IBPSA–ITALY
Italian regional affiliate of IBPSA
International Building Performance Simulation Association

CHARTER
(approved on the occasion of the Constituent Assembly on January 20th, 2011)

Name and Scope

- The non-profit-making association “IBPSA-Italy” is constituted.
- IBPSA-Italy is the Italian regional affiliate of the International Building Performance Simulation Association (www.ibpsa.org), but it acts in total independence.
- IBPSA-Italy’s principal mission is to promote and advance the practice of building performance simulation in order to improve the design, construction, operation, maintenance of new and existing buildings.
- IBPSA-Italy’s objective is to provide a forum for the exchange of information and promote collaboration among researchers, developers and practitioners acting on the topic of building performance simulation and related issues, and promote training.
- IBPSA-Italy achieves these objectives through recurring meetings and national conferences and seminars, an interactive web site, and periodic e-mail actions.

Geographic territory and language

- The geographic territory covered by IBPSA-Italy is Italy.
- IBPSA-Italy operates a website at www.ibpsa-italy.org as the main gateway to the affiliate organisation. The website is bilingual (Italian and English).

Membership

- Any person with an interest in the field of building simulation can become an individual member of IBPSA-Italy.
- Any organization based in Italy and active in the field of building simulation can become a corporate member of IBPSA-Italy. Organisations are allowed to specify up to three individuals for joining a General Meeting of Members.
- The Board decides on IBPSA-Italy membership application and has the right to refuse membership.
- All members have equal voting and participation rights in the Association life, in particular as regards the approval and amendments to the Charter and the rules of procedure, the election of the Association organs, the approval of the budget.
- Membership is registered via IBPSA-Italy’s web site.
- All individual members have access to the restricted area of the IBPSA-Italy’s web site, participate in general e-mail discussions and receive announcements of forthcoming events and activities.
- All corporate members have the possibility to list their organizations building simulation services on the IBPSA-Italy’s web site, subject to the policies established by the Board.
- Members can withdraw their membership at any time. In this case, the member's data are removed from the e-mail discussion lists and from the affiliate’s homepage.
- In the event of cogent causes, the Board can deliberate the exclusion of a member. This may be the case if the member infringes the rules of the organization.
Membership fee

- Individual members of IBPSA-Italy are required to pay an annual membership fee established by the Board. The corporate members pay an annual membership fee three to five times that provided for individual membership.
- When being admitted the new individual or corporate member must pay, as well as membership fee, an admission fee also established by the Board.
- The Board may decide reduced rates for younger members (e.g. students).

Economical aspects

- The expenses necessary for the Association operation are covered by the following sources:
  - membership fees, which may be required: at the time of admission, for the annual renewal of membership; extraordinary contribution for particular activities. All ordinary and extraordinary fees shall be neither revalued nor returned;
  - income from legacies and donations;
  - grants resulting from the earmarking of funds approved by the State, Regions, local authorities and other public or private bodies;
  - other income, resulting from occasional or permanent commercial activities which complement and support the institutional activity.
- The patrimony of the Association consists of:
  - chattels and real properties owned by the Association;
  - different legacies and donations;
  - any reserve fund.
- The patrimony of the Association is indivisible and therefore members may not request its division, nor to claim their share.
- The fiscal year of the Association starts on January 1st and ends on December 31st. By a resolution approved by a majority of those present, the General Meeting of Members may change the expiry date of the annual financial period, adapting it to programs and social activities.
- Within four months or six months, in case of special circumstances, after the end of financial year, the Board must submit the budget to the General Meeting of Members in the form of economic and financial statement. The statement must be deposited at the registered office of the Association at least five days before the date fixed for the meeting.
- The statement must show separately the data of any commercial activity undertaken beside the institutional activity, through separate reports on them.
- Any profits and surplus funds of the budget should be devolved as follows:
  - 10% to the possible reserve fund;
  - the remainder available for cultural initiatives in line with the aims of the Association.
- It is forbidden to distribute among the members, even in an indirect way, revenues and earnings, residual income and operating surpluses over the life of the Association, except as otherwise provided by law.

Bodies the Association

- IBPSA-Italy acts as a network of volunteers spread throughout the country.
- The bodies of the Association are the General Meeting of Members, the Board and the President.
General Meeting of Members

- The General Meeting of Members has the following tasks:
  - to elect the President;
  - to elect the other members of the Board;
  - to approve the budget estimate and the final account;
  - to approve the rules of procedure;
  - to decide on amendments to the Charter;
  - to decide the eventual dissolution of the Association.

- The General Meeting of Members takes place every year and is normally part of a relevant event.
- Proposals for the agenda must be submitted in writing to the Board at least four weeks before the meeting.
- The Board can call an extraordinary General Meeting of Members at any time giving four weeks notice. In this case the agenda shall be submitted at the same time. The Board must call for an extraordinary General Meeting of Members if more than 30% of all members vote for this. Usually, a call is made using electronic media.
- The General Meeting of Members is able to constitute a quorum whatever the number of participating or represented members.
- The President (or another Association member elected by the General Meeting of Members in the President’s absence) chairs the General Meeting of Members. Opening of each session, the General Meeting of Members elects a secretary taking minutes.
- The format of the General Meeting of Members shall be registered. The minutes are to be signed by the secretary who shall keep a record.
- Each individual member has a single vote. A member can represent at most one other individual member or not more than one corporate member. Representation must be certified by a written authorization.
- Each corporate member has one vote.
- Decisions of the General Meeting of Members are established by simple majority. In the case of a voting tie at first a second vote shall take place. In case of further tie, the request is rejected.
- Proposals with respect to alterations in the articles or to the liquidation of the Association must be handed in at least eight weeks before a General Meeting of Members and must be evident from the agenda.
- In order to constitute a quorum for alterations in the articles or for the liquidation of the Association, a majority of three quarters of the members at the meeting.

The Board

- The Board controls the policies and procedures of IBPSA-Italy.
- The Board is composed of a President, a Vice-President, a Secretary, a Treasurer and up to five committee members.
- The Board members should have proven experience in building energy and environmental simulation in some capacity and preferably have participated in activities sponsored by IBPSA.
- The Board is elected from members for a three year period, renewable for not more than two terms.
- The Board elects a Vice-President, a Secretary and a Treasurer from amongst its membership.
- The President, Vice-President and Secretary positions are for a three year term, renewable for not more than two terms.
- The Board shall meet at least twice a year, by videoconference if necessary.
- The President (or Vice-President in the President’s absence) chairs the Board meetings.
- The Board strives to reach decisions by consensus. Where this is not possible, decisions require a simple majority vote. In the case of a voting tie a decision is made by the President at the Board meeting.
• Attendance by half of the Board members is required to establish a quorum for voting.
• The President and the Board members actively participate in the meetings to realize the mandate of the organisation.

**President**
• The President remains in office for three years and he is the legal representative of the Association in all respects.
• He convenes and presides over the Board, signs all official acts performed by the Association, can open and close bank and postal accounts, attorneys for collection.
• He gives members special power of attorney to manage various activities, with the approval of the Board

**Dissolution of the Association**
• In case of dissolution of the Association, members will appoint one or more liquidators.
• In case of dissolution of the Association, any remaining patrimony will be donated to another association with similar purposes, or for the purpose of public utility, as defined by current laws.

**Referral to law**
• For matters not covered by this Charter, it shall refer to the art. 36 et followings of the Civil Code and to the laws in force.