

**Statute book of the Italian Climate Network No Profit Association**  
Italian Climate Network Onlus

**Art.1 - Titling – Headquarter**

It has been established the association “Italian Climate Network - Organization Non-profit of Social Utility”, afterword called in short “Italian Climate Network” or “association”. A non-party and nondenominational association, with unlimited life period and non-profit. The association is controlled by the art. 36 and the following ones of the Italian civic statute book, and by the present statute book. By the rules of art. 10 and following ones from act of parliament n° 460, 4 December 1997, the association includes in its denomination the criterion of Organization Non-Profit of Social Utility [Onlus] which constitutes its peculiar sign of distinction; to this scope the attribute is showed in each association communication and external events. Association headquarters: Via XXV Aprile, 10, a Castelfranco di Sotto (PI). By decision of Directors Council, the headquarters may be moved on the national territory and territorial operational centres may be opened.

**Art. 2 - Objectives**

The Italian Climate Network pursues exclusively social solidarity goals and operates in the field of protection and improvement of nature and environment (with explicit exclusion of activities related to collection and recycling of urban wastes, both special and dangerous, as per art. 7 Act n° 22, 5<sup>th</sup> February 1997). The association will not be allowed to perform activities different from those aforementioned institutional ones, but will endure in what connected and abiding conditions and limits of art. 10, comma 5, of Act. n° 460, 4 December 1997. The operational rules, the Personnel management, the provided services, and everything else not included in this statute will be disci-

plined by an internal rulebook.

In particular , the association :

- patronizes transition to a low carbon economy, with low content of CO2 and other greenhouse gases, also by diffusion of information related to climate changes;
- Promotes citizen’s participation to environment protection and to personal decision about their own quality of live, by favouring a better social organization and a change into individuals and collective behaviour;
- Promotes associational experiences, mainly among young people, and their participation to the environment protection, favouring ways to get rid of any social and cultural discrimination;
- Pursues the protection of human beings, of animal and vegetal species, of the environment and the climate system;
- Takes part into the educational field and into didactics aimed to favour consciousness and understanding of environmental problems and climate changes;
- Is operational into various fields (knowledge, research, relationship among science, culture and work) in order to discontinue situations of exclusion from proper information, to promote diffusion of culture and creation of scientific consciousness;
- Does not operate in activities other than those strictly related to social solidarity.

The association operates only thru those activities anticipated into the social objectives, but intends to work to meet those objectives by means of various

Annex “A”

activities, i.e.:

- Coordination of national and international campaigns about climate and energy;
- Organization of working camps/groups aimed to trees planting, environment recovery, urban structures rescue, cleaning up of seashore environments, reforestation, regeneration of unexploited land, depollution of agricultural and industrialized land;
- Organize master study seminars and public events aimed to divulgation and information of local people, enterprises and policy makers, in relation to climate changes, energy and environmental sustainability;
- Make, distribute, circulate scientific, technical, political, cultural, educational material by any transmission means;
- Organize and operate, within the association or in joint venture with other organizations, seminars, meetings, conferences, conventions, classes, courses, discussions, local and abroad, related to the social objectives;
- Organize any activity (i.e. excursions, trips, school camps) aimed to the expansion of knowledge of sites of ecological and naturalistic interest, and of the climate issue awareness;
- Manage social, cultural and economic activities, and any other initiatives - within local communities, working sites, institutions, universities - apt to facilitate study and cultural preparation on the social objectives:
- Promote and operate research and analytic activities related to specific issues of ecological, environmental, territorial and socio-economical

nature;

Furthermore, in order to meet its scopes, the association may join and subscribe partnership with other organizations, with sharable goals and methods - may cooperate with private and public authorities in order to meet social purposes - may promote initiatives for occasional fund raising - may operate production and commercial activities related and finalized to institutional association goals.

