

**ASSOCIATION**  
**ITKI – International Traditional Knowledge Institute**  
**STATUTE**

**Art. 1. NAME AND REGISTERED OFFICE**

The private Association, ITKI – International Traditional Knowledge Institute (hereafter the Association), is hereby constituted under Articles 36 et seq of the Italian Civil Code.

The Association is legally registered in the City of Bagno a Ripoli, Province of Florence, at Via Roma 595, 50012 Bagno a Ripoli, Firenze, Italia.

**Art. 2. IDEOLOGICAL INDEPENDENCE**

The Association is non-partisan and non-denominational and can take part only in organizations that are, not only by statute, but also in fact, independent of any political party or political or religious movement.

**Art. 3. NATURE AND MISSION**

The Association is not for profit and is characterized by democratic structure, equal rights among members, and elective offices.

The Association was formed on the occasion of the International Conference on Traditional Knowledge and Living Heritage held in Florence from 10 to 12 July 2009, coordinated by the Maria Nobrega Foundation and by Ipogea under the patronage of the Italian Ministry of the Environment, the Region of Tuscany, the City of Florence, the City of Bagno a Ripoli and the Presidency of the Association of UNESCO Heritage Cities and Sites in Italy.

The Association takes as a cornerstone of its operations the declaration of intents defined on the aforementioned occasion, which is here attached (Annex 1) and is a basic and integral part of this Statute.

**Art. 4. STRATEGIC GOALS**

The Association has the following strategic goals:

- i. Identify, study and inventory traditional knowledge.
- ii. Assure the preservation of traditional knowledge and cultural heritage as living heritage.
- iii. Encourage and advance the spread of traditional knowledge from the local level to the international level.
- iv. Promote integration between traditional knowledge and the scientific system and stimulate the innovative use of traditional knowledge.
- v. Protect the rights of local communities and native peoples who are the holders of traditional knowledge and indigenous science systems.
- vi. Further the spread and innovative use of traditional knowledge for the management of cultural heritage and the protection of ecosystems.
- vii. Promote the application of traditional knowledge to the restoration and sustainable redevelopment of cultural assets as living heritage through the implementation of pilot projects.
- viii. Introduce the use of traditional practices for the carrying out of works of reclamation and restoration and stimulate a participatory approach to the choice of technological infrastructures.
- ix. Promote codes of procedure that adopt traditional knowledge in the management of parks, protected areas and UNESCO sites.
- x. Contribute to the protection of local traditions and cultural differences.

To achieve its objectives it shall

- a. Manage international research centers and research networks concerning the protection and development of architecture, landscape and material and immaterial cultural heritage.
- b. Carry out NGO (Non Governmental Organization) activities, with a particular focus on cooperation and development, throughout the world.
- c. Build and participate in consortiums for the achievement of its strategic goals.
- d. Carry out coordinated, programmatic initiatives for the protection, conservation and development of cultural and environmental resources.
- e. Engage in the salvaging and ordinary and extraordinary maintenance of buildings, and in the restoration of the built and natural environment (landscape, agrosystems and ecosystems).
- f. Design systems and methods for managing and developing cultural and environmental heritage.
- g. Identify and implement innovative programs for the sustainable protection of ecosystems, the preservation of landscapes and the mitigation of the effects of environmental crises (i.e., climate change, desertification, drought).
- h. Create and manage data banks and data transmission centers.
- i. Monitor and verify the design, execution and performance of architectural and environmental constructions.
- j. Organize meetings, forums, festivals and produce publications, television and cinematographic documentaries; multimedia and www products.

#### **Art. 5. CORPORATE EMBLEM AND COLORS**

See Annex 3.

#### **Art. 6. MEMBERS**

Natural persons and legal persons committed to achieving the strategic goals may take part in the Association.

Members are divided into five categories: Founding Members, Supporting Members, Investor Members, Honorary Members and Ordinary Members.

**Founding Members** are those who subscribe to the present Statute and undertake to pursue the goals of the Association.

**Supporting Members** are those who fund ITKI activities in general.

**Investor Members** are those who fund specific ITKI projects.

**Honorary Members** are appointed by the Board of Directors.

**Ordinary Members** are those who accept the statutory goals and comply with any fee requirements set by the Board.

All members are granted membership upon written request addressed to the President and approval by the Board of Directors. The President subjects the request to the approval of the Board of Directors, which decides upon verifying that the applicant shares the Association's statutory goals.

