



BY-LAWS

of

A.N.I.T.I.

ITALIAN NATIONAL ASSOCIATION of TRANSLATORS and INTERPRETERS

1. Association. Registered Office. Duration. Applicable Rules.

A non-profit, non-commercial, apartitical and apolitical association is formed under the name of Associazione Nazionale Italiana Traduttori e Interpreti, also known as A.N.I.T.I. (hereinafter, “ANITI” or the “Association”), with its registered office in Milan, at Via Lambrate 10.

Any variations to the registered office shall not entail an amendment to these By-Laws (hereinafter, the “By-Laws”), as any such variation may be resolved on by the Board of Directors directly and notified in due course by the President of the Association then in office to the appropriate Authorities. The Association may have branch offices, according to the Board of Directors’ resolutions.

The Association is established for an undefined period of time.

ANITI shall be governed by these By-Laws, by the Italian civil code and by the applicable provisions of law in force.

2. The Association’s institutional purposes and aims

The Association aims at promoting the interests of professional translators and interpreters and enhancing their professionalism.

With a view to the above, the Association may take any and all initiatives that are deemed advisable to achieve the following purposes:

- a) to protect the ethical values as well as the material, economic and labour requirements of translators/interpreters and their profession; to promote and disseminate knowledge of the profession, preserving the legal status of its members as professionals, as recognized by the provisions of the law which regulates the activity of the professions not organized in orders or bodies;
- b) to encourage members to improve their technical expertise and market knowledge, also through the organization of refresher courses and continuing education programs, including in cooperation with other institutions, entities and associations and facilitating



- the access of trainee members to the profession through support programs;
- c) to negotiate labour agreements at a national level, to establish good service regulations, to act as conciliators in labour disputes between the Association's members and third parties;
 - d) to promote and organize meetings, open forums, conferences, etc. at local, national and international levels;
 - e) to encourage members to obtain professional insurance coverage;
 - f) to supervise members' compliance with the Association's rules;
 - g) to open a consumer help desk;
 - h) to promote the qualification of its members based on the UNI technical standards;
 - i) to issue to its members the declarations provided for in Section 7, para. 1 of the law governing the activities of professions not organized in orders and bodies (Law no. 4 of 14 January 2013);
 - l) to require its members to follow continuing professional education courses and to create a technical-scientific committee to supervise their training pathway;
 - m) to cooperate in the formulation and updating of the UNI technical standards relating to the professions of translators and interpreters;
 - n) to promote the creation of guidance and supervisory committees to establish the principles to be adopted in the assessment and ratification of professional qualification and skills systems;
 - o) to facilitate the resolution of disputes between a translator/interpreter and their principal, also through any form of conciliation.

The Association may become a certifying entity after being accredited by an accreditation body pursuant to Regulation (EC) no. 765/2008 of the European Parliament and of the Council of 9 July 2008.

The Association may also conduct all transactions deemed necessary or useful, within the limits set by the law, to achieve the Association's purposes, including taking part in or forming temporary management associations, companies or joint ventures.

3. Members and Membership Dues



Application for membership may be submitted by an Italian or foreign citizen by filling out and sending to the Secretariat the application form accompanied by the documents required under the Association's Regulations (hereinafter, the "Regulations").

The annual dues to be paid by members and the initial enrolment fee are proposed by the Board of Directors and resolved on by the Members' General Meeting (hereinafter, the "General Meeting"). The date and terms of payment as well as the sanctions, if any, applicable in case of late payment are set out in the Regulations.

The Regulations also establish the terms and access grids for the various classes of members.

The owners or members of firms or companies (including *de facto* companies) or of intermediation businesses engaged in the sector of translations, interpretation and language mediation shall not be accepted as members of the Association.

