

## CIPSI STATUTE

### Solidarietà e Cooperazione – CIPSI – ETS

#### Art. 1 – DENOMINATION

1. It is established, pursuant to and for the purposes of articles. 36 et seq. code civil and of the legislative decreen. 117 of the 3<sup>rd</sup> July 2017, and subsequent amendments and additions (hereinafter also referred to as: Third Sector Code or, for brevity, Legislative Decree no. 117), the non-profit Association called: Solidarietà e Cooperazione – CIPSI (Coordinamento di Iniziative Popolari di Solidarietà Internazionale).
2. Following registration in the Single National Register of the Third Sector referred to in art. 46 of the Legislative Decree. n. 117, in section e) Associative networks, the name will automatically change to “Solidarietà e Cooperazione – CIPSI (Coordinamento di Iniziative Popolari di Solidarietà Internazionale) - ETS”.
3. In case of registration obtained in section g) of the single national register of the Third Sector, referred to in article 46 of the Legislative Decree. n. 117, the Association will integrate the name with the phrase "Ente del terzo settore" or the acronym "ETS" and has the obligation to use it in documents, correspondence and communications to the public.

#### Art. 2 – HEAD OFFICE

The Association is based in Rome.

The change of legal head office within the same municipality, without involving changes to the statute, is decided by the Board of Directors. The Assembly, gathered in ordinary session, may establish or abolish any secondary offices, in Italy or abroad, upon proposal of the Board of Directors.

#### Art. 3 - PURPOSES OF THE ASSOCIATION

CIPSI is an associative network pursuant to art. 41 of the Code of the Third Sector that operates, in accordance with the principles of democracy, equal opportunities and equality of all members and the electivity of social offices, for the coordination and services for and among organizations of solidarity and international cooperation, by this the ETS and the private sector entities (moral entities, institutes, associations, committees, foundations, cooperatives, etc.), committees, foundations, cooperatives, APS, OdV, clubs, networks, etc.), which by statute pursue objectives of solidarity and international cooperation and that implement; non-profit, solidarity programs, international cooperation, universal civil service, social and human promotion.

The Association is non-partisan, pursues, non-profit, civic purposes, solidarity and social utility and specifically aimed at:

- a) Eradicating poverty and reducing inequalities, improving the life conditions of various populations and promote sustainable development;
- b) Protect and affirm human rights, the dignity of every individual, gender equality and the principles of democracy and the rule of law;
- c) Prevent conflicts of all kinds, support processes of pacification
- d) Reconciliation, post-conflict stabilization, consolidation and strengthening of democratic institutions.

#### **Art. 4 – ACTIVITIES OF THE ASSOCIATION**

CIPSI operates by carrying out the following activities of general interest provided for by art. 5 of the Code of the Third-Sector in the form of voluntary action or free disbursement of money, goods or services, or mutuality or production or exchange of goods or services. In particular:

- a) Development cooperation, pursuant to law 11 August 2014, n. 125, and subsequent amendments [Legislative Decree. n. 117, art. 5, paragraph 1, letter n)]; promoting and implementing mainly interventions in favor of children, young people, women and the most disadvantaged sections of the population, including food sovereignty and the fight against hunger, also through the sending and use of volunteers and expatriate staff;
- b) Global citizenship education, education, instruction and professional training, pursuant to law n. 53 of the 28<sup>th</sup> March 2003, and subsequent amendments, as well as cultural activities of social interest with educational purposes [Legislative Decree. No. 117, articles. 5, paragraph 1, letter d)];
- c) Promotion of volunteering and organization and management of cultural, artistic or recreational activities of social interest, including activities, including editorial, for the promotion and dissemination of the culture and practice of volunteering and solidarity and activities of general interest referred to in art. 5 of Legislative Decree 117/2017;
- d) Organization and management of cultural, artistic or recreational activities of social interest, including activities, including editorial, to promote and disseminate the culture and practice of volunteering and the activities of general interest referred to in this article [Legislative Decree. n. 117, art. 5, paragraph 1, letter i)];
- e) Extra-curricular training, aimed at preventing school dropout and academic and training success, preventing bullying and combating educational poverty [Legislative Decree. n. 117, art. 5, paragraph 1, letter l)];
- f) Instrumental services to Third Sector entities provided by entities made up of no less than seventy percent of Third Sector entities [Legislative Decree. n. 117, art. 5, paragraph 1, letter m)];
- g) Commercial, productive, educational and information, promotional, representation and licensing activities of certification marks, carried out within or in favor of fair trade supply chains, to be understood as a commercial relationship with a producer operating in a disadvantaged economic area, usually located in a developing country, on the basis of a long-term agreement aimed at promoting the producer's access to the market and which provides for the payment of a fair price, measures of development in favor of the producer and the producer's obligation to guarantee safe working conditions, in compliance with national and international regulations, in order to allow workers to lead a free and dignified existence, and to respect trade union rights, as well as to commit to combating child labor [Legislative Decree. n. 117, art. 5, paragraph 1, letter o)];
- h) Humanitarian reception and social integration of migrants [Legislative Decree. n. 117, art. 5, paragraph 1, letter r)];
- i) Charity, distance support, free transfer of food or products referred to in law N. 166 of the 19<sup>th</sup> August 2016, and subsequent amendments, or provision of money, goods or services to support disadvantaged people or activities of general interest [Legislative Decree. n. 117, art. 5, paragraph 1, letter u)];
- j) Promotion of the culture of legality, peace between peoples, non-violence and unarmed defense [Legislative Decree. n. 117, art. 5, paragraph 1, letter v)];
- k) Promotion and protection of human, civil, social and political rights, as well as the rights of consumers and users of activities of general interest, promotion of equal opportunities and mutual aid initiatives, including the time banks referred to in the article 27 of law n. 53 of the 8<sup>th</sup> March 2000, and the solidarity purchasing groups referred to in article 1, paragraph 266, of law

