

## STATUTE OF CAMPO BASE ASSOCIATION

### Title I

#### Constitution and objectives

##### Article 1 - Denomination and head office

Pursuant of Legislative Decree 460 of 1997 and the Civil Code rules on associations, as well as the present Statute, the Association called "*Campo Base Camp*", is incorporated, with head office located in the municipality of *Fiavè*.

It operates in the territory of the province of Trento, and intends to operate at the national and international level as well.

The Association has unlimited duration.

The Association may establish chapters or branches, in Italy and abroad.

It promises to use, in the name and in any distinctive sign or communication to the public, the term "*non-profit organization of social utility*" or the acronym "*Onlus*".

##### Article 2 - Purposes

The "*Campo Base*" association exclusively pursues social solidarity and has no purpose of profit. It operates in the field of social assistance and social services.

The main goals of the Association are to provide help and support to people with illness, and especially to individuals with serious illnesses, chronic rare or otherwise physically and mentally debilitating illnesses, and their families, safeguarding their dignity in every context and situation, promoting the acquisition of autonomy and confidence in their abilities and their potential, and thus promoting a "normalization" of the existence of the patient and his family.

The Association aims to assist and protect young people and children in distress or marginalization, and thus find themselves in a position of discomfort and social disadvantage.

The Association intends, finally, to complete the aims outlined here, raise awareness about the condition of marginalization and loneliness that characterizes many individuals and families, particularly those within which there are severe and disabling illnesses, activating networks of solidarity that promote the reintegration and participation of these individuals in the community.

The Association pursues these objectives through the values of volunteering and active citizenship, in particular by promoting the participation of individuals in activities.

##### Art.3 - Activity

To achieve those goals, the Association may perform the following activities:

- promote, build, finance projects or other social assistance and / or socio-educational initiatives aimed at people who are in a position of physical

discomfort, mental and / or social hardship, and in particular to individuals with serious, rare, and chronic illnesses and their families;

- promote and organize events and recreational-educational and educational activities to individuals with serious and chronic illnesses or that are in conditions of marginalization and isolation, and their families, which may constitute important opportunities for discussion and exchange with the purpose of improving interpersonal and social skills, increase autonomy and self-confidence and facilitate an increase in quality of life;
- promote and organize events and cultural initiatives and information, such as meetings, debates, seminars, conferences, workshops, in order to sensitize people about the Association's institutional issues;
- Recruit, and train new volunteers and staff, and foster their networking and organization, in order to create a group of active and motivated people to be included in the organization;
- promote and organize awareness campaigns and other forms of fundraising to finance the institutional activities of the Association, in accordance with the rules for non-profit organizations;
- Use the range of computer tools (website, facebook page or other social network), to publicize the issues which the Association deals with, as well as to publicize their activities and encourage the participation of new volunteers;
- create pro-active networks and partnerships with other associations, schools and hospitals, or other public entities of local, national and international relevance that have similar purposes to those of the Association, which can include arrangements on contributions or other financial issues

The Association may not engage in activities other than the institutional ones, provided by art. 10, c. 1, letter. a) of Legislative Decree 460 of 1997, with exception of those directly connected to them, and always within the limits established by Law 460 of 1997 and its subsequent amendments.

## **Title II**

### **Rules on Membership**

#### **Art.4 - Internal Norms**

The Association's internal organization is inspired by the principles of democracy and equality of all associated members, membership positions are elective, and all members can be appointed.

There is no difference in treatment between members regarding the rights and obligations towards the Association.

#### **Article 5 - Admission of members**

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All persons with an interest in the achievement of the association's purposes can be members and can seek admission in the manner prescribed by this statute.

Anyone interested in admission can apply in writing to the Executive Council, which is responsible for granting admission. In such an application it must also be stated that the applicant agrees to accept the rules of the bylaws and internal regulations, to comply with the provisions that will be issued by the Executive Council and the Assembly and to participate in the life of the association.

Any refusal of admission must be motivated and the person concerned may appeal in the first ordinary Members' Meeting.

Applications for admission to membership presented by underage persons must be countersigned by a parent or guardian. The parent or guardian who signs the application represents the minor towards the Association and responds for all of the associated minor's obligations.

Membership in the Association is open-ended and can not be arranged for a temporary period, subject the right to withdrawal.

**Art.6 - Rights and obligations of members**

Members are required payment of a membership fee within the time frame and of the amount set annually by the Executive Council, the Statute, or any internal regulations and resolutions legally adopted by the governing bodies.

Only members whom are in good standing with the payment of membership dues can exercise their rights as members.

Members have the right to participate in the life of the Association and in member Assemblies and have voting rights, including the right to vote and be elected; each over age member had the right to vote to approve and to amend the Statutes and regulations, and for the appointment of elected bodies of the Association.

Voting rights are automatically granted to members whom are minors at the first assembly after they turn 18.

All members have the right to be informed about all the activities and initiatives of the Association, and to be informed on all acts and documentation relating to the management of the organization.

Membership fees are not transferable, except in case of death, and the fees are fixed.