### **Art.3 - Members**

Members of the association can be all persons or corporations who, sharing its scopes and goals, commit themselves to fulfil those objectives and require to join it, by proper request letter or e-mail addressed to the Board of Directors, providing thereafter the payment of their social quota. The Members have the duty to abide by this statute, the Assembly decisions and the instructions of Board of Directors. The adult Members have the right to vote in the Assembly and can be elected to social appointments. Vote by delegation or by mail are not allowed. Temporary participation to the social activities of the Association is not accepted. To remain a Member you should fulfil the payment of the annual social quota by the timing indicated by the Assembly.

### **Art. 4 Admission and exclusion criteria for ordinary Members**

The admission of ordinary Members starts from the date of the Board of Directors decision. The Board examines the applications of aspiring Members and decides on the acceptance or the rejection of the membership. In case of positive deliberation the Member name is enrolled into the Members book. The rejection of the application request must be communicated in writing to the applicant, with explanation of motives. The internal rulebook disciplines

the exclusion instances. Membership status is lost: a) in case of death; b) for missing payments of the social quota; c) by exhibition of written or voluntary resignations; d) for exclusion. The membership is lost for exclusion by those who become guilty of indiscipline and/or iterated faulty behaviours in violation of statute rules and/or internal rulebook norms; or those who, without a good reason, stay inactive for long periods. Cases a), b) and c) of lost membership status is deliberated by the Board of Directors, while, in case of exclusion, the decision of the Board must be supported by the first scheduled Assembly. The excluded Member has 30 days to oppose, into the Assembly, against the decision of exclusion.

#### **Art. 5 Members rights and duties**

The ordinary Members are subject to the payment of annual social quota; this cannot be transferred neither refunded in case of recession from the association, and it is not subject for revalorization. Any Member (if in line with payments of due contribution) has the right to participate to the Assemblies, to vote in person or by delegation, to participate to the association promoted activities, to be elected into responsibility positions, to give resignations in any moment. Any Member has the duty to abide by the norms of this statute and of the rulebook, by the indications of the Directors Board, by the rule of payment of the quota decided by the Board. All Members have equal rights and duties, in order to uniformly grant discipline of association relationships and associative methods; and this aiming to a lively and effective liaison among members. Furthermore, all persons who share the same principles, and provide the decided economic contribution, can adhere to and join the Association.

**Art. 6 – Patrimony of the association and budget**

The patrimony of the association consists of movables established at the certificate of incorporation by the founder Members, which can be increased with donations and other revenue: it is without prejudice the duty to provide for the conservation and the maintenance of the patrimony in order to complete the association's aims. The association pursues its goals through the use of ordinary and extraordinary membership fees, contributions from individuals and legal entities both public and private, income, bequests and donations, marginal activities of commercial and productive character, loans and any other type of revenue. The fiscal year starts on 1 January and ends on 31 December of each year. The Board of Directors organizes the economic statement which has to be approved by the Members' Assembly within the thirtieth of April each year, and must clearly represent the economic and financial situation of the association. The profits or surpluses should be used for the fulfilment of institutional activities and those directly connected to them. It is forbidden the distribution, in any form, even indirectly, of profits and surpluses, and also funds, reserves or capital during the organization's life, except where required or permitted by law and in compliance with art. 10, paragraph 6, of Legislative Decree 4 December 1997, n. 460.

**Art. 7 – Authorities**

Association's authorities are: the Members' Assembly, the Board of Directors, the President and Vice President.

**Art. 8 – The Members' Assembly**

The Assembly is composed of all Members in good standing with the payment of dues determined by the Board of Directors. The Assembly is the main