n. 144 of the 24<sup>th</sup> December 2007, n. 244 [Legislative Decree. n. 117, art. 5, paragraph 1, letter w)];

- l) Interventions and services aimed at safeguarding and improving environmental conditions and the prudent and rational use of natural resources, with the exclusion of the activity, habitually carried out, of collection and recycling of urban, special and dangerous waste (as well as to the protection of animals and prevention of stray animals, pursuant to law n. 281 of the 14th August 1991) [Legislative Decree. n. 117, art. 5, paragraph 1, letter e)];
- m) Carry out - as required by art. 41, paragraph 1 – letter. b of Legislative Decree 117/2017 - also through the use of information tools suitable to guarantee knowledge and transparency in favor of the public and its members, coordination, protection, representation, promotion or support activities of their associated third sector entities and their activities of general interest, also with the aim of promoting and increasing their representativeness among institutional entities.

**2.** CIPSI, for the pursuit of the social purpose and compatibly with the activities of general interest listed, may carry out the following specific activities:

- a) Safeguard the ideal heritage of popular participation of the members in the context of solidarity and of international cooperation;
- b) Establish consultative "forums" for the exchange of ideas and experiences, to foster a culture of solidarity, in order to improve the quality of interventions;
- c) Promote relationships and initiatives between peoples, also with a view to supporting social aggregations locally existing;
- d) Directly implement and manage solidarity and cooperation programs, social promotion, training, microfinance, cultural and information activities;
- e) Act as an interlocutor with national and international institutions and, in particular with the various Ministries, the AICS, the Italian Parliament, the European Union and multilateral agencies, for needs of common interest;
- f) Encourage and support, with training, solidarity and exchange programs and initiatives, the strengthening of grassroots groups and their coordination;
- g) Provide services and training relating to the aforementioned purposes to member associations and third parties;
- h) Carry out SCU activities and projects for young people;
- i) Carry out volunteering activities and projects, including through selection, training and sending volunteers to other countries;
- j) Create association network services in accordance with the provisions of the Third Sector Code;
- k) Any other activity compatible and consistent with the activities of general interest as identified above.

**3.** Consistently with the provisions of Legislative Decree 117/2017, CIPSI can collaborate with the national association networks, ETS, consortia, committees and associations, having similar purposes, to which it will adhere, in the prerogatives recognized by them by paragraph 3 of the art. 41 of the CTS, i.e. the monitoring of the activities of the associated entities, the promotion and development of control activities, also in the form of self-control and technical assistance towards the associated entities;

CIPSI, as provided for by paragraph 4 of the art. 41 of Legislative Decree 117/2017, will be able to promote partnerships and memoranda of understanding with the public administrations referred to in article 1, paragraph 2, of the legislative decree n. 165 of the 30<sup>th</sup> March 2001, and with private entities.

The activities, until CIPSI is registered in the Single National Register of the Third Sector as an ASSOCIATION NETWORK, will be carried out within the limits permitted to the Associations.

4. CIPSI, pursuant to art. 6 of the Third Sector Code and in compliance with the criteria and limits defined with a specific ministerial decree, may carry out activities other than those of general interest, provided they are secondary and instrumental to the latter. It will be the responsibility of the Board of Directors to define the type and methods of carrying out the different activities.

5. The association can exercise, in accordance with art. 7 of the Third Sector Code, also fundraising activities- through the request to third parties for donations, bequests and contributions of a non-reciprocal nature - in order to finance its activities of general interest and in compliance with the principles of truth, transparency and correctness in relations with supporters and the public.