**Article 7 - Terms for termination of membership**

Member is revoked in cases of:

- death of a member;
- failure to pay the membership fee three months after the payment deadline: after that hard deadline membership is automatically revoked.
- voluntary withdrawal. Any member may at any time exercise their right of withdrawal, taking effect when Board of Directors receive the members' written notice;
- exclusion. The Board of Directors may, at their discretion, exclude a member if he or she displays behavior in contrast with the purposes and ideology

of the association or persistent breaches of statutory obligations. Whomever faces a measure of exclusion, which must be motivated, may appeal in the first ordinary members' Meeting. Before proceeding with an exclusion, the person must be informed in writing of the reasons behind the motion, and must be allowed the right to replicate. Until the date of the first available members assembly, the member affected by the exclusion measure is in effect suspended: he can still participate in the shareholders' meetings but has no voting rights.

Any member who renounces their status or has been excluded is not entitled to a refund of the paid membership fees.

### **Title III**

#### **Governing Bodies**

##### **Article 8 - Bodies of the Association**

The Association consists of:

- a) the members' Assembly;
- b) the Board of Directors.

The election of the governing bodies of the Association can not be in any way constrained or limited, and have total freedom in their participation and election processes.

##### **Art.9 - The Assembly: composition, convocation, participation and operation**

The Assembly is the sovereign body of the Association and is composed of all members in good standing with payment of the annual membership fee.

It is convened by the President, following a resolution of the Executive Board, at least once a year within four months of the closing of the fiscal year, in order to review and approve the budget and final accounts; it can also be convened as often as necessary, at the request of a majority of the members of the executive board or when at least one fifth of the members of the assembly present a motivated written request.

The convocation must be sent in writing to the members by post, *email*, or other means that can produce proof of reception, at least eight days prior to the set date, and must indicate the location, date and time of both the first and second convocation, as well as the expected agenda. The meeting of the second call can not be held on the same day set in the first call.

In the absence of a formal convocation or failure to observe the terms of the notice, any meetings attended in person by all members will be equally valid.

Each member is entitled to one vote.

The directors are not entitled to vote in motions for approval of the budget and in those that affect their responsibilities.

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Voting may proceed by open and public vote, or by secret ballot when requested by at least one tenth of those present. For the election of officers, and in the case of votes regarding members or people, voting will be done by secret ballot.

The meeting is chaired by the President or, in his absence, by the Vice-President or by another member as indicated during the meeting.

The discussions and the resolutions of the assembly are summarized in a report which is drawn up by the secretary or by a specially appointed member of the Assembly. The minutes shall be signed by the President and by the writer, and will be transcribed in a special book kept at the headquarters of the Association.

**Art.10 - Ordinary Meeting: powers and voting rules**

The Members Meeting must:

- discuss and approve the budget or expenditure accounts prepared by the Executive Council;
- draw up a program of social activities;
- elect the members of the Board;
- discuss and approve any regulations drawn up by the Executive Board for the running of the Association;
- decide on appeals against any decisions refusing membership and exclusion from the Association;
- discuss and decide on any other matters on the agenda, or submitted to it by the Board.

The Ordinary General Meeting is validly constituted with the presence on first convocation of half plus one of the members; in second convocation it is valid whatever the number of members present.

Resolutions are passed by a majority vote of members present, both in first or second convocation.

**Art.11 - Extraordinary Meeting: powers and voting rules**

The Extraordinary General Meeting decides on changes to the Statute, the dissolution of the Association and the devolution of any remaining assets.

For the amendments, the Extraordinary General Meeting decides in the presence of at least three quarters of the members and the favorable vote of the majority of those present; second call requires the presence of at least one third of the members with the favorable vote of the majority of those present.ø

For the dissolution and transfer of the assets, the Extraordinary General Meeting decides, in both first and second call, with the favorable vote of at least three quarters of the members.

**Art.12 - Assembly via videoconference**

The Assembly may meet via videoconference between the registered office and the individual places in which the members are. The condition for the validity of the

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meetings is that all participants are identified and are allowed to follow the discussion simultaneously, to intervene in real time in the discussion of topics and participate in the vote.

Once these conditions exist, the meeting is considered held in the place where the President and secretary are together, to draft and sign of the minutes in the relevant book.

If the connection is lost during the meeting, it will be declared suspended by the president,, and decisions made up until suspension will be valid.

In any case, this excludes the use of videoconferencing in the event that the participants are invited to express themselves by means of secret ballot.

**Art.13 - The Board of Directors: composition and term of office**

The Board is elected by the Assembly and consists of a number of members, including the President, which can range from three to seven, as determined by the Assembly.

The councilors remain in office for four years and may be reappointed. Their position may be revoked by the Assembly, with a majority vote as determined for ordinary Assemblies.

Board Members' status shall automatically be revoked in the event of loss of their member status.

The Board of Directors appoints its President, Vice-Chairman and Secretary, who may have be Treasurer.