All Members are obliged:

1. To pay the enrolment fee according to the terms established by the Board of Directors and in the amount decided by the Assembly excluding the Honorary Members.
2. To loyally observe the statutory provisions and regulations and directives and the decisions handed down by the Association

Membership status is lost, before expiry, a.) by resignation; b) by expulsion; c) by forfeiture; d) by death.

- a. By resignation, to be presented in writing to the President indicating the reasons.

- b. By expulsion, when a Member does not respect the statutory obligations or does not comply with the decisions made by the Association, refuses to contribute to the Association's activities, willfully causes moral or material damage, or foments strife or unrest.
- c. By forfeiture, when s/he does not pay, in the established terms and in any case not beyond the term fixed by the Board of Directors the membership fee, when civil rights are lacking or s/he is in a position incompatible with the guidelines of the Association.

Decisions concerning the expulsion and forfeiture of Members, except in the case of non-payment of membership fees, in which forfeiture is automatic, are reserved to the Board of Directors, which is called by the President to decide by secret ballot. The measure is valid if taken by a majority of at least 2/3 (two-thirds) of the components.

Against this decision, the Member is entitled to appeal, in writing, within 15 days of receipt of communication, via recourse to the provisions of Article 17 of this Statute.

An expelled member cannot request reimbursement of the membership fee.

All Members, from the time of admission and if in compliance with membership fee requirements, have the right to participate in Assemblies with the right to vote and to stand for election to the Association's administrative organs.

**Honorary Members** are appointed by the Board of Directors for special merit acquired in pursuit of the Association's mission; they retain their status indefinitely, pay no membership fee and their removal can occur only by disciplinary action. They may participate in Assemblies, have the right to speak but not vote, cannot be elected to the Board of Directors, but can be part of the Advisory Committee. They can also be elected as Honorary President of the Association.

#### **Art. 7.    ORGANS OF THE ASSOCIATION**

The organs of the association are:

- a.    The Members' Assembly
- b.    The Board of Directors
  - President
  - Secretary General
  - Treasurer
- c.    The Board of Auditors
- d.    The Advisory Committee

#### **Art . 8.   MEMBERS' ASSEMBLY**

The Members' Assembly consists of all Members of the Association who have attained administrative good standing by paying the annual fee.

The Assembly may be ordinary or extraordinary:

##### **Ordinary Assembly**

**Duties:** The Assembly:

1.    determines the general direction of the Association, expressing opinions, taking votes and acting on issues of particular importance regarding Association activities;
2.    approves budgets of the Association;
3.    elects the Board of Directors and the Board of Auditors;
4.    Decides on amendments to this Statute.

**Calls:** The Members' Assembly is convened by the President of the Board of Directors of the Association whenever s/he deems appropriate and at least once a year by April 30th or no later than June 30, to approve the budget, or when requested by more than one fifth of Members (or 2/3 of the Board).

The Assembly is convened at least 15 days before the date of the meeting by notifying members via telephone, e-mail and, in extreme cases, registered mail.

**Decisions.** On first call the Ordinary Assembly is quorate when at least 20% (twenty percent) of membership is present, while on second call the Assembly is validly constituted regardless of the number of members, and provided at least the President of the Board of Directors is present in both cases. For the validity of Extraordinary Assemblies, in addition to the presence of the President of the Board of Directors, on first call at least 50% of members must be present, reduced to 5% on second call. Ordinary Assemblies act by a majority vote of those present or represented; Extraordinary Assemblies, by 2/3. For amendments to the Statute and the renewal of the Board of Directors and the dissolution of the Association, notice of meeting shall be given at least 2 months before the decision and following the arrangements for an Extraordinary Assembly. The Members' Assembly elects the components of the Board of Directors and the Board of Auditors in the order resulting from the votes.

#### **Extraordinary Assembly**

The Extraordinary Assembly adopts amendments to the Statute proposed by the Board of Directors, decides upon the dissolution or liquidation of the Association, decides upon the assignment of its assets and decides upon the removal or replacement of members of the Board of Directors.

