

CHARTER

Article 1 - Denomination

1. According to L. 383/2000 an Association for Social promotion is constituted called **Comunità Italiana degli utenti del software database Open-Source known as PostgreSQL** (and/or its eventual future denominations and subsequent forms) - having the acronym **ITPUG (ITalian PostgreSQL User Group)**, hereinafter called "Association".

Article 2 - Headquarters

1. The Association has its headquarters in the Municipality of Prato.
2. Secondary offices and branches may be established. The changing of the headquarters does not require any modification to the present charter.

Article 3 - Objectives of the Association

1. The Association does not have any profit objective not even indirectly.
2. The Association has the objective of:
 - encouraging the development, the spread and the protection of software currently known as Open-Source database with the name of PostgreSQL, maintained by PostgreSQL Global Development Group (<http://www.postgresql.org>) and products related to it, for example distribution of those derived or inspired by it, that have an approved license from the Open Source Initiative – OSI (<http://www.opensource.org>).
3. It also has the objective of:
 - promoting the philosophy and the culture of free software and Open Source code, as also the free access to technologies and knowledge based on it.
4. In order to realize its social purposes, the Association will be able:
 - to promote contacts inside the community of clients and developers of free software and Open Source, and between outside community and agencies;
 - to favour and coordinate the translation, localization and the internationalization of programs and handbooks, adapting them to national and international realities;
 - to promote relations with other National and International Associations as well as Private and Public agencies dedicated to the realization of initiatives in harmony with the objectives foreseen by the present charter.
5. In order to supply the maximum degree of clarity on what is reported in the present article and with the objective to circulate and use a terminology consistent with the activity carried out by the Association, some useful definitions are as follows:
 - "**free software**" refers to the definition given by the Free Software Foundation (FSF - <http://www.fsf.org>) that is, and in any event, the freedom of the client to execute, copy, distribute, study, change and improve the software. Moreover, it refers to four types of freedom for the clients of the software:
freedom to execute the program, for any purpose (freedom 0);

freedom to study how the program works and to adapt it to one's own needs (freedom 1). The access to the source code is a prerequisite;

freedom to redistribute copies so as to help others (freedom 2);

freedom to improve the program and to publicly distribute the improvements, in such way that the whole community may draw benefit (freedom 3). The access to the code source of is a prerequisite.

- The free software is also “commercial software” in that it is available for commercial use, commercial development and commercial distribution.
 - With the term *software owner* it is indicated what software has restrictions on its use, on its modification, reproduction or redistribution, usually imposed by an owner.
 - The Association considers the software “*Open Source*” by referring to the definition given from “Open Source Initiative” (OSI) formalized as “Open Source Definition” (OSD), version 1.9.
 - Among the various definitions, the Association adopts and supports the definition of “*open standards*” (Standard aperti in Italian) such as those formats that are specifically noted and that can be executed by anyone, without the payment of royalties or any other form of restriction.
6. Free software and opened standards, as above defined, are promoted, supported and used by the Association in the carrying out of its own activity.

Article 4 - Duration

1. The duration of the Association is indeterminate.

Article 5 - Economic resources

1. The Associations of social promotion draw economic resources for the operation and for development of activities from:
 - annual fees and extraordinary contributions of members;
 - inheritance, donations and legacies;
 - contributions from the State, regions, local agencies and agencies or public institutions, also dedicated to the support of specific and documented programs realized in the scope of statutory purposes;
 - contributions from the European Union and international organisations;
 - revenues deriving from services and performance of contract operations, courses and study days and publicity of other events/related entities;
 - proceeds of the transfer of goods and services to the members and third parties, also through the development of economic activities of a commercial nature, carried out in way that is auxiliary and subsidiary and in any event aimed at reaching institutional objectives;
 - donation of the members and third parties namely economic donations that are gratuitous from the members and third parties without the performance of service or any nature from the Association;
 - entrance fees from promotional initiatives aimed at financing such as festivities and also subscriptions for prizes;

- other entrance fees compatible with social purposes of an association of social promotion;
2. The Association does not offer counselling services for payment and therefore excludes this instrument of financing.
 3. Funds are deposited in a credit institution determined by the Board of Directors.
 4. The residual patrimony, in case of dissolution, cessation or extinction, after liquidation, must devolve to useful social purposes.