The Secretary must keep the minutes of the Assembly and the Board of Directors' meetings, review the book-keeping and perform the duties delegated to them by the Board or the President. The Treasurer is in charge of administrative and financial management of the Association concerning the financial year and the bookkeeping.

**Art.14 - Board of Directors: powers, convocation and operation**

The Board of Directors has all powers of ordinary and extraordinary management, except for what is reserved to the shareholders by law and this statute. It may nominate one or more of its members to carry out certain duties or categories of duties in the name and on behalf of the Association.

The Board is convened by the Chairman whenever he deems it appropriate, or when a request is made by at least one third of the directors.

The meeting is convened by notice in writing, according to the same procedures for the General Assembly, which must be sent to the directors at least four days before the date set for the meeting, with indication of the place, time and agenda. In the absence of a formal call or fails to observe the terms of the notice, the meetings attended by all directors will be equally valid.

Videoconference meetings are permitted, with the same rules laid down in Article 12 for the General Assembly.

The Executive Council is chaired by the President or, in his absence, the Vice-President; in the absence of both, it is chaired by another member of the Council appointed among those present.

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The meetings of the Board are legally constituted when the majority of its members are present, and voting is valid, passing with a majority vote from those present. Voting is carried out by an open vote, except in cases of votes regarding persons.

Board meeting minutes are taken and signed by the Secretary and President, and must be stored in the Board Meeting Minutes Book.

**Art.15 - Replacement of directors**

In the event, due to resignation or other causes, that one or more directors lapse from office before the expiry of their term, their positions in Executive Board shall be filled by the first runners up in the last Board election. If the first runner up is unable or unwilling, the Board will nominate the second than third runner up etc. These provisional Board Members remain in office until the next ordinary Members' Meeting, in which the Assembly will decide on their confirmation.

In case there are no runners up available to fill the post, the Assembly must be convened as prescribed by art. 9 of this Statute and an election must be held. r

The new Board members remain in office until the end of the mandate of the current Board of Directors.

If, for any reason, more than half of the members of the Board leave office, the entire board is considered dissolved and the President, Vice-president or, alternatively, the most senior board member, must convene the assembly within 30 days, which will proceed to a new election of the Executive Board.

**Art.16 - The President: powers and term of office**

The President of the Association is appointed within the Board of Directors.

The Chairman is the legal representative of the Association before third parties and in court.

He or she hold office for four years and may be reelected; he or she may be revoked by a resolution by the majority of councilors.

In case of absence or impediment is replaced by the vice-president or, failing that, by the most senior member of the Executive Board.

The President shall be responsible for convening the Members' Assembly and the Executive Council, and shall preside over them. He shall also be responsible for the implementation the resolutions of the Executive Council and of the Assembly.

In urgent cases, the President can act as the Board of Directors, requesting a confirmatory ratification of the measures adopted at the Board's following meeting, that he must convene at the same time.

The President may delegate some of his powers to other directors or members with general or special power of attorney.

**Title IV**

**Rules on the assets of the Association**

**Art.17 - Financial resources**

The Association draws economic resources for the operation and for the conduct of its activities through:

- membership fees and contributions from members;
- private contributions;
- donations and bequests;
- contributions from public institutions aimed at supporting specific and documented activities or projects;
- reimbursements or payments for the exercise of institutional activities;
- income, including commercial income, made in the pursuit and support of institutional activity, and always within the limits of the provisions of Legislative Decree 460 of 1997 and its subsequent amendments.

**Art.18 - Fiscal Year**

The fiscal year coincides with the calendar year.

At the end of each financial year, the Executive Board will release the budget or expenditure accounts, which must be approved by a simple majority by the Assembly to be convened within four months of the year's end.

The budget or final accounts must be deposited at the headquarters within ten days preceding the Members' Assembly and any member, upon written request, you can access them.

**Art.19 - Prohibition on the distribution of profits**

It is forbidden to distribute, even indirectly, profits or operating surpluses, funds, reserves or capital, during the life of the association, unless the destination or distribution is required by law or are destined to other non-profit organizations which by law, statute or regulation are part of the same structure.

The Association is obliged to use any profits or operating surpluses for the institutional activities described in this Statute and those directly connected to them.

**Title V**

**Dissolution and transfer of the assets**

**Art.20 - Dissolution and devolution of assets**

The dissolution is decided in an Extraordinary Assembly with the favorable vote of at least three quarters of members, either at first or second call.

The Assembly enacting the dissolution must also appoint one or more liquidators and decide on the destination of the remaining assets, which must in any case be transferred to other non-profit organizations of social or public purposes, pending approval of the



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monitoring authority referred to in Article 3, paragraph 190, of law n. 662 of December 23, 1996, unless otherwise required by law.

The transfer of assets following the procedure and in the manner indicated in paragraphs 1 and 2 of this article are also valid if the association ceases to be eligible for non-profit status.

**Art.21 - Final Regulations**

Although not expressly provided for herein, the provisions of the Civil Code and the laws on non-profit organizations, with particular reference to Legislative Decree 460 of 1997 and its subsequent amendments, all apply.