### **Art. 9. BOARD OF DIRECTORS**

The Board of Directors is elected by the Membership and is made up of a minimum of three and a maximum of seven Board Members. The Board of Directors is required to be made up, for 2/3, by Founding Members. It must include a President, a Treasurer and a Secretary and Ordinary Members, and it can name a Vice-President.

The Board of Directors remains in office for 2 years; the Association's first Board will be composed solely of members appointed by the Founding Members.

**Duties:** The Board of Directors is invested with full powers to manage the organization and administration of the Association, shall exercise the powers of ordinary and extraordinary administration to achieve the Association's strategic goals, and in particular it shall:

1. Appoint from among its members the President, Treasurer and Secretary;
2. It may delegate certain duties and responsibilities to its members and promote and decide upon initiatives and measures aimed at achieving the purposes provided by this Statute;
3. Prepare the reports on the Association's activities and budgets to be presented annually to the Members' Assembly;
4. Decide upon applications for admission to the Association and on expulsion measures;
5. At its discretion, remove the President and the other appointed officers by majority vote of its members;
6. Deliberate acts regarding the asset, financial and economic management of the Association with unlimited powers of ordinary and extraordinary administration;
7. Annually determine the amount of the membership fee for each Member category;
8. Submit to the Assembly any amendments to the Statute;
9. Determine the rules and regulations governing the services and offices of the Association and provide for recruitment and dismissal of employees, fixing their remuneration and disciplinary obligations. It also undertakes to establish the reimbursement of expenses to professionals in connection with events organized by the Association and to contract for the occasional consultation with professionals;
10. Take any other action that is not reserved to the Assembly;
11. Determine election rules.
12. Implement the resolutions of the Assembly.

**Meetings and decisions:** The Board of Directors shall meet when convened by the President whenever the President deems it necessary or a meeting is requested by at least 2 members of the Board. Board meetings are valid when the President and a majority of board members are in attendance. Decisions must be taken by majority vote. In a tied vote the party in accord with the President's vote shall prevail.

Meetings of the Board of Directors may be held by videoconference or teleconference, provided that all participants should be identified by the President and permitted to participate in real time in the discussion of the issues, openly expressing their vote in cases where the meeting proceeds to a vote. If these prerequisites are met, the Board Meeting shall be understood to be held in the place where the President of and Secretary are physically located. These officers shall draw up and sign the minutes of the meeting, mentioning the ways in which access was obtained by remote Board Members and how they cast their vote.

**Duration:** Members of the Board of Directors remain in office for four years and may be re-elected.

#### **Art. 10. PRESIDENT – TREASURER – SECRETARY**

**President:** The President of the Association is elected by the components of the Board of Directors, who choose him from among their members. He presides by right over the Members' Assembly and the Board of Directors, represents the Association, has power of signature, executes the decisions of the Board of Directors and carries out all the other tasks that are entrusted to him by the competent organs of the Association. He oversees and presides over all the activities of the Association. When necessary he can utilize outside professional consultants.

In case of absence or impediment the President's functions are exercised by the Vice-President, if appointed, and/or the President's delegate.

The Board of Directors can remove the President by a vote of two thirds of its members.

**Secretary General:** The Secretary General is appointed by the President and remains in office for 4 years. It is the responsibility of the Secretary-General to propose the Association's strategy for pursuing its statutory mission, to steer, coordinate and implement activities according to the statute, to ensure best management of assets, human resources and the image of the Association as indicated by the Board of Directors. The Secretary General is responsible for all activities of the association, for which s/he defines a program subject to approval by the Board of Directors. The Secretary General coordinates the activities of the President and keeps the President informed of all matters concerning the life of the association. In the case of the Association's participation in projects that reflect its interests and expertise but are not foreseen by its program, the Secretary-General informs the President, who authorizes the initiative and presents it for ratification to the Board of Directors at the earliest opportunity.

The Secretary-General compiles the minutes of Board meetings, taking care to inform Members of decisions relating to the activities of the Association.

If necessary, the Secretary General may engage professional consultants on the advice of the President.