4. Classes of members.

The Association includes the following classes of members:

- a) **Ordinary members** who practice as professional translators and/or interpreters on an exclusive basis;
- b) **Ordinary members** who practice as translators and/or interpreters on a non-exclusive basis or as employees;
- c) **Trainees**: any person eligible to be admitted as a trainee and students enrolled in the last year of a language faculty or language course after high school;
- d) **Sympathizers**: translators who no longer perform their activity as such, etc.;
- e) **Supporters**: sponsors, universities, schools, etc.
- f) **Honorary members**.

The Regulations establish the rules for acceptance, expulsion and disqualification of members.

Membership and membership dues cannot be transferred.

ANITI's members declare that they accept to abide by the Code of Conduct and to respect its rules.

ANITI's members undertake to take an active part in the Association's activities.

5. The Association's Bodies



The Association's Bodies are:

- the General Meeting
- the Board of Directors
- the President
- the Secretary General
- the Treasurer
- the Ethics Committee.

6. The General Meeting

The General Meeting is held at least once a year in compliance with the provisions of the Regulations to examine and approve the annual report on the activities carried out the previous year.

The fiscal year coincides with the calendar year.

The General Meeting should be also convened whenever the President of the Board of Directors, the Secretary General or at least one-tenth of the members so request. Said request shall specify the items on the agenda.

The following resolutions are reserved to the General Meeting:

- a) to approve the Board of Director's reports;
- b) to lay down the guiding principles for the Association's activities;
- c) to approve the Association's annual financial statements and budget;
- d) to amend By-Laws: in this case, no less than two-thirds of the Association's members who have duly paid their annual dues must be present at the General Meeting and the relating resolutions must be adopted with the favourable vote of the majority of those present;
- e) to elect the Board of Directors and the Ethics Committee;
- f) to resolve on the dissolution of the Association and the allocation of its assets.

7. Call of the General Meeting

General Meetings are called by the President in the manner established by the Regulations by notice sent to all members by any means suitable for this purpose (by e-mail to the member's personal email address or to the email address assigned by the Association to each member, or



by ordinary mail or fax). At a member's request, the notice calling the meeting may be sent by registered mail.

General Meetings may be attended also by members sitting in other places, whether nearby or distant, connected by audio/video equipment, provided that the President is able to verify their identity and right to attend.

As an alternative to holding a meeting, the members may resolve also by consultation in writing (by e-mail, ordinary mail, fax and suchlike) or by expressing their consent or casting their vote in writing.

8. Validly held General Meetings

The General Meeting is validly held on first call when two-thirds of the members are present or represented and on second-call one hour after the time established for the meeting on first-call, irrespective of the number of attendees.

The General Meeting represents all members and its resolutions are binding on all members, except as otherwise specified in the By-Laws.

General Meeting resolutions are reflected in minutes drawn up in summary form and signed by the Chairperson and the Secretary of the meeting.

Each ordinary member is entitled to cast one vote, provided he/she has paid the annual dues, and may be represented at the meeting only by a proxy in the name of another member duly entitled to vote. Honorary members, sympathizers, trainees and supporters do not have voting rights.

Each member may only represent by proxy up to five other members. Proxies must be filed with or sent to the Secretary General's office.

General Meeting resolutions are adopted on any item on the agenda by the absolute majority of the members present or represented thereat, except for the resolutions under point 6d) above.

9. The Board of Directors

ANITI is administered by a Board of Directors elected by the General Meeting and composed of five members, four (4) of whom are eligible under point a) and one (1) under point b) of Article 4. The Board of Directors remains in office for two years and its members may be re-elected for three consecutive terms of office.

Members who conduct activities that are in direct or indirect conflict or competition with those



conducted by ANITI and members of other Italian associations of translators and interpreters cannot be elected to the Board of Directors.

Upon completion of their third term of office, the Directors cannot be re-elected for another term after they step down. At the end of the third term of office, the Directors shall attend the General Meeting as outgoing Directors. The new Board of Directors shall however include two members of the previous Board, to ensure that the Association's activities will be prosecuted. If all five members of the Board are to be replaced, the two members to remain in office will be selected among the Directors volunteering to be re-elected or, if no-one proposes his/her re-election, they will be decided by lot, even if that entails the persons concerned remaining in office for a fourth term.