6. For the best achievement of the corporate objectives, CIPSI may, among other things, own, and/or manage and/or rent or lease assets, whether movable or immovable; make contracts and/or agreements with other associations and/or third parties in general, without prejudice to compliance with the civil and fiscal regulations governing the associations and the ETS and the types of revenue provided for in this statute.

#### **Art. 5 – MEMBERS**

1. Solidarity and Cooperation CIPSI is made up of members

2. Associations, entities, institutes, foundations, committees, entities of the Third Sector - ETS, including national or local association networks, established pursuant to and for the purposes of art. 41 of the Legislative Decree. n.117, Italians and/or foreigners, who by statute pursue objectives of solidarity and international cooperation and diffusion of a new culture of solidarity and cooperation, possessing the following requirements:

a) be duly constituted according to the law in force in their country;

b) not pursue profit-making purposes and not be connected in any way to the interests of commercial companies and industrialists or political parties, and have full legal, managerial and administrative autonomy;

c) pursue objectives of international cooperation and solidarity according to the Statute, having experience of them organizational and operational;

d) have a democratic structure and a widely participated membership base and provide forms of self-financing to carry out cooperation and solidarity purposes.

3. The acceptance of Members is the responsibility of the Assembly, which decides according to non-discriminatory criteria and consistent with the objectives pursued and the activities of general interest carried out, with the favorable vote of at least two thirds of the Members present.

4. Applications for admission to CIPSI must be submitted to the Board of Directors and must contain the declaration of acceptance:

a) the rules and obligations provided for by this Statute;

b) of the Code of Ethics;

as well as to observe all further rules, regulations and resolutions issued by the competent bodies of the Association.

5. The application must be submitted according to the forms and methods established in the Regulation on the matter memberships. The same Regulation is responsible for regulating any limits, as well as the methods of membership of the Association by national or local associative networks.

6. The admission resolution must be communicated to the applicant and noted by the secretary or another person appointed by the Board of Directors, in the members' register. In case of refusal, the

president must, within 60 days, justify the decision to reject the admission application and communicate it to the interested parties. The registrations start from the date on which the application is accepted and from the moment of acceptance of the new member Assembly, this assumes full powers, including the right to vote. Membership in the Association is limited indefinite and cannot be arranged for a temporary period without prejudice, in any case, to the right to withdrawal.

7. Temporary participation is not permitted.

8. The list of members of the association is kept constantly updated by the Board of Directors a specific register, always available for consultation by the members.

#### **Art. 6 - OBSERVERS**

International cooperation, solidarity and volunteering bodies, which do not have the requirements to become members or those who do not intend to join as Full Members may, upon request, become Observers. The observers participate in the Association's activities and campaigns, in assemblies, campaigns and any forums, but without the right to vote and without the right to elect, both active and passive.

They contribute, in a reduced amount compared to the Members, as decided by the assembly, to the general budget of the association.

They can define collaboration agreements and use the services of the Association Network under agreed conditions.

#### **Art. 7 - RIGHTS AND DUTIES OF MEMBERS**

Members participate in the Association's activities and enjoy the services activated by it for its pursuit of the purposes set out in the Statute. Membership in the Association entails the obligation for Members to observe the Statute and resolutions of the bodies of the Association.

The annual membership fees for Members, determined by the Assembly during the annual approval of the Budget, must be paid in full to the Association within three months of the resolution Assembly that establishes the amount. The shares are non-transferable and non-revaluable. Members participate in the activities of the Association, represented by their President or, preferably by a member of its Board of Directors or other representative delegated for this purpose by the President himself.

The President or Delegate of the member bodies participate in the Assembly and can be elected to positions social groups of the Association. In the event of the impossibility of the designated representative, the Member may arrange for his replacement designating a member of its Board of Directors and providing timely information to the Association. The renunciation and/or revocation of the mandate given to the representative of the Member Body entails forfeiture of the representative himself from the right to participate in the Assembly of the Association.

Membership in CIPSI is free and voluntary but commits Members to compliance with the present rules statute and the resolutions taken by its representative bodies, according to the statutory powers.

In particular, Members must behave correctly both in internal relations with other members and with third parties and refrain from any act that may harm CIPSI and its Members.

#### **Art. 8-DECADENCE AND TERMINATION**

1. The position of associate falls for the following reasons:

- a) Decadence because of the loss of the requirements in accordance to the law or the statute of the association;
- b) Decadence as a result of the missed payment of the membership fee;

- c) Termination;
- d) Exclusion for severe reasons that could damage the interests and the integrity of the association. The non compliance of the statute, the Code of conduct, the regulations and deliberations taken by the bodies of the association;
- e) Dissolution or resolution;
- f) Merger, secession, transformation of the entity if, as a result of the extraordinary transaction, these has more the requirements required by Article 5 of the Articles of Association

2. In consideration to the seriousness of the conduct or infringement committed by the Associate, also with regard to any recurrence, the exclusion order referred to in the previous paragraph, letter. d), may be preceded by the following disciplinary measures, adopted by the Board of Directors:

- written reference;
- temporary ineffectiveness and suspension of membership rights for a fixed period not exceeding to a year.

