

STATUTE

Voluntary Organization (OdV)

EUROPEAN ASBESTOS RISKS ASSOCIATION - EARA

ART. 1

(Name, location and duration)

Pursuant to the Italian Civil Code and Legislative Decree no. 117 of 3 July 2017 (hereinafter referred to as the "Third Sector Code"), an association is hereby established as follows: European Asbestos Risks Association (acronym EARA) ODV, hereinafter referred to as the "association", with registered office in the Municipality of Trieste and unlimited duration.

Any subsequent change of the registered office shall not entail a change in the Statute's Articles, but voted on by the Members Meeting with the quorum required for amendments to the aforesaid Articles.

ART. 2

(Purpose, aims and activities)

The association is non-profit making and pursues civic, solidarity and social utility aims, by carrying out the following activities in favor of third parties, mainly using the services of its member volunteers:

- promotes a series of important initiatives - conventions, conferences, information meetings, seminars, round tables - in order to make the public (and especially the younger generations) aware of the dangers and pathologies linked to the use of asbestos, avoiding unnecessary and counterproductive alarmism; the legislative and legal issues related to it; the state of the art, on THE one hand, on the progress made to date by medical-scientific research to defeat these diseases and, on the other, on environmental issues, such as prevention, reclamation of polluted sites and disposal of waste containing asbestos;
- for the same purpose, it maintains a partnership relationship with a number of different entities, including some at international level, in a cross-border interregional perspective that respects the EU's core principle of subsidiarity;
- organizes annual itinerant seminars for students of the latest classes at technical colleges and high schools;
- manages the *Asbestos Infopoints* in Trieste, Muggia and Servola, which provide a 'first information' service on asbestos and related issues, whether environmental, regulatory, social security or health ones;

- participates in European projects with the aim of improving prevention and safety at work in the field of training and providing on-line support including theoretical courses and practical applications.

The activities described above integrate and constitute activities of general interest pursuant to art. 5 of the Third Sector Code with particular reference to letter e) *interventions and services aimed at safeguarding and improving environmental conditions*, and also letter i) *organization and management of cultural, artistic or recreational activities of social interest, including editorial activities, promoting and spreading the culture and practice of volunteering and activities of general interest referred to in this article*.

Pursuant to art. 6 of the Third Sector Code, the association may carry out activities other than those of general interest, secondary and instrumental to the latter, according to criteria and limits to be defined by a specific Ministerial Decree.

The association may also carry out fundraising activities - by requesting donations, bequests and contributions of a non-repayable nature from third parties - in order to finance its activities of general interest and in compliance with the principles of truth, transparency and fairness in its relations with supporters and the public.

ART. 3

(Admission and number of members)

The number of members is unlimited but, in any case, it cannot be less than the minimum established by law.

Any natural or legal person may become member of the association, and third sector or non-profit organizations that share the aims of the association and that participate in the activities of the association with their work, skills and knowledge.

Anyone wishing to be admitted as a member must submit a written application to the Board with:

- name, surname, residence, date and place of birth, tax code as well as telephone numbers and e-mail address;
- the declaration of acceptance and full approval of the Statute's Articles and internal rules and compliance with the resolutions legally adopted by the Association bodies.

The Board decides on the application according to non-discriminatory criteria, consistent with the aims pursued and the general interest activities carried out.

The resolution of admission must be communicated to the interested party and noted by the Board in the members' register.

The Board must, within 60 days, deliberate on the application for admission and communicate it to the interested parties. If the application for admission is not accepted by the Board, the person who proposed it may, within 60 days of the communication of the rejection resolution, request the Members' Meeting to decide on

the application, and deliberate on the unsuccessful applications, unless specifically convened, at their next meeting.

Associate status is permanent and may be terminated only in the cases provided for in Article 5. Therefore, no memberships that violate this principle are allowed, introducing admission criteria that are instrumental in limiting rights or time limits.

ART. 4

(Rights and obligations of members)

Members have the right to:

elect the associative bodies and be elected by them;

be informed about the activities of the association and monitor their progress;

attend the association's premises;

participate in all initiatives and events promoted by the association;

contribute to the preparation and approval of the activities' program;

be reimbursed for expenses actually incurred and documented;

take note of the assemblies' agenda, examine the balance sheets and consult the association's books;

The members have the obligation to:

- respect the Statute and its Internal Rules;

- carry out their activities towards others in a personal, spontaneous and gratuitous manner, without the purpose of profit, including indirectly;

- to pay the membership fee according to the amount, the method of payment and the annual deadlines set by the Assembly

ART. 5

(Loss of membership)

Membership is lost through death, withdrawal or exclusion.

The members who seriously contravene the obligations of this Statute, the Internal Rules and the resolutions of the association bodies, or cause material or moral damage of a certain severity to the association, may be excluded from the association by deliberation of the Assembly by secret vote and after hearing the justifications of the interested party. The deliberation of exclusion shall be adequately communicated to the members who may present their counter-arguments.

The member may always withdraw from the association.

Those who intend to withdraw from the association must communicate their decision in writing to the Board, which must adopt a special resolution to be communicated to the member.