**Treasurer:** The Treasurer, appointed by the Board of Directors from among its members, sees to the economic and financial management of the Association in accordance with the Board's decisions. S/he enjoys, with the President of the Association, power of signature on receipts and payments. The Treasurer can be removed by the Board of Directors, with the majority vote of its members.

#### **Art. 11. BOARD OF AUDITORS**

The Board of Auditors is the supervisory body and is made up of three members who serve for no more than three years and may be re-elected. Auditors can be chosen from persons outside the Association on the basis of their competence. The Board of Auditors is responsible for supervising the administrative management of the Association, examining its financial statements for accuracy and regularity, countersigning the statements and preparing the financial reports for the Annual Assemblies. They also settle any disputes among Members

and between Members and the Association. Auditors can attend, without the right to vote, meetings of the Board of Directors, and to give their opinion on matters on the agenda.

#### **Art. 12. ADVISORY COMMITTEE**

The Advisory Committee is composed of approximately 7 members, which number may be changed by the Board of Directors, including the President and the Secretary General of the Association. The other members are appointed by the Board from among persons of the international scientific community.

The Advisory Committee meets with a frequency determined by the Board of Directors; meetings may be held by videoconferencing.

The President of the Advisory Committee is named by the President of the Association. The Advisory Committee is convened by its President and shall be validly constituted regardless of the number of those present with decision-making authority by a majority of those present. In the case of numerical parity between the different proposals made, the President's vote has resolute value. The Advisory Committee makes proposals concerning activities and expresses non-binding opinions on the Association's programs and objectives. The Committee may authorize the establishment of various working committees for particular issues, plans and programs as well as specific operational projects.

#### **Art. 13. COMMITTEE OF GUARANTORS**

The Committee of Guarantors is composed of significant scientific, artistic and cultural institutions and organisms that provide high-level assistance with and advice on the Association's activities.

It can be brought to bear on individual projects and issues or convened for the assessment of more general issues. The Board of Guarantors is activated by the Board of Directors as needed. The representatives delegated by the Institutes have the status and prerogatives of Honorary Members.

#### **Art. 14. EQUITY AND ADMINISTRATION**

1. The Association's equity consists of the fees paid by Members and of any other revenues from any source connected with the pursuit of the Association's strategic goals; it also consists of any asset purchased, or received as a charitable gift in connection with this pursuit.

2. The association's financial year coincides with the calendar year: the Board of Directors is required to draw up an annual consolidated economic and financial statement, as well as a budget for the coming year, to be approved by the Assembly.

#### **Art. 15. ARBITRATION**

Any dispute arising in relation to the matters treated by the present Statute and/or any dispute concerning associative relations will be settled through informal arbitration by a Board of Arbiters composed of three members, of which two to be appointed one by each of the contending sides and the third, acting as President, by agreement between the first two or in case of disagreement, by the President of a recognized third body.

#### **Art. 16. DISSOLUTION OF THE ASSOCIATION**

1. The Association has unlimited duration.

2. The dissolution of the Association may also occur and must be approved by the Assembly, specially convened, with a majority of half plus one of the Members entitled to vote. The record of proceedings must be drafted by a notary.

3. The decision to dissolve must include the appointment of one or more liquidators, with all the powers of management and disposal; mutatis mutandis, Articles 11 to 15 of the implementing provisions of the Civil Code shall apply.

4. Exception is made for cases in which dissolution may be ordered by a court, in accordance with law.

5. In any case, the assets of the Association that remain after liquidation shall be transferred, in accordance with this Statute and the laws governing non-profit entities, to another association with similar purposes, or used for purposes of public utility.

#### **Art. 17. STATUTORY CHANGES**

Changes to the present Statute may be proposed by the President or by three members of the Board of Directors or by at least a tenth of the Members. The proposed changes must be made in writing and communicated to the Board of Directors in advance.

The changes are ratified by the Extraordinary Assembly with a qualified majority of two thirds of those present.

#### **Art. 18. REFERAL AND FINAL RULE**

All matters not covered in this Statute are referred to the Italian laws on the subject, the Civil Code as well as EU directives.

Florence, September 22, 2009

#### **THE FOUNDING MEMBERS**

Ipogea

The Maria Nobrega Foundation, UK

The Maria Nobrega Foundation, Romania

Fondazione Paolo del Bianco