3. The withdrawal, referred to in the previous paragraph 1, letter. c) must be communicated in writing to the Board of Directors and produces effects in terms of the receipt deed.

4. The forfeiture of the member is determined upon the occurrence of the conditions referred to in the previous paragraph, letter. a) and b), as well as the exclusion of the member determined pursuant to the following letter. d) are declared by the Board of Directors with an immediately executive provision and produce effects from the declaration of same forfeiture (ex nunc effectiveness).

The ascertainment of cases of loss of membership status pursuant to paragraph 1, letters e) and f) is also carried out by of the Board of Directors.

5. The member who is the recipient of the exclusion resolution, or the declaration of forfeiture, within the term of seven days from receipt of said provisions, may submit a request for review to the Shareholders' Meeting. The measures are suspended pending appeal.

6. The loss of membership status for any of the reasons listed in this article entails the loss of the rights connected to this qualification as well as the forfeiture of any position held by natural persons which have been indicated by the lapsed or excluded organization and does not give the right to a refund of the membership fee for the year of reference nor does it legitimate, more generally and in accordance with the social objectives, rights over the assets of the Association.

7. In the event of forfeiture of corporate positions, those who have lost office will be replaced by the first of the non-elected members on the list or, in the if this is not possible, new elections must be held at the bodies responsible for this function.

#### **Art. 9 - BODIES OF THE ASSOCIATION**

The bodies of the Association are:

- a) the Shareholders' Meeting;
- b) the Board of Directors;
- c) the President of the Association;
- d) the monocratic or collegial control body (if appointed).

## **Art. 10 - ASSEMBLY**

The Assembly is made up of Members in good standing with the payment of annual dues and contributions.

In derogation of article 24 paragraph 3 of the Legislative Decree. n. 117, members will be entitled to the following number of votes:

- a) Each member who has from 1 to 9 associated or affiliated entities, or up to 99 associated natural persons: one vote;
- b) Each member who has from 10 to 99 associated or affiliated entities, or from 100 to 9,999 natural persons: two votes;
- c) Every member who has from 100 to 499 associated or affiliated entities, or from 10,000 to 99,999 associated natural persons: three votes;
- d) Each member who has over 500 associated or affiliated entities, or more than 100,000 associated natural persons: five votes.
- e) Profit companies established according to the forms referred to in book V, title V, chapters V, VI and VII of the civil code have always entitled to only one vote;
- f) For participating Foundations, the number of votes is proportional to the number of participants/adherents and promoters, according to the criteria established in the previous letters a), b), c) and d);
- g) For members with a mixed membership structure (individuals and entities) the number of votes to be attributed is equal to half of the sum of the votes distinctly resulting, for each category of associates, from the adoption of the criteria dimensions referred to in the previous letters a), b), c) and d)

2. A member who also holds the status of associate or affiliate of another organization associated with CIPSI, exercises the right to vote on its own and is not counted for the purposes of the sum, respectively, of the associated bodies or affiliates referred to in the previous letters a), b), c), d), or of the participating bodies referred to in the previous letter f).

### **Ordinary Assembly**

1. The Assembly is sovereign and decides on the matters indicated below, in addition to those expressly reserved by law within its jurisdiction.

2. The ordinary Assembly is convened at least twice a year and decides on the following topics:

- a) appoints and dismisses the members of the corporate bodies;
- b) establishes the number of members of the Board of Directors;
- c) appoints and dismisses, when required, the person in charge of legal audit of accounts;
- d) approves the budget and final budget and, when this is required by law or deemed appropriate, the social budget;
- e) decides on the responsibility of the members of the corporate bodies and promotes responsible action against them;
- f) decides on the acceptance and exclusion of Members, if the deed of incorporation or the statute does not attribute the relevant competence to another body elected by the same;
- g) decides on amendments to the deed of incorporation or statute;
- h) approves any regulations for the meeting's proceedings;
- i) decides on the dissolution, transformation, merger or split of the association;
- j) approves the programmatic lines of the Association's activity and its "political - cultural" directions;
- k) discusses and approves the final reports of the Board of Directors;

- l) approves any regulations of the Assembly and any related amendments;
- m) approves the work program proposed by the Council;
- n) establishes the criteria for covering management expenses and establishes the amount of membership fees and contributions to be requested annually from Members;
- o) decides on purchases and sales of properties;
- p) decides on any other topic of an extraordinary nature and of general interest placed on the agenda;
- q) approve other objects attributed by the law, by the association's deed of incorporation or by the statute.

