

# **Propulsione Umana**

*Human Powered Vehicles Italia*



## **NATIONAL ASSOCIATION BYLAWS**

## **TITLE I.           General Provisions**

### *Article 1.           Identity of the Association*

An Association is hereby founded named “Propulsione Umana – Human Powered Vehicles Italia” having its offices in Torino, Italia, c/o Mr. Paolo Baldissera, 10137, Corso G. Agnelli 138.

The association Propulsione Umana – Human Powered Vehicles Italia (henceforth Association, for brevity) is a free, common-law, non-profit, apolitical, non-party, non-confessional association with unlimited duration.

The Association has the power to establish, should it deem it necessary, branch or secondary offices which will be independent regarding asset, organisation and economical matters.

### *Article 2.           Purpose and Objectives*

The purpose of the Association is to foster the use of human power, and to stimulate and support improvement, innovation and creativity in all practical applications using such power, especially focusing on the design and development of vehicles. The Association adopts the values and purposes of the international human-powered vehicle movement and will represent its goals within Italy as a member of landmark international associations.

The Association’s objective is to establish itself as a landmark for all interested people, clubs, the press, companies, schools and universities, with a view to becoming the centre place where experiences and knowledge about human power are gathered and shared.

The Association supports the values of friendship, solidarity, cooperation and respect for the environment, pursuing maximum visibility for national and international initiatives, projects and events related to all disciplines of human power.

### *Article 3.           Allowed Activities*

In order to achieve its goals, the Association will promote various activities, and in particular it will:

- promote and discipline sports activities and related promotional activities, as well as all other HPV related events;
- study HPV related problems and promotes the spreading of all related technical, biomechanical and physiological knowledge; support educational activities such as study and research groups, degree and PhD dissertations;
- organize an HPV Italian Championships event (either directly or designating another organization) as well as international sports events with a view to organizing and hosting the HPV Italian Championships;
- encourage HPV self-building, also by organizing contests restricted to members and affiliated schools or universities.
- set forth proposals and cooperate with public administrations with a view to upholding measures suitable to promote the development and diffusion of HPVs, and favouring the study

and solution of problems related to road networking, traffic regulation and safety;

- promote and carry out all kinds of initiatives aimed at enhancing HPVs' social, cultural and sports values, and at spreading road safety education among users by organizing meetings, conferences, debates, seminars, workshops;
- promote and carry out press initiatives fostering information and diffusion of social, cultural, technical and sports aspects of HPVs;
- publish a regularly updated website, ratify and updates national records for the different HPV classes, publish the proceedings of any meeting or seminar, as well as studies and researches;
- promotes the protection of HPV users' health by means of:
  - preventing and repressing the use of substances or methods altering athletes' natural physical performances in competitive sports and promotional activities; this is also aimed at ensuring regular and fair races, competitions and championships within the framework of C.O.N.I. (Italian National Olympic Committee) anti-doping regulations, which the Association subscribes unconditionally;
  - undertaking the study of physiology and biomechanics applied to posture, aimed at minimizing the onset of any related clinical conditions and improving sports performance.
- promote and facilitate the development of human power, both in tourism and in daily activities (commuting), also by organizing and managing rallies and non-competitive, amateur activities;
- promote and closely survey all applications of human power to devices other than transportation vehicles;
- keep regular interchange with authorities, institutions and associations promoting locomotion based on renewable and hybrid energy.

Activities differing in nature from those listed here, may be considered by the Members' Meeting, provided they agree with the purposes and values of the Association (Art. 2).

In order to carry out such activities, the Association mostly counts on members' voluntary, free and unrewarded work. In case of special needs, it can further use freelance or employee work, also calling upon members.

The Association may offer cooperation to other institutions for the development of initiatives falling within the scope of its purposes as of Art. 2. However it shall always keep complete independence from government bodies, public and private companies, and trade unions.

## **TITLE II. Charter Members and Ordinary Members**

### *Article 4. Ordinary Members*

Membership eligibility is open to all natural persons and institutions sharing the Association purposes

and committing themselves to pursue them with a spirit of cooperation and solidarity. Admission of a new member is decided by the Board of Directors upon submission of a written request stating the applicant's commitment to abide by these Bylaws and observe any regulations and resolutions adopted by the Association bodies. Rejection of membership requests must always be motivated. Upon admission and each following year, all members will pay a membership fee which the Board of Directors will establish yearly.

The membership admission procedure and membership relationship are subject to a uniform discipline. In any case temporary membership of the Association is ruled out. Member status can be lost through death, withdrawal, failure to pay membership fees or indignity. Arrearage and indignity will be determined by the Members' Meeting.

Membership requests by legal entities, authorities and associations must be signed by a legal representative and must include designation of a delegate representing the member within the Association.

#### *Article 5. Charter Members*

Charter Member status is granted to all natural persons, authorities or associations that during the year of foundation (2009) undertake to pay a minimum contribution of 100 Euros for the Association start-up, beside the ordinary membership fee.

On the term following the foundation term, Charter Members will have the same rights and duties as Ordinary Members and must pay the Association ordinary membership fee on pain of losing membership status.

#### *Article 6. Members Rights and Duties*

Membership (either Charter or Ordinary) gives right to:

- participate in the Association life and all activities promoted by the Association, provided these comply with all obligations entailed;
- participate to Members' Meetings, giving their vote with regard to the approval and modification of the Bylaw rules and the Board of Directors' election;
- stand for Board of Directors membership and other charges therein from the term following the foundation term.