## Annex “A”

deliberative authority, which all Members are entitled to participate in, each with the right to vote regardless of the value of the membership fee. The President convenes the Assembly at least once a year in ordinary or extraordinary way, when it is necessary or requested by the Board or by at least a tenth of the Members. The convening of the Assembly is performed in the manner prescribed in the Regulation. In the first call, the Assembly is validly constituted with the presence of at least half of the Members, while in the second call it is valid the decision taken regardless of the number of participants. It is not admitted the by proxy vote's expression. The resolutions of the Assembly are taken by a majority of the participants. The duties of the Assembly: the discussion and approval of the financial statement or balance sheet; the election of additional Members in the Board of Directors; approval of the annual activities' report; the discussion and decisions on any items on the agenda; the approval of the minutes of its meetings. The extraordinary Assembly decides on the change of the Statute and the possible dissolution of the association and the transfer of the patrimony. For statuesque changes the extraordinary Assembly deliberates in the presence of at least two thirds of the Members and with the favorable vote of a majority of the participants; for the dissolution of the association and transfer of the patrimony, the extraordinary Assembly deliberates with the favorable vote of at least three fourths of the Members. The meetings are chaired by the President, assisted by a secretary appointed at the opening of the session, with the responsibility of drawing up the minute. In case of unavailability of the President, the Vice President chairs the meetings. The minute of the meeting is signed by the Chairman or Vice, depending on who presides at the meeting, and by the Secretary; then it must be transcribed

in the Book of Meetings and Resolutions of the Members’ Assembly.

**Art. 9 – The Board of Directors**

The Board of Directors is the executive authority of the association. It is composed of the founder Members and a number of additional constituents, in a range of 1 to 4. The election’s manner are established in the Regulation. The Members of the Board hold in office for three years after setting up.

The Council is vested with the powers of ordinary and extraordinary administration required for the achievement of institutional goals of the association and the implementation of the resolutions of the Members’ Assembly. It is convened by the President whenever there is a subject to act on, in the manner indicated in the Regulation. The meetings are valid with the presence of the councilors’ majority. Resolutions are passed by an absolute majority of the participants. The votes are plain, except in cases of appointments or however relating to people. The duties of the Board are the predisposition of documents to be submitted at the Assembly, the ordinary administration of the association, the development of economic and financial account, the elaboration of the program of activities, the appointment of the President, Vice President and Secretary, the acceptance or rejection of new Members’ requests, the transfer of the patrimony to another non-profit organization in case of dissolution. In case of dissolution for any reason, it is task of the Board donating the patrimony to other non-profit organizations of social utility or in order to social purposes of public utility, after consulting the inspection body referred to the Article 3, paragraph 190, of the law of 23 December 1996, n. 662, body established by D.P.C.M. of 26 September 2000, unless otherwise destination required by law. The minute of each meeting must be recorded in the Book of

Meetings and Resolutions of the Board of Directors.

**Art. 10 – The President, the Vice President, the Treasurer**

The Board of Directors in the manners prescribed in the Regulation elects the President, the Vice President and the Treasurer. The President is the legal representative of the association and shall remain in office as the Board. The duties of the president: to determine the agenda of the meetings of the Board of Directors and the Members’ Assembly; to convene and preside over the meetings of the Board and of the Assembly; to oversee the execution of the resolutions of the Board; to practice the supervision on the moral and economic behavior of the association; to promote the development of activities aimed at achieving the goals of the association; to assume, in cases of urgency, the measures that cannot be postponed and indispensable to the proper functioning of the association. In case of absence or temporary impediment, the Vice President fulfills the tasks. The Treasurer is responsible for the administrative and financial management of the association inherent in the financial exercise and the accounting books keeping. He provides for the preparation of the balance sheet and preventive on the basis of the decisions taken by the Board.

**Art. 11 – Statute’s change and Association’s dissolution**

Changes at the Statute are decided by the extraordinary Assembly and with the favorable vote of at least three quarters of the participants. The eventual dissolution of the association is proposed by the Board and approved by the favorable vote of at least three fourths of the Members. In the event of dissolution, the patrimony of the association, liabilities deducted, will be donated to other associations with similar objectives or purpose of social utility, after consulting the control body in art. 3 paragraph 190 of the law n. 662/96 and

Annex “A”

unless otherwise destination required by law. In no case assets, earnings and reserves can be distributed to the Members.

**Art. 12 – Conclusive norm**

This Statute must be viewed as a fundamental act of the association. For what is no expressly provided, reference is made to the applicable laws concerning.