3. The partners can ask to include other subjects to the order of business of the assembly. The request must be signed and approved by at least five other partners and sent to the Board of Directors.

4. The ordinary assembly on first call is valid if at least half of the partners plus one is present. On second call, the assembly is valid with every partner that has been part of the discussion. Either way the resolutions are taken with the majority of the partners present the assembly. In case of a tie vote, the ordinary and special assembly, will be called to vote again. All the resolution taken according to the statute, commit all the partners, absentee, dissenters or abstention included. The assembly or the ballot can take place and followed also by computer and by remote, which let the unambiguous identification of the participant/voter and appropriate security systems, according to the guidelines of the Board of directors.

5. The Assembly, which has to approve the financial report, need to be summoned every year within April 30th and need to proceed with the resolutions by June 30th of every year.

### **The Extraordinary Assembly**

The Extraordinary Assembly decides on the following topics:

- a) amendments to the memorandum of association and the statute;
- b) the dissolution, transformation, merger, split and liquidation of the Association;
- c) on other objects attributed by law, by the deed of incorporation or by the statute to its competence.

For the validity of the constitution and the resolutions of the Assembly for the statutory amendments, in the first-place convocation, the participation and favorable vote of at least three quarters of the Members are required.

At the second call, the presence of half of the members and the favorable vote of the majority of members are required present. For the dissolution of the Association, the appointment of liquidators and the devolution of assets is the favorable vote of  $\frac{3}{4}$  of the members is necessary.

### **Convocation**

1. The ordinary and extraordinary Assembly is convened by the President of the Board of Directors on own initiative or when at least one third of the Members request it.
2. Members are called for ordinary and extraordinary meetings via written communication, also by e-mail, by certified email (if available), by fax, or by any other means of communication allows the traceability of the item, to be sent at least 15 days before the meeting, with the indication of the order of the day, place and time of the meeting.
3. The Assembly is chaired by the President of the Association or, failing that, by the Vice President. The person who presides over the Assembly has the task of verifying the right to speak and the regularity of attendance for the valid constitution of the Assembly itself.



4. The Secretary draws up minutes of the Assembly meetings, signed by the President of the association, which will take care of its conservation.
5. Intervention by proxy to be given in writing by the President of the Member to a member of his is permitted Board of Directors or other representative delegated for this purpose.

### **Delegations**

Once CIPSI is duly registered in the Single National Register of the Third Sector as a NETWORK ASSOCIATIVE, in accordance with the provisions of the art. 41 paragraph 9 of the Legislative Decree. No. 117, in derogation of article 24 paragraph 3 of the Legislative Decree. No. 117 itself, each member of the associative network cannot receive more than 5 (five) proxies, without prejudice to the compliance with the limits identified in the art. 2732 cc, paragraphs 4 and 5. Until such registration each member will not be able to receive, pursuant to the aforementioned article 24 paragraph 3 of Legislative Decree no. 117 itself, more than three proxies.

An associate can delegate another associate to represent him only by written delegation. The votes of the Assembly will take place, upon indication of the same, by show of hands, by roll call or by secret vote. The elections of the corporate bodies are governed by a specific procedure, at each meeting election directly by the Assembly, proposed by the Board of Directors. In case of voting a secret ballot, the Assembly will appoint a commission of scrutineers made up of three people from among those present. In the resolutions approving the budget and in those concerning their responsibilities, the directors have no vote.

If the corporate offices are renewed, there must be no candidates among the scrutineers elections.

### **Article 11 - BOARD OF DIRECTORS**

#### **Composition:**

The Board of Directors is typically composed of three to a maximum of nine members elected by the General Assembly from individuals nominated by the members. Board members have general representation powers, serve three-year terms, are eligible for re-election, and can be revoked by the General Assembly for just cause.

The Board of Directors may appoint, in addition to the members elected by the General Assembly, other experts who have advisory powers and the authority to propose new ideas to be presented to the Board. The Board of Directors elects the President, Vice President, Secretary, and Treasurer from among its own members.

#### **Powers and Responsibilities**

The Board of Directors has extensive powers for ordinary and extraordinary administration, except for those explicitly reserved by law and the statutes for the General Assembly. In particular, the Board of Directors is responsible for:

- a) Ensuring the execution of approved programmatic lines and political directions by the General Assembly.
- b) Approving and presenting an annual report on the activities performed in the General Assembly, along with the financial statements.

