STATUTE

**ONE HOUR FOR EUROPE ITALY - APS**

Art. 1 — Constitution

1. The social promotion association called “ONE HOUR FOR EUROPE ITALIA — APS” is hereby established, hereinafter referred to as the “Association”.
2. The Association is a social promotion association, within the meaning of Articles 35 et seq. of Legislative Decree No 117 of 2017 (Third Sector Code), as well as the general principles of the legal system, for the non-profit pursuit (not even indirectly) of civic, solidarity and social utility purposes.
3. The Association adopts the APS qualification and acronym in its name which constitutes its distinctive sign and for this purpose is included in the acts, correspondence and in any communication and external manifestation of the same.
4. The Association is governed by this Statute and by any regulations that, approved in accordance with the statutory rules, are necessary to better regulate specific associative relationships or activities.

Art. 2 — Headquarters

1. The Association is based in the Municipality of Catania (CT).
2. By resolution of the Board of Directors, the registered office may be identified and transferred, without the need for amendment by statute, provided that it is within the same Municipality.
3. By resolution of the Board of Directors, operational offices of the Association may also be established in Italy or abroad.

Art. 3 — Duration

1. The duration of the association is unlimited.

Art. 4 — Subject matter and purpose

1. The spirit and practice of the Association conform to the principles of the Italian Constitution and are based on full respect for the human, spiritual and cultural dimension of the person.
2. The Association is non-partisan and will adhere to the following principles: lack of profit-making and democratic structure.
3. For the pursuit of civic, solidarity and social utility purposes, the Association carries out the following activities of general interest referred to in Article 5(1) of Legislative Decree No 117 of 2017 mainly in favour of third parties, relying mainly on the services of associated volunteers:
4. ‘interventions and social services within the meaning of Article 1(1) and (2) of Law No 328 of 8 November 2000, as amended, and interventions, services and services referred to in Law No 104 of 5 February 1992 and Law No 112 of 22 June 2016, as amended;’
5. “education, education and vocational training, pursuant to Law No 53 of 28 March 2003, as amended, and cultural activities of social interest for educational purposes” (d)
6. “organisation and management of cultural, artistic or recreational activities of particular social interest, including activities, including editorial, promotion and dissemination of the culture and practice of volunteering and activities of general interest referred to in this Article;” (i)
7. “promotion of the culture of legality, peace among peoples, nonviolence and unarmed defense” (v)
8. “promotion and protection of human, civil, social and political rights, as well as the rights of consumers and users of activities of general interest referred to in this Article, promotion of equal opportunities and mutual aid initiatives, including the time banks referred to in Article 27 of Law No 53 of 8 March 2000, and the joint and several purchasing groups referred to in Article 1(266) of Law No 244 of 24 December 2007” (w)
9. The Association in particular pursues such activities of general interest through:
10. Opportunities for aggregation, engagement and civil, moral, social, cultural, educational and recreational integration;
11. Programming, production and management from the beginning to its natural course activities aimed at civic education such as didactic-laboratory courses for children and adults;
12. Organisation of cultural events: events, meetings, seminars, conferences, education courses, qualifications;
13. Promoting and raising awareness through social platforms in order to promote the values of the European Union, promoting the path of active citizenship in order to protect the value of democracy, as the founding principle of a more inclusive and equitable society;
14. Supporting organisations, institutions and voluntary associations that have goals in harmony with those of the Association;
15. Collaborating with outsiders such as professors or experts in related disciplines, politicians, artists, teachers, educators or other experts depending on the needs of the Association’s activities.
16. Managing both public and private facilities and spaces, depending on the needs and availability;
17. Through international exchanges;
18. The association, by carrying out any other service suitable for achieving the purposes referred to in the previous article, may also:
19. Carry out any other activities related to and related to the purposes set out in these Statutes;
20. Can participate in companies and consortia whose activities are integrated into the

activity of the association itself;