MEMBERS

Article 6 - Registration

1. All physical persons can join the Association who meet the following requirements:
 - sharing of the objectives and the purposes of the Association;
 - acceptance of the Charter and Bylaws;
 - performance of their own work in support of the activity of the Association.
2. In order to obtain the quality of member every candidate will have to present a request to the Board of Directors of the Association on the form determined by the Association for applications:
 - name and last name, place and date of birth, residence and other information necessary based on specific normative dispositions;
 - declaration of acceptance of the Charter and engagement to adhere to the clauses therein contained as well as to the decisions of the association structures.
3. It is the task of the Board of Directors to deliberate on the admission of members within thirty days from the presentation of the request. In case admission is refused, the interested party will be able to introduce an appeal, within the following thirty days, to the ordinary Assembly which, in its subsequent sitting will make a final decision.
4. The membership does not involve an obligation of further financing or expenditure in respect to the original dues and to annual dues paid. It is however possible for members to make further contributions.
5. Payment does not create other rights of participation and, specifically, it does not create transmissible undivided shares of participation to third parties, neither for specific or universal succession.
6. The payments are neither re-evaluable nor repeatable under any circumstances and, therefore, it cannot give rise to a demand for reimbursement of that paid to the Association not even in the case of dissolution of the Association nor in the case of death, extinction, withdrawal or exclusion from the Association.
7. The Association takes advantage mostly of the activities given by volunteers, free and gratuitous by its own members for the pursuit of the institutional goals. The Association can hire, subject to decision of the Board of Directors and in case of necessity, employees or take advantage of the services of independent workers, and also resort to its own members.

Article 7 - Rights and duties of the members

1. The membership in the Association involves for the member of age, in good standing with the payment of the membership contributions, the right to participate in the management of the Association through the exercise of the right of vote at the Assembly for the approval and the modification of the charter and the regulations as well as for the nomination of the managing bodies.
2. There is a uniform discipline of the associative rapport in force between the members relating to the modalities and aspects of active and passive constituency. Any limitation in the participation in the life of the association is expressly excluded. The participation takes place for an indeterminate duration and is expressly excluded any temporality of associative life, while maintaining in any case the right to resign and of the circumstances pursuant to article 8.
3. The member is held to:
 - pay the annual registration fee and the eventual additional fees according to the terms fixed by the Board of Directors;
 - the observance of the Charter as well as the decisions of the assembly and the Board of Directors;
4. The members have the right to attend the social premises, to use the structures managed by the Association at the established hours, to participate in the cultural, training activities, in the exhibitions promoted by the Association, to propose new members and to have use of the computer infrastructure with the modalities and limits established according to the objectives of the Association.

Article 8 - Loss of the quality of member

1. The qualification of Member is lost through death, resignation, arrears in payments and exclusion decreed by the Board of Directors. In the event where the member loses the qualities for admission or undertakes behaviour or initiatives in contradiction to the purposes of the Association or to offend its honour and good name that is in the case of repeated violations of the regulations of the Charter as well as decisions of the Board of Directors for the proper attainment of the social aims.
2. Resignation is communicated to the Association and takes effect from the successive month from that in which the Board of Directors receives the communication of the intention to withdraw.
3. Arrears will be established by the Board regarding those Members who have failed to make payment of the annual or entry membership fees.
4. Members subject to the provision of loss of member status may contest the decision, within the following thirty days, to the ordinary Assembly which, in a subsequent sitting, will make a final ruling.

Article 9 - Structures of the Association

1. The Structures of the Association are:
 - The Assembly of the members.
 - The Board of Directors.

- The President of the Board of Directors (see art. 15 and 18).
 - The Vice president of the Board of Directors (see art. 15 and 19).
 - The Secretary (see art. 15 and 20).
 - The Treasurer (see art. 15 and 21).
2. All the duties of the association are assumed and acquitted gratuitously.

ASSEMBLY

Article 10 - Composition

1. The Assembly, extraordinary and ordinary, is the decisional structure of the Association.
2. Every member in good standing and having paid membership fees has the right to intervene in any ordinary or extraordinary Assembly.
3. The Assembly represents all of the members and its decisions, taken in compliance with the charter, obligate all members.

Article 11 - Competence

1. The ordinary Assembly decides:
 - the approval of the balance sheet and budget of the Association;
 - on the nomination of the Board of Directors;
 - on the nomination of the President of the Board of Directors;
 - on the addresses and general directives of the activity of the Association and on any other question required by law or the Charter as well as those subject to the Board of Directors;
 - on the eventual Regulations that discipline the development of the activity of the Association.
2. The extraordinary Assembly decides:
 - the modifications to the incorporation and the Charter;
 - the eventual dissolution of the Association.