- c) Preparing the financial statements, including the balance sheet, financial statement, and a mission report describing budget items, the economic and financial performance of the organization, and the methods for achieving statutory goals.
- d) Preparing documents to be submitted to the General Assembly.
- e) Ratifying or rejecting urgent measures taken by the President.
- f) Making decisions on any matter concerning the association's activities for the implementation of its objectives and according to the General Assembly's directives, taking all necessary initiatives.
- g) Defining the types and methods for conducting secondary and instrumental activities that support general interests.
- h) Making decisions on any acts of a financial and asset nature that exceed ordinary administration.
- i) Providing opinions on any other matters submitted for their examination by the President or any Board of Directors member.
- j) Conducting an annual review of the list of members to verify their compliance with admission requirements and taking appropriate action if necessary.
- k) Verifying the maintenance of the aforementioned requirements when necessary.
- l) Deciding on new member admissions and their removal, to be presented to the General Assembly for approval.
- m) Deciding on the association's participation in public and private entities and institutions that are relevant to the association's activities, designating their representatives from among the members or Board of Directors members.
- n) Drafting internal regulations if necessary.
- o) Handling all matters related to the initiation and termination of collaboration and employment relationships.
- p) Imposing disciplinary sanctions.
- q) Establishing Committees, Commissions, and Consortia, as needed, to study, manage, and supervise specific projects and initiatives in the association's interest.
- r) Providing political coordination and oversight of the directions adopted by the Committees, Commissions, and Consortia mentioned in the previous point.

### **Meetings and Convening**

1. The Board of Directors must meet at least four times a year and whenever the President deems it necessary or upon the request of a Board member. To facilitate participation, the Board of Directors can hold meetings via videoconference. The President or, in the President's absence, the Vice President is responsible for convening the meetings. Unless urgent and unforeseeable, meeting notifications must be issued at least seven days in advance, using written communication or electronic mail. The meeting's agenda, if not included in the notification, must reach the Council members' addresses at least 24 hours before the meeting. In special cases of necessity and urgency, telephone consultations or electronic mail exchanges may replace physical meetings if all Board members are consulted, and their decisions are ratified in the following physical meeting held within a short time, subject to the required majorities.
2. Meetings of the Board are valid with the presence of a majority of its members and are chaired by the President or, in the President's absence or incapacity, the oldest Council member in age.

3. Participation in Board meetings and voting can occur through telematic means, including remote methods, with participant/voter identification and adequate security measures, as determined by the Board of Directors during the convening process.
4. Board decisions are made by a show of hands, with a majority vote of the members present. In case of a tie, the President's vote prevails. In cases of resignation, death, dismissal, or other impediments of one or more Board members, provided they are fewer than half, replacements will be selected from the candidates who received the most votes after the last elected Board member. If candidates have an equal number of votes, the member with the longest membership tenure is appointed. If the elected members are insufficient for replacement, new elections will be held at the General Assembly. A member replacing a resigned Board member holds office for the remaining period for which the resigned member was appointed. In the event of the resignation of the entire Board of Directors, during the period between the resignations and the appointment of a new Board, the resigning Board remains in office to handle ordinary administrative matters. The entire Board of Directors is considered to have resigned if at least half plus one of the Board members resign. The Board of Directors may remove the President by a qualified majority of two-thirds of its members currently in office. In case of a vote of no confidence or the President's resignation, the Board of Directors, by a qualified majority of half plus one of its members currently in office, proceeds with their replacement, unless there are circumstances of particular seriousness that necessitate an ordinary General Assembly meeting. A Board member who is absent without justified reason for three consecutive meetings or for a total of six meetings within a year will be declared forfeited. Members of the Board of Directors can hold social positions in other associations.
5. Minutes of meetings and individual resolutions are prepared by the Secretary and signed by the President.
6. For the execution of its resolutions, the Board of Directors may appoint a General Director or designate one or more Delegated Board members, assigning specific responsibilities to each. In such cases, the General Director shares the same responsibilities as the administrators, the control body, and any legal certifiers of the accounts, responding to the organization, social creditors, members, and third parties.
7. The General Director may attend Board meetings without the right to vote.
8. If appointed, the representative of the control or audit body may be invited to Board meetings to speak but without the right to vote. If the Board of Directors deems it necessary, it may invite individuals with particular expertise in the matters under discussion to its meetings for advisory purposes. The Board may, through the President, delegate certain acts or categories of acts to third parties on behalf of the Association.

#### **Article 12 - PRESIDENT OF THE ASSOCIATION**

The President is appointed by the Board of Directors from its own members and performs the following functions:

- a) Legally represents the Association to third parties in negotiations and judicial matters, jointly with the Vice President.
- b) Convenes the General Assembly and Board of Directors meetings.
- c) Chairs the Board of Directors meetings.
- d) Has general responsibility for the management and proper functioning of the association.
- e) Supervises the implementation of General Assembly and Board of Directors resolutions.
- f) Exercises the powers of the Board of Directors in cases of urgency, promptly convening the Board for decision ratification. The President is responsible for signing the social acts that obligate the association to its members and third parties. The President may delegate some of their duties to one or more Board members on a temporary or permanent basis. If the President is unable to perform their duties, the Vice President will assume all responsibilities.