1. Stimulate the spirit of friendship and solidarity among all citizens;
2. Stimulate local development through forms of cooperation, aggregation and comparison between private and public economic actors;
3. Make use of any useful tool to achieve social objectives and in particular collaboration with local authorities, including through the stipulation of specific agreements, participation in other associations, companies or bodies having similar purposes or related to their own;
4. Carry out any economic or financial, securities or real estate transaction for the best attainment of its own purposes;
5. Carry out, exclusively for the purpose of self-financing and non-profit, carry out the marginal commercial activities provided for by current legislation;
6. Implement any other initiative or exercise any other activity necessary or merely appropriate to achieve the above objectives;
7. The activities of the association and its aims are inspired by principles of equal opportunities and respectful of the inviolable rights of the person.
8. The Association may also carry out, in accordance with Article 6 of the Code of the Third Sector, activities other than those of the general interest indicated above provided that secondary and instrumental with respect to the latter according to criteria and limits defined by a specific Ministerial Decree. These activities are identified with a specific resolution of the Shareholders’ Meeting.
9. The Association may also carry out fundraising activities — through the request to third parties for donations, bequests and contributions of a non-compensatory nature — in order to finance its activities of general interest and in compliance with the principles of truth, transparency and fairness in relations with supporters and the public.
10. The Association also carries out activities to raise awareness and inform the public on issues related to its purposes, makes use of every tool useful to achieve the social objectives and in particular the collaboration with the Local Authorities, also through the stipulation of specific agreements, or with other entities having similar purposes or connected with its own.

Art. 5 — Associates

1. All persons who expressly share the purposes referred to in the previous article and who intend to participate in the activities of the association with their work, skills and knowledge may join the Association.
2. The number of members may not be less than the minimum set by the Third Sector Code; otherwise, the membership structure must be integrated within one year.
3. Members of the Association are those who participated in the constitution and the ones who, upon written request, will be admitted by the Board of Directors and will pay the annual association fee established by the Board of Directors.
4. In the application for admission, the interested party declares to know and accept in full the present Statute, any regulations and to comply with the deliberations legally adopted by the associative bodies.
5. The Board of Directors decides on the application according to non-discriminatory criteria, consistent with the objectives pursued and the activities of general interest carried out.
6. The decision of admission must be communicated to the interested party and noted, by the Board of Directors, in the book of associates.
7. In case of non-acceptance of the application for admission, the Board of Directors must, within 60 days, give reasons for the rejection decision and inform the interested party who, within 60 days of receipt of the communication, may request that the Shareholders’ Meeting be decided on the application, which, if not specifically convened, will decide at the first subsequent meeting.
8. The annual fee charged to the members is non - transmissible, nor repeatable in case of withdrawal or loss of membership status.

Art. 6 — Rights and duties of members

1. All members have equal rights and obligations towards the Association.
2. Admission to the Association may not be made for a temporary period, without prejudice to the ability of each member to withdraw from the Association at any time by written communication sent to the Association.
3. Members have the right of information and control established by the laws and by the Statute, to consult the social books making an express written request to the President (who will issue it within 14 days of receipt of the request also electronically), to participate in the meetings and, if in order with the payment of the fee, have the right to vote on their own and by delegation, to elect and be elected to corporate offices.
4. Members have the obligation to comply with the rules of this Statute, the deliberations of the bodies of the Association and to pay the fees in the amount fixed by the Board of Directors.
5. Volunteers carry out in a personal, spontaneous and free way the voluntary activity for the realisation of the purposes of the Association, as deliberated by the social bodies and consensually assigned to them.
6. The volunteer can be reimbursed the expenses actually incurred and documented for the activity performed, within the limits and under the conditions established in advance by the Board of Directors. In any case, reimbursements of flat-rate expenses are prohibited.
7. Those who volunteer must be insured against accidents and illnesses related to the performance of the activity itself, as well as for civil liability towards third parties, in accordance with the provisions of current legislation.
8. The qualification of a Member gives the right to attend the registered office and any secondary offices, in accordance with the procedures established by the Board of Directors.

Art. 7 — Loss of the quality of associate

1. The quality of associate is lost by:
2. Death;
3. Resignation: each member may withdraw from the association at any time by giving written notice to the Board of Directors; this withdrawal will take effect immediately. The obligation to pay the membership fee for the current year remains unaffected;
4. Decadence: the forfeiture is declared by the Board of Directors after six months from the date for which the obligation to pay the membership fee is required;
5. Exclusion: the status of associate is also lost in the event that the person performs acts in violation of the provisions of the Statutes, the possible regulations and the resolutions approved by the associative bodies, carries out conduct detrimental to the image of the Association, or if there are serious reasons that make the continuation of the association relationship incompatible. The Board of Directors deliberates the exclusion measure, after contesting the objections and after consulting the member concerned, if requested by the same. The exclusion measure must be communicated by registered letter to the interested party, which may appeal within thirty days to the Shareholders’ Meeting. In this case, the President must arrange for the convocation of the Shareholders’ Meeting within fifteen days of receipt of the request and the Shareholders’ Meeting must be held within thirty days of the convocation.

Art. 8 — Organs of the Association

1. The bodies of the Association are:
2. the Assembly of Associates;
3. the Board of Directors;
4. the President;
5. Control body (optional).
6. All membership positions are elective and have a three-year duration.