Article 12 - Convocation

1. The Assembly meets at least once per year, by the 30th of April, for the approval of the balance sheet and the budget estimates.
2. The ordinary and extraordinary Assembly is convened by the President of the Board at least once per year for the approval of the budget and every other time necessary or upon motivated request to the Board by at least 1/5 (one-fifth) of the members in good standing with the payment of the social shares or by at least 1/3 (one third) of the Board members, by means of posting of a notice of convocation, at least eight days before the day fixed for the meeting, at the headquarters of the Association or on the external bulletin board of the Association and/or in written form (ordinary letter or registered letter or email or other means that the Board of Directors deems opportune) addressed to every member in the Registry of Members, sent at least

eight days before the assembly. In the notice of convocation the place, date and hour the Assembly will take place will be indicated both for the first and the second convocation, the agenda of matters to be dealt with will be indicated (agenda). The communication of the convocation of the ordinary and extraordinary assemblies is permitted through the sending of digitally signed e-mail, the publication is also permitted on the Internet in electronic format through means of the computer infrastructure of the Association.

3. The Assembly can also meet in a different place from the headquarters, provided it is in Italy.

Article 13 - Constitution and decisions

1. For the validity of assembly decisions, art. 21 c.c is fully applicable.
2. The ordinary Assembly will be regularly constituted with the presence of 50% plus one of the members; in second convocation, the decision is valid with whatever number of members take part. In the decisions for approval of the budget and in those which they regard their responsibility, the administrators do not have a vote.
3. The extraordinary Assembly will be regularly constituted with the presence at least $\frac{3}{4}$ (three quarters) of the members and the favourable vote of the majority of those present; in second convocation, the necessary presence will be at least $\frac{1}{4}$ (a quarter) of the enrolled members, except for that foreseeing the case of dissolution.
4. The majorities are calculated on the basis of the members present; the voting takes place according to the principle of the single ballot according to art. 2352 c.c.
5. The ordinary and extraordinary Assembly, in both first and second convocation, decides by majority vote of those present; in order to decide the dissolution of the Association and the devolution of the patrimony, a favourable ballot of at least $\frac{3}{4}$ (three quarters) of the members is necessary.

Article 14 – Procedure and keeping of records

1. The Assembly is presided by the President of the Board or, if absent, by the Vice-president or, if absent, by the most senior member of the Board. In absence of all the members of the Board, the Assembly nominates its own President.
2. The President of the Assembly nominates, at the beginning of every session, a Secretary who sees to the writing of the minutes. It is up to the President of the Assembly to state the regularity of the delegations and, in a general way, the right to take part in the Assembly.
3. The minutes written up on occasion of each assembly will be signed by the President, the Secretary and eventually by the scrutineers, named by the Secretary in case of voting.
4. The voting can take place by show of hands, to evident scrutiny, or through digitally signed e-mail in cases where the assembly does not meet physically.

BOARD OF DIRECTORS

Article 15 - Nomination and composition

1. The Association is administered by a Board of Directors, composed of at least five

Board members to a maximum of ten, elected by the Assembly of the Members. The number of the members is established by the Assembly before their nomination is valid until the nomination of the successors.

2. The first Board of Directors is named in the corporate charter.
3. The Board remains in charge for two years and individual members of the Board are re-eligible.
4. In case of resignation or death of a Board member, the first person not elected takes his/her place until the expiration of the Board of Directors. In case of absence of the first person not elected, or of unavailability, an assembly will be purposely summoned, to decide the nomination of the new Board member till the natural expiration of the Board of Directors.
5. The Board nominates, at its first sitting, a President (when not already elected by the Assembly), Vice-president, a Treasurer, a Secretary. The Board can delegate particular attributions, or the fulfilment of particular actions, specifically determined, to one or more Board members.

Article 16 - Competence

1. The Board of Directors is invested of any needed to decide on initiatives to assume and criteria to follow for the attainment and the performance of the goals of the Association and for its direction as well as ordinary and extraordinary administration.
2. In particular the Board:
 - fixes the directives for the performance of the statutory tasks, establishes the modalities, the responsibilities for execution and verification;
 - nomination from its members the President (where not already elected by the assembly), Vice-president, the Secretary and the Treasurer;
 - decides on property investments;
 - establishes the amount of the annual dues for the Association;
 - decides on the admission and exclusion of the members;
 - decides on the activities and the initiatives of the Association;
 - approves the budgetary estimates and balance sheet to present to the assembly of the members, together with appropriate reports;
 - establishes the services to members and third parties and the modalities related to carrying them out;
 - nomination and destitution of managers, collaborators, advisors, employees and issue any provision regarding staff;
 - confers and revokes mandates;
 - compiles the inside regulations, for the ordinary operations of the Association, whose approval is submitted to the Assembly and whose observance is obligatory for all members.