### **Art. 13 - COMMITTEES, COMMISSIONS AND CONSORTIA**

The working committees, commissions and consortia, established by the Board of Directors according to what provided for in letter q) of article 9, carry out study, management and supervision activities of specific projects, sectors, services and initiatives of interest to the association in accordance with the specific operational mandates e management assigned by the Board of Directors.

Each Committee, Commission and Consortium is chaired by a coordinator, appointed by the Board of Administration among its members, who will be responsible for the observance and implementation of the mandate received, in compliance with the Association's guidelines.

### **Art. 14 - CONTROL AND LEGAL AUDIT BODY**

The supervisory body, even monocratic, is appointed by the shareholders' meeting by choice or when the requirements are met provided for by art. 30 of the Third Sector Code. It remains in office for 3 years for the same duration as the Council of Administration. The members of the Supervisory Body, to whom the art. applies. 2399 of the Civil Code, must be chosen from among the categories of subjects referred to in the co. 2, art. 2397 of the Civil Code. In the case of a collegial body, the aforementioned requirements must be possessed by at least one of the members. The Supervisory Body supervises on compliance with the Law and the Statute and on compliance with the principles of correct administration, as well as on adequacy of the organisational, administrative and accounting structure and its concrete functioning. It can furthermore exercise, upon exceeding the limits referred to in article 31, paragraph 1 of the Third Sector Code, the legal audit of accounts. In this case the control body is made up of legal auditors registered in the appropriate register. The supervisory body also carries out tasks of monitoring compliance with civic purposes, solidarity and of social utility, and certifies that any social budget, when it is mandatory processing pursuant to art. 14 Third Sector Code, has been drawn up in compliance with ministerial guidelines. The social report acknowledges the results of the monitoring carried out by the control body.

The members of the supervisory body may at any time proceed, even individually, with actions inspection and control, and to this end, they can ask the administrators for information on the progress of the social operations or on certain businesses.

If the Supervisory Body does not exercise accounting control and if the requirements set out in art. 31 of the Code are met of the Third Sector, the association must appoint a statutory auditor or a statutory auditing company

registered in the appropriate register. To the members of the supervisory body who possess the requirements set out in art co. 2, art. 2397 of the Civil Code, compensation may be awarded for the position held.

#### **Art. 15 - SECRETARY**

The Secretary carries out the tasks delegated to him by the presidency or the Board of Directors. In particular the Secretary draws up the minutes of the shareholders' meeting and of the Board of Directors and takes care of keeping the book of the partners.

#### **Art. 16 - THE TREASURER ECONOMIC**

The Treasurer Economic follows the administrative and accounting management of the association, carries out the related checks, checks the keeping of the accounting books, prepares the final balance sheet and the budget estimate, accompanying them by specific report.

#### **Art. 17 - SOCIAL BOOKS**

The Association is obliged to keep the following social books:

- a) the members' register;
- b) the book of volunteers who carry out activities on a non-occasional basis;
- c) the book of meetings and resolutions of the assemblies, in which the minutes must also be transcribed  
drawn up by public deed;
- d) the book of meetings and resolutions of the Board of Directors or any other bodies  
social;
- e) the book of meetings and resolutions of the Supervisory Body referred to in art. 30 of the Legislative Decree. n. 117, if  
established.

The books referred to in letters a), b), c) and d) are kept by the Board of Directors. The books referred to in the letter

e), are held by the body to which they refer.

The member has the right to examine the company books, also requesting an extract, by submitting a specific written request to the Board of Directors. The Board of Directors has the duty to respond within 30 days of submission of the request.

#### **Art. 18 - FINANCIAL YEAR AND ASSOCIATION REVENUES**

The financial year corresponds to the calendar year. The preliminary budget for each fiscal year, prepared by the Board of Directors, is presented for approval to the General Assembly of Members. At the end of each fiscal year and no later than June 30 of each year, the Board of Directors submits the final budget for approval by the General Assembly. The budgets with their related attachments must remain deposited at the association's headquarters in the ten days preceding the assembly convened for their approval, allowing examination by all members who request it. If the limits set out in Article 14 of the Third Sector Code are exceeded, a social balance sheet must be prepared, approved, and deposited with the National Single Register of the Third Sector, following the same methods and terms as the annual budget, in compliance with the guidelines established by the Minister of Labor and Social Policies. The social balance sheet must also be published on the association's website. The expenses of the Association are covered by:

- a) membership fees determined by the General Assembly and contributions paid by the Members;

- b) public and private contributions;
- c) income derived from the Association's activities;
- d) any extraordinary contributions decided by the assembly in relation to specific initiatives that require resources beyond those of the ordinary budget;
- e) voluntary contributions;
- f) contributions from public administrations, local authorities, credit institutions, and other entities;
- g) promotional activities and any other initiatives permitted by the law;
- h) donations and bequests;
- i) contributions from businesses and individuals;
- j) reimbursements resulting from agreements;
- k) income from activities other than those of general interest, as described in Article 6 of the Third Sector Code.
- l) any other income provided for by the Third Sector Code and subsequent amendments. The association is prohibited from distributing, even indirectly, profits or surpluses of any kind, whatever they are called, as well as funds, reserves, or capital during the life of the association, unless the destination or distribution is required by law. More specifically, in accordance with the provisions of Article 8 of the Third Sector Code, the association is prohibited from distributing, even indirectly, profits and surpluses, funds, and reserves, no matter how named, to founders, Members, employees and collaborators, administrators, and other members of the governing bodies, even in the event of withdrawal or any other form of individual termination of the membership relationship.

The association is obliged to use the assets, including any revenue, income, or proceeds, whatever they are called, for the realization of activities of general interest as provided for in this statute, for the exclusive pursuit of civic, solidarity, and social utility purposes.

#### **Art. 19 - ASSETS**

The assets of the Association consist of:

- a) all movable and immovable property that accrues to the association for any reason, as permitted by law, as well as all rights provided for by current regulations, with financial and economic content;
- b) contributions made by the founding Members; c) admission fees and extraordinary contributions made by the Members, specifically earmarked by the General Assembly to increase the assets;
- d) any donations, bequests, and contributions from individuals or public and private entities;
- e) income derived from the management of the Association's assets, unless otherwise determined by the Assembly approving the annual budget.

#### **Art. 20 - RIGHTS OF MEMBERS TO SOCIAL ASSETS**

Membership in the association does not entail any obligation of financial support or further payments beyond the annual dues. However, Members have the option to make additional payments in addition to the annual ones. Additional payments to the social assets can be of any amount and are non-refundable under any circumstances. In the event of the association's dissolution, death, withdrawal, or exclusion from the association, no refund can be made for the amounts paid to the association as contributions to the social assets. Such payments do not create any additional participation rights and, in particular, do not create undivided ownership interests

that are transferable to third parties. These interests cannot be transferred by specific inheritance, universal inheritance, inter vivos act, or upon death.

#### **Art. 21 - SOCIAL POSITIONS**

All social positions are conferred free of charge and only entitle the right to reimbursement of expenses actually incurred on behalf of and in the interest of the Association, except as provided by the Third Sector Code. The election of the Association's bodies cannot be restricted or limited in any way and is based on maximum freedom of participation by both active and passive electorate. Members of the Association's bodies who incur a definitive disciplinary sanction following a decision by the General Assembly automatically lose the position they hold.

#### **Art. 22 - STATUTORY AMENDMENTS**

This Statute can be amended by the extraordinary General Assembly of Members with the majorities required by Article 10.

Proposals for amending the Statute must be submitted to the Members no later than four weeks before the General Assembly convened for the adoption of the relevant resolutions.

#### **Art. 23 - DURATION**

The duration of this Association is unlimited.

#### **Art. 24 - DISSOLUTION AND LIQUIDATION**

The Association can be dissolved by an extraordinary General Assembly convened by the Board of Directors, with a favorable vote of three-quarters of the Members. In the event of dissolution for any reason, the assembly will appoint one or more liquidators and determine their powers. The net result of the liquidation will be allocated, subject to a positive opinion from the regional office of the National Single Register of the Third Sector and unless otherwise required by law, to other third-sector entities identified by the assembly.

#### **Art. 25 - ARBITRATION CLAUSE**

Any dispute arising from the execution or interpretation of this Statute that can be the subject of a compromise will be submitted to the judgment of an amicable arbitrator, who will judge according to equity and without formalities, leading to non-formal arbitration. The arbitrator will be chosen by mutual agreement between the parties in dispute; in the absence of an agreement, the arbitrator will be appointed by the President of the competent Court for the location of the association.

#### **Art. 26 - REFERENCE RULES**

For all that is not provided for in this statute, reference is made to the provisions of Law 266/91, as long as applicable, the Third Sector Code, other legal norms, and the general principles of the Italian legal system.

Every provision of this statute that necessarily presupposes the registration of the Association in the "Associative Networks" section of the National Single Register of the Third Sector will be effective and fully operational only once the Association itself has obtained such registration.

*Montagnana, March 31st 2023*