Art. 9 — Composition and attributions of the Assembly of Associates

1. The Assembly is the highest deliberating body of the Association.
2. All members may participate in the Assembly Meetings, with voting rights and active and passive electorate, to date from the decision of admission, provided that they are in compliance with the payment of the annual membership fee.
3. Each member has the right to one vote. Members may be represented, by written delegation, by other members. Each associate may receive a maximum of two delegates conferred on him by other associates.
4. In particular, the Assembly shall have the task of:
5. outline, examine and approve the guidelines, programmes and general guidelines of the Association;
6. identify any different, secondary and instrumental activities to be carried out;
7. decide on the balance sheet and any estimate;
8. elect the members of the Board of Directors, determining their number, and of any control body;
9. deliberate on the responsibilities of members of the social bodies and promote action of responsibility towards them;
10. decide on the appeal of the prospective member concerning the failure to grant his application for admission, pursuant to Article 5 of these Statutes;
11. decide on the appeal on the order to exclude the member concerned, pursuant to Article 7 of these Statutes;
12. deliberate on any other subject that the Board of Directors wishes to submit to it.
13. The Assembly also has the task of:
14. deliberate on the dissolution, transformation, merger or division of the Association;
15. amendments to the Association’s statutes.
16. The deliberations of the assemblies taken in accordance with the law and the present Statute oblige all members.

Art. 10 — Convening of the Shareholders’ Meeting

1. The Assembly is composed of all members, can be held online, physically or in mixed form, and must be convened by the President, at least three times a year. It must also be convened whenever at least one-tenth of its members so requests; in this case, the President must arrange for the call within 15 days of receipt of the request and the Shareholders’ Meeting must be held within 30 days of the call.
2. The convocations of the Shareholders’ Meeting must be made by written notice to be sent at least 15 days before the date set for the meeting, or by any other means capable of ensuring with certainty the delivery within the aforementioned deadline.
3. The notice must contain the day, place and time for the first and second calls, as well as the list of matters to be dealt with.

Art. 11 — Validity of the Shareholders’ Meeting

1. The Assembly is chaired by the President of the Association; in its absence, the Assembly shall be chaired by the Vice President; in the absence of both, the Assembly appoints its president.
2. It is up to the President of the Assembly to ascertain the regularity of the delegations and generally the right to intervene in the Assembly.
3. The Assembly is validly constituted on first call when at least half plus one member is present or represented. In the second call, the Shareholders’ Meeting is validly constituted whatever the number of members intervened or represented.
4. The resolutions of the Assembly shall be valid when approved by a majority of votes. In the count of votes, abstentions are not taken into account. For the deliberations concerning the statutory amendments of the Association is necessary the presence of a majority of the members and the favorable vote of at least two thirds of the participants on their own and by delegation. The transformation, merger, division or dissolution of the Association and relative devolution of the remaining assets must be decided with the favorable vote of at least three-quarters of the members.
5. The deliberations of the Assembly shall consist of minutes signed by the President of the Assembly and the Secretary. Each member shall have the right to consult the minutes of the meetings drawn up.

Art. 12 — Appointment and composition of the Board of Directors

1. The Board of Directors is the executive body of the Association.
2. The Board of Directors is elected by the Assembly of Associates. It is composed of a minimum

of three to a maximum of nine members, chosen from among the associates.

1. The members of the Board of Directors last for three years and are re-eligible.
2. If one or more members are missing, the Board of Directors shall replace them by appointing in their place the associate(s) who in the last assembly election followed in the ranking of the vote. In any case, the new councilors expire together with those who are in office at the time of their appointment. If more than half of board members are missing, the President must convene the assembly for new elections.
3. The Board of Directors elects the President and the Vice President and assigns the positions of Secretary and Treasurer also choosing the latter from its members. Where appropriate, with the exception of legal representation, up to two positions may be assigned to one person.

Art. 13 — Convocation and validity of the Board of Directors

1. The Board of Directors is convened by the President whenever necessary and, in any case, at least once for each financial year to decide on the final financial statements and any estimate to be submitted for approval by the Shareholders’ Meeting, or upon a reasoned request from at least two of its members. The Board of Directors can be held online, physically or in mixed form.
2. The call shall be made by written notice to be sent at least 8 days before the date set for the meeting. The notice must contain the day, place and time, as well as the list of subjects to be dealt with.
3. The Board of Directors is chaired by the President, or, in his absence, by the Vice President, or, in the absence of both, by the older member. The functions of secretary shall be performed by the Secretary of the Association or in cases of his absence or impediment by a person appointed by the presiding officer of the meeting.
4. Meetings of the Council shall be validly constituted when a majority of its members take part. The deliberations of the Council shall be adopted by the vote in favor of a majority of those present and the minutes of the meeting, signed by the President and the Secretary. Each member shall have the right to consult the minutes of the meetings drawn up.