Article 17 - Convocation and decisions

1. The Board meets each time judged necessary by the President or when it is requested by at least 2/3 (two thirds) of the members and in any case at least once

every three months.

2. The convocation will be done in the form that the Board of Director judges opportune respecting in ordinary cases a notice of at least eight days; in case of urgency it could also be summoned by telephone.
3. For the validity of the decisions of the Board the effective presence of at least $\frac{1}{2}$ (one half) of members is necessary and the favourable ballot of the majority of those present. In case of a tie the vote of the President will prevail. The Board is presided by the President, and if absent, by the Vice-president.

Article 18 - The President

1. The President of the Association has the authority to sign on behalf of and legally represent the Association with respect the third parties and in justice. On decision of the Board of Directors, the President can also attribute the representation of the Association to another Board member.
2. The President remains in charge for two years.
3. The President convenes and presides the Assembly and the Board of Directors, sees to the execution of the relative decisions, oversees the good administration of the Association, verifies the observance of the charter and of the regulations, and suggests reforms where necessary.

Article 19 - Vice-president

1. Vice-president replaces the President in each attribution whenever the first is prevented from exercising the functions. The simple intervention of the Vice-president in respect to third parties is evidence of the impediment of the President.

Article 20 - The Secretary of the Board of Directors

1. The Secretary carries out the function of establishing records of the Assemblies, of the meetings of the Board of Directors and assists the President and the Board of Directors in the development of administrative activities that are necessary or opportune for the operation of the administration of the Association.
2. The Secretary sees to the keeping of the minute book of the Assemblies and the Board of Directors as well as the Registry of the Members of the Association.

Article 21 - The Treasurer

1. The Treasurer sees to the management of the money of the Association providing for the book keeping documents - also with the aid of advisers - carries out the related verifications, controls the book keeping records, plans with respect to the book keeping, the balance sheet and budget estimate, together with opportune book keeping reports.

Article 22 - Books of the Association

1. Besides the keeping the books prescribed by law, the Association provides for the keeping of:
 - minute book of the assemblies and the decisions of the Assembly;

- minute book of the assemblies and the decisions of the Board of Directors;
- registry of the members of the Association.

BUDGET

Article 23 - Balance sheet and budget for the fiscal year

1. The fiscal year closes the 31st December of every year.
2. The first fiscal year closes the 31st December 2008.
3. No later than the 31st March of every year the Board of Directors is convened for the planning of the balance sheet of the preceding fiscal year and of the budget estimate for the fiscal year in course to submit to the Assembly that decides with the mentioned majorities for ordinary assemblies.
4. The budgets must be exposed at the centre of the Association, published on the computer infrastructure of the Association and sent by suitable means to the members, 15 (fifteen) days before the Assembly summoned for their approval, available to those who have motivated an interest in reading them.

Article 24 - Surpluses

1. The Association is prohibited from distributing, even indirectly, profits or surpluses, as well as funds, reserves or capital during the life of the Association, unless the destination or the distribution is imposed by law.
2. The Association is obliged to employ the profits or the surpluses for the realization of the institutional activities and of those to directly connected.

Article 25 - Dissolution

1. The dissolution of the Association and the devolution of the patrimony are decided by the Assembly, with the majority according to art. 13 paragraph 5; if necessary, the Assembly sees to the nomination of one or more liquidators, even non-members, determining any eventual compensation.
2. In the case of dissolution, for any reason, the Association has the obligation to devolve its patrimony to purposes of public utility to another Association that by law, charter or regulations pursues goals consistent with the institutional aims of the Association that is a controlled organisation according to art. 3, paragraph 190, of L. 23/12/1996, except different destination imposed by law.

Article 26 - Applicable law

1. For all not expressly foreseen by the present Charter, reference is made to national and regional legislation in force.

THE FOUNDING MEMBERS

Gabriele Bartolini

Andrea Bettarini

Federico Campoli	
Paolo Cavallini	
Vincenzo Di Giovine	
Luca Ferrari	
Simone Martelli	
Marco Nenciarini	
Torello Querci	
Matteo Sgalaberni	
Maurizio Totti	
Emilia Venturato	