All members are to observe Bylaws, regulations and deliberations set down by Association bodies.

### **TITLE III. Bodies and Functions**

#### *Article 7. Bodies of the Association*

The bodies of the Association are the Members' Meeting and Board of Directors.

## *Article 8. Board of Directors*

The Association is administered by a Board of Directors consisting of 5 members elected by the Members' Meeting for a term of 2 years.

In case of resignation or death of a director, the Board will put forward a substitute nomination at the first successive meeting and ask the first annual Members' Meeting to ratify it. The Board of Directors nominates among its members a President, a Vice President, a Secretary and a Cashier, whose office will last for the whole term of the Board and does not give title to any reward.

The Board of Directors will meet:

- whenever the President deems it necessary;
- upon request by at least two of its members;
- at least once a year to deliberate upon the financial accounts report and the membership fee amount for the next year;

For deliberations to be valid, the majority of Board members must be present and the majority of those attending must vote favourably; in case of a tie vote, the chairman's vote will prevail. The Board of Directors is chaired by the President, and in his/her absence by the Vice President or the eldest present. Minutes of Board of Directors meetings are drawn up in a special register to be signed by the President and Secretary.

The duties of the Board of Directors are:

- ordinary and extraordinary administration of the Association;
- drawing up the financial accounts reports and submitting them to the Members' Meeting;
- appointing Technical Committees and a coordinator for each planned activity, with priority selection among members, as allowed by their competence and availability.

The President of the Board of Directors legally represents the Association before third parties and the courts, and attends the execution of Members' Meetings deliberations.

## *Article 9. Members' Meeting*

The regularly constituted Members' Meeting represents all Members and its deliberations, made in observance of the law and these Bylaws, bind all Members, including the absent and the dissenting.

The Board of Directors will call Members to Meeting at least once a year, preferably during the National Rally, by addressing to each Member a written communication including the meeting agenda issued at least 60 days before the appointed date.

The Meeting may be called upon a request motivated and signed by at least one third of the members. The Meeting may also be held anywhere outside the Association offices, but within Italy.

The Meeting deliberates upon the financial accounts report, statement of assets and liabilities, policies, Board of Directors nominations, Bylaws modifications, and anything trusted to its judgement by law

or Bylaw. All Members have the right to participate in the Meeting and vote, provided they are up-to-date with the payment of the annual membership fee.

Each Member is entitled to cast one vote; Members who are of age are entitled to vote the adoption and changes of Bylaws and regulations, and the nomination of the Association executive bodies. Attending Members may represent, by means of written authorization, no more than 5 Members each during a Meeting.

Meetings are chaired by the President of the Board of Directors, and in his/her absence by the Vice President or the eldest present, or finally by a Member nominated by the Meeting. The Chairman of the Meeting nominates a Secretary. It is the responsibility of the Chairman of the Meeting to validate proxies. Minutes of Members' Meetings are drawn up, and are to be signed by the Chairman and Secretary. Meetings are constituted regularly and deliberate through majority vote as set forth by Article 21 of the Codice Civile (Italian Civil Code).

#### *Article 10. Technical Committees*

Within the scope of activities approved by the Members' Meeting, the Board of Directors may constitute Technical Committees formed by members. Their purpose is to give practical realization to specific programs and plans, or act as consultants regarding projects the Association intends to promote. The Board of Directors establishes the scope and operating guidelines for each Committee and nominates their Coordinators.

### **TITLE IV. Association Assets and Administrative Year**

#### *Article 11. Association Assets*

The Association Assets are movable and immovable goods acquired at any title, from donations or contributions by public authorities, private institutions or natural persons, or from net budget surpluses.

The Association initial endowment fund is constituted by Charter Member contributions.

#### *Article 12. Association Income*

The Association obtains the economic resources with which to operate from:

- original Charter Member contributions;
- Ordinary Members annual fees;
- income generated by its assets;
- income generated by its activities.

The Board of Directors establishes yearly the minimum amount of membership fees to be paid upon request of admission or membership renewal. Obtaining membership does not require any funding or cost other than membership fees. However, Members are free to make further contributions to the Association.

Contributions to the endowment fund can be of any amount exceeding the membership fee amount described above, and are to be considered as grants. Therefore in no case, including dissolution of the Association, member death, withdrawal or expulsion from the Association, are there any titles to refunds of contributions made to the Association endowment fund.

Such contributions generate no rights to stakes, and particularly generate no undivided stakes transferable to third parties, either with succession on a particular basis or with succession on a universal basis.

*Article 13. Association Year and Financial Accounts Report Preparation*

The Association Year ends on 31<sup>st</sup> December each year. Within 90 days thereafter the President of the Board of Directors prepares the financial accounts report, which must be approved by the first successive legal Members' Meeting. The financial accounts report for the current year will also be submitted to the Members' Meeting for approval.

During the life of the Association it is forbidden to distribute, even indirectly, profits or advances, as well as funds, savings or capital unless their purpose or distribution are imposed by the law. In any case any advances must be reinvested in favour of the activities set out in the Bylaws.

**TITLE V. Dissolution and Final Rule**

*Article 14. Dissolution of the Association*

The dissolution of the Association is deliberated by the Members' Meeting, which will nominate one or more liquidators and deliberate the devolution of any remaining assets to another association engaged in similar activities.

*Article 15. Final Rule*

For anything not expressly covered by these Bylaws, national Italian Law 383/2000 applies, as well as the special provisions of law and of Capo II-III, Titolo II, Libro I of the Codice Civile (Italian Civil Code).