The declaration of withdrawal shall take effect at the end of the current year, provided that it is made at least 3 months in advance.

The rights of participation in the association are not transferable.

The amounts paid by way of membership fee are non-refundable, re-valuable and transferable.

Members who in any case have ceased to belong to the association have no rights over its assets.

ART. 6

(Bodies)

Bodies of the association are:

- the Assembly (or Members Meeting);
- the Board;
- the President;
- the Secretary Treasurer

No remuneration may be attributed to members of the Association bodies, except for the reimbursement of expenses actually incurred and documented for the activity performed for the purpose of carrying out the function.

ART. 7

(Assembly)

In the Assembly (or Members' Meeting), all those who have been registered in the members' book for at least 3 months have the right to vote.

Each member has one vote, and may be represented at the Assembly by another member by written proxy, also at the notice of call's end. Each member may represent up to a maximum of 3 members.

Paragraphs 4 and 5, art. 2372 of the Italian Civil Code shall apply, insofar as they are compatible.

The Assembly shall be convened by written notice, containing location, date and time of the first and second convocation and the agenda, sent at least 15 days before the date set for the Assembly to the address in the members' book.

The Assembly shall meet at least once a year to approve the financial statements. The Assembly must also be convened when it is deemed necessary or when a reasoned request is made by at least one tenth of the members.

The Assembly has the following mandatory powers:

- appointment and revocation of the members of the Association bodies (administration and control if necessary) and, if provided, the person in charge of the statutory audit and the Association representative on institutional committees;
- approves the financial statements;
- resolves on the liability of members of the association bodies, pursuant to Art. 28 of LD 117/2017, and promotes liability actions against them;
- resolves on the exclusion of members;
- resolves, with a qualified majority, on amendments to the Statute (pursuant to Art. 21, para. 2 of the Civil Code);
- approves any regulations governing the proceedings of the Meeting;
- resolves, with a qualified majority, on the dissolution (ex Art. 21 c. 3 of the C.C.), transformation, merger or division of the association;
- resolves on the other objects attributed by the Law, the Memorandum of Association or the Statute to its competence.

The Assembly is validly constituted on first call with the presence of half plus one of the members present, either in person or by proxy, and on second call regardless of the number of members present, either in person or by proxy.

The Assembly deliberates by majority vote. In resolutions approving the financial statements and those concerning their responsibility, the admins do not have a vote.

Changes to the Statute's Articles shall require the presence of at least $\frac{3}{4}$ of the members and the favourable vote of the majority of those who are present. The dissolution of the Association and the devolution of the assets requires the favourable vote of at least $\frac{3}{4}$ of the members.

ART. 8

(The Governing Body: the Board)

The Governing Body, i.e. the Board, acts in accordance with the will and general guidelines of the Assembly to which it is directly answerable and by which it may, for serious reasons, be revoked.

The Board is responsible for everything that does not fall within the sphere of competence of the Assembly or of other associative bodies.

In particular, and among others, the tasks of this body are:

implement the resolutions of the Assembly;

formulate the Association's activity programs on the basis of the guidelines approved by the Assembly;

prepare the Financial Statements and any Social Report;

prepare all the elements useful to the Assembly for the forecast and economic planning of the financial year;

decide on the admission of members;

deliberate disciplinary action against members;

stipulate all acts and contracts relating to the Association's activities;

take care of the management of all movable and immovable property belonging to the Association or entrusted to it.

The Board consists of a number between 3 and 7 members, appointed by the Assembly for a term of 2 years and may be re-elected.

All components are chosen from among the natural persons associated or indicated by the associated bodies: art. 2382 of the Italian Civil Code applies with regard to the causes of ineligibility and forfeiture.

The Board is validly constituted when the majority of its members are present. The resolutions of the Board are passed by a majority of those present.

Within 30 days of being notified of their appointment, the components must request their registration in the National Register of the Third Sector (RUNTS), indicating, in addition to the information provided for in paragraph 6, art. 26 of the Third Sector Code, to which of them is attributed the representation of the Association and specifying whether severally or jointly.

The power of representation attributed to the components of the Board is general, therefore the limitations of such power are not opposable to third parties if they are not entered in the aforesaid Register or if it is not proven that the third parties were aware of them.

ART. 9

(The President)

The President legally represents the organization and carries out all acts that commit it to the outside world. He is authorized to make collections, issuing releases, receipts and accepting donations of any kind and in any capacity from Public Administrations, Bodies and private individuals.

The President is elected by the Assembly from among its members by a majority of those present. He/She shall remain in office as long as the Board does and cease to hold office upon expiry of his term of office, voluntary resignation or revocation decided by the Assembly, with the majority of the members present.

At least two weeks before the expiry of the term of office, the President shall convene the Assembly for the election of his successor and the Board.

The President convenes and chairs the Assembly and the Board, carries out the ordinary administration on the basis of the directives of these bodies, reporting to the Board on the activity carried out.

The President, being the legal representative of the Association, as specified above, on indication of the Board may delegate the Secretary Treasurer to carry out cash and current account operations, such as collections and payments.

