisites established by law are met, or, where not recurring, by the will of the General Meeting.

The members of the supervisory body remain in office for three fiscal years until the approval of the financial statements for the third fiscal year.

12.2. The members of the supervisory body, to which Article 2399 of the Italian Civil Code applies, must be chosen from the categories of individuals referred to in Article 2397, paragraph 2 of the Italian Civil Code. In the case of a collegial body, the aforementioned requirements must be possessed by at least one of the members.

12.3. The supervisory body monitors compliance with the law and the Articles of Association and compliance with the principles of correct administration, also with reference to the provisions of Italian Legislative Decree no. 231, if applicable, as well as with the adequacy of



the organizational, administrative and accounting structure and its concrete functioning. It may also carry out the statutory audit of the accounts when the limits referred to in paragraph 1, Article 31 are exceeded. In this case, the supervisory body is made up of statutory auditors registered in the appropriate register. The supervisory body also carries out tasks of monitoring compliance with civic, solidarity and social utility purposes, and certifies that any social financial statements have been drawn up in compliance with ministerial guidelines. The social financial statements acknowledge the results of the monitoring carried out by the auditors.

The members of the supervisory body may at any time proceed, even individually, to inspections and controls, and to this end, they may ask the directors for information on the progress of company operations or on specific business.

12.4. If the supervisory body does not exercise accounting control and if the requisites provided for by law are not recurring, the association must appoint a statutory auditor or a statutory auditing company registered in the appropriate register.

12.5. In any case, the General Meeting, pending registration in the single register of the third sector, even in the absence of the conditions indicated in Article 31 of Italian Legislative Decree 117/2017 will appoint a single or collective auditing body that will remain in office for three fiscal years. The function of the auditing body may be carried out by the supervisory body, if appointed, provided that at least one member is registered in the register of statutory auditors.

Article 13 – The corporate assets and income

13.1. The assets of the association consist of:

- Endowment fund established for the purpose of acquiring and maintaining legal status;
- Contributions in cash, moveable and immovable property or other utilities that can be used for the pursuit of the purposes, made by the members with an explicit restriction of allocation as assets;
- Movable and immovable property that reaches or will reach the association for any reason, including those purchased by the association with an explicit restriction of allocation as assets;
- Contributions from the State and other bodies and institutions, as well as from public bodies, territorial bodies and private individuals with an explicit restriction of allocation as assets;
- Any donations received for any reason and any testamentary provisions expressly intended for the increase of the assets by the will of the donor or testator or by resolution of the Board of Directors.

13.2. The assets are bound to the pursuit of the aims of the association and the relative bodies must preserve its integrity.

The association carries out its activities with:

- Income deriving from the administration of assets, deducted from operating expenses, provisions, tax charges and any charges provided for by specific laws;



- Any surplus income;
- Any uses of the fund for the stabilization of donations;
- Any acts of donation and any testamentary provisions;
- Any other income not allocated to increase the assets;
- Any uses of the endowment fund;
- Any contributions from the State and other bodies and institutions as well as from public bodies, territorial bodies and private individuals;
- Revenues from activities of general interest or from various activities;
- Membership fees.

13.3. The assets of the Association, including any revenues, income, proceeds, revenue however named is used for carrying out the statutory activity for the exclusive pursuit of civic, solidarity and social utility purposes.

Article 14 – The financial statements

14.1. The fiscal year is understood to be from January 1st to December 31st of each year. Financial statements must be presented to the members' General Meeting by April 30th of the following year; or by June 30th in case of proven necessity or impediment.

14.2. The financial statements for the fiscal year must show analytically the relevant costs and income, as well as the financial consistency and the adjusted items that make it possible to determine the amounts for the fiscal year.

14.3. The forecast and economic planning of the following fiscal year is deliberated by the members' General Meeting with reference to the formulation of the general lines of the association's activity.

14.4. It is forbidden to distribute, even indirectly, any profits or surplus income, as well as funds, reserves or capital during the association's activities.

The creation and increase of the reserve fund are envisaged. The use of the reserve fund is bound by the decision of the members' General Meeting.

14.5. Upon exceeding the thresholds referred to in Article 14 of Italian Legislative Decree 117/2017, the Board of Directors will have to prepare the social financial statements, drawn up in accordance with the provisions of this article, to be submitted for approval by the General Meeting together with the annual financial statements for each year.

Article 15 – Amendment of the Articles of Association

15.1. The Articles of Association bind all members of the association to its compliance. It constitutes the fundamental rule of conduct of the activity of the association itself.

15.2. Pursuant to Article 21 of the Italian Civil Code, these Articles of Association can be modified by an extraordinary resolution of the General Meeting.

15.3. Extraordinary members' General Meetings to amend the Articles of Association are valid on the first call with the participation of three quarters of the members with voting rights and



they deliberate with the favourable vote of the majority of the participants. On the second call, the extraordinary General Meetings are valid with the participation of one eighth of the members with the right to vote and they deliberate with the favourable vote of two thirds of the participants.

Article 16- Dissolution of the association

16.1. The dissolution of the association must be deliberated by the extraordinary General Meeting which also appoints the liquidator, choosing them preferably from among the administrators; the notice of the extraordinary General Meeting gathered for the dissolution of the association must be sent at least 60 (sixty) days in advance from the date of the General Meeting. To resolve the dissolution of the association and the devolution of the assets, the favourable vote of at least three quarters of the members is required.

16.2. In the event of dissolution, the residual assets are devolved, subject to the positive opinion of the regional office of the single national register of the third sector if the entity is registered in said register, and unless otherwise required by law, to other entities of the third sector chosen by the General Meeting, or, in the absence of indication, by the Fondazione Italia Sociale.

Article 17 – Final provisions

17. For what is not provided for by these Articles of Association or by the internal regulations, reference is made to the laws in force, the Italian Third Sector Code (Italian Legislative Decree 117/17) and the Italian Civil Code.