In any event, the Board of Directors' powers, including those of extraordinary administration, are extended up until the election of the new Board of Directors.

Over and above the powers listed in these By-Laws, the Board of Directors shall:

- a) draw up the Association's annual financial statements and budget;
- b) establish the Association's guidelines and submit them to the General Meeting with a financial report;
- c) prepare the agenda for the ordinary and extraordinary General Meeting;
- d) resolve on the admission and rejection of members, after hearing the opinion of the Ethics Committee;
- e) resolve on any urgent matter falling within the powers of the General Meeting, with the obligation to then submit its resolutions to the General Meeting for ratification;
- f) propose the amount of the enrolment fee and the annual membership dues;
- g) resolve to move the registered office and to open branch offices without such resolutions implying any amendment to these By-Laws or to the Memorandum of Association;
- h) determine the rules for the enrolment of new members.

10. Call and resolutions of Board of Directors' Meetings

As a rule, the Board of Directors meets once every calendar quarter and whenever the President, the Secretary General or two Directors so request.

At its first meeting, the Board of Directors elects its President and Vice-President from among its members.



The Board of Directors' meeting is validly held if three Directors are present or represented by proxy. Board resolutions are approved by majority vote and, in the case of a tie, the President's vote, which will be cast after the others, will prevail.

Board of Directors' meetings may be attended by Directors sitting in nearby or distant places connected by audio/video equipment, provided that the President is in a position to verify their identity and right to attend.

Board resolutions may be adopted by consultation in writing (by e-mail, ordinary mail, fax and suchlike) or by written consent, as an alternative to holding a Board meeting.

11. The President

The President of the Board of Directors is ANITI's legal representative also in court. The Association may also be represented by the Secretary General, in lieu of the President.

The President chairs the Board of Directors' meetings.

The Vice-President cooperates with the President and may replace him/her if he/she is not available.

12. The Secretary General

The Secretary General is responsible for the Association's administration and implements the General Meeting's resolutions under the President's control.

13. The Treasurer

The Treasurer is responsible for the financial and accounting management of the Association and submits his report to the General Meeting. The Treasurer may seek the advice of consultants and outside personnel, and establish their remuneration in agreement with the Board of Directors. The positions of Treasurer and Secretary General may be held by the same person.

14. The Ethics Committee

The Ethics Committee is elected by the General Meeting and composed of three members, elected from the Association's members in the classes defined in points a), b) and f) of Art. 4. The Members so elected appoint a President from among their number.



The Ethics Committee remains in office for a two-year term and its functions are extended until a new Ethics Committee has been elected. Its members meet whenever one of them so requests and resolve by secret ballot.

A member of the Ethics Committee cannot hold other offices within the Association.

The Ethics Committee's resolutions are validly adopted with the majority vote of attendees, without complying with any formalities, in fairness and good faith, after hearing the parties concerned, if deemed advisable.

The Ethics Committee shall:

- a) be in charge of the Code of Conduct, drawn up pursuant to Section 27-*bis* of Legislative Decree no. 206 of 6 September 2005;
- b) supervise, also on its own initiative (and not only upon receipt of a notice to that effect), the correct application of Italian laws, these By-Laws and the Regulations, including the Code of Ethics, and inform the Board of Directors, the Secretary General and the Treasurer of any doubts, gaps, breaches or impropriety;
- c) pursuant to and to the effects of Article 4 above, notify the Board of Directors of the advisability to decide on the expulsion of a member due to the latter's shortcomings or loss of the necessary requisites;
- d) supervise and coordinate the conciliation desk;
- e) provide their opinion whenever they are so requested.

15. Disbursements. Financial resources

ANITI's disbursements, payment of which is the Treasurer's responsibility with the Board of Directors' authorization, are covered by the membership dues, the amount of which is established by the General Meeting from year to year, and by the other assets of the Association, notably:

- a) immovable properties, if any, and movable assets, subject to the authorizations required by law;
- b) contributions, donations, legacies, bequests, subject to the authorizations required by law;
- c) refunds and funding;
- d) any proceeds from secondary and occasional activities of a commercial and productive nature;



e) other income.