The Vice President replaces the President in all his assignments whenever he is unable to perform his duties.

ART.10

(Secretary Treasurer)

The Secretary Treasurer, in addition to implementing the resolutions passed by the Assembly and the Board, draws up the minutes of the Assembly, the meetings of the Board, the protocol of correspondence, and keeps the list of Members updated.

The Secretary Treasurer also takes care of the inventory of all the Association's assets and, in collaboration with the President, takes care of the financial management of the Association and keeps its accounts, carries out the relative checks, checks the bookkeeping, prepares (from the accounting point of view) the final balance sheet and the budget, together with a suitable accounting report, to be submitted for approval to the Assembly.

All expenditure commitments must be made or in any case authorized by the Secretary Treasurer, it being understood that such commitments must be covered by the cash or current account fund.

ART.11

(The Control Body and the Auditor)

If the conditions laid down in Article 30.2 of Legislative Decree no. 117/2017 are met, the Assembly shall appoint the Control Body.

If the conditions laid down in Art. 31.1 of Legislative Decree no. 117/2017 are met, the Assembly shall appoint a Statutory Auditor.

ART. 12

(Heritage)

The association's assets - including any revenues, annuities, and other incomes however denominated - are used for the performance of statutory activities for the exclusive pursuit of civic, solidarity and social utility purposes.

ART. 13

(Prohibition of profit distribution)

The association is prohibited from distributing, even indirectly, profits and operating surpluses, funds and reserves, however named, to its members, workers and collaborators, Board components and other representatives of the association bodies, even in the event of withdrawal or any other hypothesis of individual dissolution of the membership.

ART. 14

(Economic resources)

The association can draw the economic resources necessary for its operations and the performance of its activities, from various sources, such as: membership fees, public and private contributions, donations and testamentary bequests, asset income,

income from fundraising activities as well as from activities other than those of general interest, as referred to in art. 6 of the Third Sector Code.

For activities of general interest carried out, the association may only receive reimbursement of expenses actually incurred and documented.

ART. 15

(Financial Statements)

The association must draw up the annual financial statements, starting from the first of January of each year.

It is prepared by the Board, approved by the Assembly within 4 months of the end of the financial year to which the balance sheet refers, and filed with the National Register of the Third Sector.

ART. 16

(Registers)

The association must keep the following registers:

- Register of Members, kept by the Board;
- Register of Volunteers, who carry out their activity in a non-occasional way;
- Register of meetings and resolutions of the Assembly, in which the minutes drawn up by public deed must also be transcribed, kept by the Board;
- Register of meetings and resolutions of the Board, kept by the same body;

Members have the right to examine the above mentioned association registers in the following way: direct inspection at the Association's headquarters.

ART. 17

(Volunteers)

Volunteers are people who, by their own free choice, carry out activities for the community and the common good through the association, providing their time and skills.

Their activity must be carried out in a personal, spontaneous and free way, without profit, not even indirectly, and exclusively for solidarity purposes.

The activity of volunteers cannot be remunerated, not even by the beneficiaries.

Volunteers may be reimbursed by the association only for the expenses actually incurred and documented for the activity performed, within the maximum limits and under the conditions previously established by the Board, and in any case within the limits of the provisions of art. 17 of Legislative Decree no. 117 of July 3, 2017, as well as of Presidential Decree FVG 160/2006 which establishes the Regulation for the granting of regional contributions for interventions in asbestos risk situations referred to in articles 7, paragraph 1 and 8, paragraphs 1 and 3, of Regional Law no. 22 of 12 September 2001.

Volunteer status is incompatible with any form of subordinate or autonomous employment relationship and with any other paid employment with the association.

The association must insure volunteers against accidents and illnesses connected with the performance of voluntary work, as well as against civil liability towards third parties.

ART. 18

(Workers)

The association may hire employees or make use of self-employment or other services exclusively within the limits necessary for its regular functioning or within the limits necessary to qualify or specialize the activity carried out.

In any case, the number of workers employed in the activity may not exceed 50% of the number of volunteers.

ART. 19

(Conventions)

The agreements between the association and the public administrations referred to in Article 56 paragraph 1 of LD 117/2017 are resolved by the Board, which also determines the procedures for their implementation, and are entered into by the President of the organization, as its legal representative.

A copy of each convention is kept by the President at the Association's headquarters.

ART. 20

(Dissolution and devolution of residual assets)

In case of dissolution of the association, the remaining assets shall be devolved, subject to the positive opinion of the Regional Office of the National Register of the Third Sector, and unless otherwise required by Law, to other Third Sector bodies, or to other voluntary organizations operating in the same or similar sector, pending the full operation of the said Office.

The Assembly shall appoint one or more liquidators preferably chosen among its members.

ART. 21

(Postponement)

For anything not expressly provided for in this Statute, any Internal Regulations and the resolutions of the Association bodies, the provisions of Legislative Decree no. 117 of July 3, 2017 (Third Sector Code) shall be applied and, insofar as compatible, the Civil Code.

The Chairman of the Meeting,

Paolo Tomatis

The Secretary of the Meeting,

Renato Milazzi