The members' contributions consist in their enrolment fee and annual dues .

Proceeds from secondary and occasional activities of a commercial and productive nature must be recorded under an apposite item in the Association's accounts and shall be used only in compliance with the Association's purposes and pursuant to the General Meeting's resolutions.

Pursuant to the terms and within the limits established by the Regulations, the Board of Directors may resolve to refund in whole or in part the costs sustained by members for the purposes of the Association, within the limits of the cash available and if reasonably justified.

The costs sustained by the President and the Directors to fulfil their duties as such are charged to ANITI at the conditions specified by the Regulations.

It is forbidden to distribute, even indirectly, any profits or other cash resulting from the management of the Association, as well as funds, provisions or capital throughout the life of the Association, unless their allocation or distribution is imposed by law.

Any loans from the members shall be non-interest-bearing.

16. Winding up

The Association is dissolved by resolution of the General Meeting.

The Association shall be automatically dissolved if its purposes cannot be achieved or its members are reduced to a number of less than twenty-five (25).

If the Association is wound up, the General Meeting establishes the rules for its liquidation and appoints a Liquidator who will operate in accordance with the decisions of the General Meeting, any allocation of the assets among the members being excluded.

The Association's assets in case of its dissolution for any reason will be assigned to another association whose purposes are analogous to ANITI's or applied for community benefit purposes, after hearing the control body pursuant to Section 3, paragraph 190 of Law no. 662 of 23/12/1996, subject, however, to any other allocation imposed by law.



17. Disputes. Arbitration

Any disputes between the Association's members or its Bodies and/or between the Association's Bodies and any members concerning the Association, its purposes, the application and construction of these By-Laws, the Association's activities and management, the admission or expulsion of a member, membership dues and contributions, further to any attempt at conciliation pursuant to Article 14 above having been made without success, shall be resolved by the President of the Milan Bar Association or his nominee, who shall decide the matter without formalities and according to equity and fairness.

At least fifteen days before sending his/her claim to the President of the Milan Bar Association (to be notified by registered mail with acknowledgement of receipt), the claimant shall transmit to the Association's President and Secretary General, as well as to the member(s) concerned, by registered mail with acknowledgement of receipt - under pain of any subsequent action being null and void - a copy of the petition he/she intends to send to the President of the Milan Bar Association, so as to enable the Association's Bodies, the member concerned and the other members eventually involved to prepare their reply.

The President of the Milan Bar Association shall decide the matter without formalities after hearing the parties, who may be invited to attend, and after obtaining the information considered necessary.

The award of the President of the Milan Bar Association shall be binding on the parties involved and the Association.

If required, the President of the Milan Bar Association may acknowledge the cessation of any activity on the part of ANITI and/or the impossibility for it to achieve its institutional purposes, and thus declare its *de facto* dissolution.

18. Amendments to the original By-Laws. Minutes.

These By-Laws of the Association, which stems from SNITI, an organization created in Milan on 01/07/1951 and transformed into an association by Notarial Deed dated 27/04/1956, supersede and replace the prior versions dated 15.10.1952, 8.3.1955, 13.12.1959, 15.3.1975, 27.3.1976, 23.3.1984, 17.12.1994, 5.5.2000 and 27.11.2004.

The Secretary General keeps the General Meetings Minute Book and the Board of Directors Minute Book, the results of which are faithful and reliable and can be taken as evidence vis-à-vis the Association's members and third parties.



These By-Laws were approved on: 27 November 2004

Revised on: 22 May 2006

Revised on: 31 January 2009

Revised on: 30 October 2013

DISCLAIMER

This translation is only for the convenience of the reader.

The official ANITI By-Laws are written in Italian only and the Association was incorporated pursuant to and is subject to Italian law.