Art. 14 — Attributions of the Board of Directors

1. The Board of Directors is responsible for the implementation of the general directives established by the Assembly and the promotion, within the framework of these directives, of any initiative aimed at achieving the aims of the Association.
2. The Board of Directors is also responsible for:
3. elect, within, the President and the Vice President;
4. assign the duties of Secretary and Treasurer among its members;
5. administer the economic resources of the Association and its patrimony, with all the broadest power in this regard;
6. prepare, at the end of each financial year, the balance sheet and any budget for the following financial year, to be submitted for approval by the Shareholders’ Meeting;
7. if it deems it appropriate to draw up a specific rules of procedure which, in accordance with the rules of this Statute, must regulate the specific and organizational aspects of the life of the Association. This regulation must be submitted for approval to the Shareholders’ Meeting which will act with ordinary majorities;
8. holding meetings, conferences, etc.;
9. deliberate all acts of ordinary and extraordinary administration of the Association;
10. decide on the membership of the Association to other similar institutions;
11. decide on the admission, forfeiture and exclusion of associates;
12. decide on the recruitment of employees or make use of autonomous services, exclusively to the extent necessary to ensure the smooth functioning of the Association or necessary to qualify or specialise the activity carried out;
13. propose to the Shareholders’ Meeting the conferral of honors and/or honorary positions to members or third parties who have acquired particular benefits in the activities of the Association; the non-members for whom this transfer is decided are not entitled to the rights referred to in Article 6(3);
14. establish operational locations, appointing the relative responsible(s), with the power of

revocation.

Art. 15 — The President

1. The President is the legal representative of the Association in front of third parties, including in court. He/she is also President of the Assembly and the Board of Directors. The President is elected by the Board of Directors, lasts in office for three years and is re-electable. She/he convenes and presides over the Assembly and the Board of Directors.
2. The President in particular:
3. provides for the execution of the deliberations of the Assembly and the Board of Directors;
4. is delegated to carry out all the acts of ordinary administration of the Association and in particular to open bank and postal accounts and operate on them;
5. carry out ordinary financial and banking transactions;
6. to make receipts of any kind from any office, body, natural person and legal entity releasing invoices;
7. make payments of any kind, including payments of salaries and salaries to employees;
8. maintains relations with the bodies and institutions present in the territory;
9. In case of urgency, it may also adopt measures within the competence of the Board of Directors, with the obligation to report to it at the first subsequent meeting.
10. The Vice President shall replace the President in the event of his absence or impediment, in all the functions assigned to him.

Art. 16 — The Secretary and the Treasurer

1. The Secretary and the Treasurer shall assist the President in carrying out his duties.
2. The Secretary is responsible for:
3. the drafting of the minutes of the meetings of the Assembly and the Board of Directors.
4. take care of the timeliness of the convocations of the Assembly and the Board of Directors;
5. the drafting of the verbal books as well as the members’ book and the register of volunteers.
6. The Treasurer is responsible for:
7. keep and update the books;
8. prepare the Association’s budget.

Art. 17 — Control body

1. The Control Body, also monocratic, is appointed if the Assembly deems it appropriate or by legal obligation, pursuant to art. 30, paragraph 2 of Legislative Decree no. 117/2017. If the Body is collegiate, it shall consist of three actual members and two alternate members, and shall remain in office for three years. They are re-eligible and may be chosen in whole or in part from persons outside the Association having regard to their competence. At least one member and one alternate member must be selected from among the statutory auditors registered in the relevant register. The Control Body shall elect a President within it.
2. The Control Body:
3. ensure compliance with the law, the statutes and respect for the principles of proper administration;
4. monitors the adequacy of the organisational, administrative and accounting structure and its actual functioning;
5. it performs tasks of monitoring the observance of civic, solidarity and social utility purposes.
6. The member of the Control Body may at any time carry out inspection and control acts and, for this purpose, may ask the administrators for information on the progress of social operations or on certain business.
7. It may also carry out statutory audits if the limits laid down in Article 31(1) are exceeded. In this case, the Supervisory Body shall consist of statutory auditors registered in the appropriate register.

Art. 18 — Social books

1. The Association must keep, by the Board of Directors, the following books:
2. the Book of Associates;
3. register of volunteers, who carry out their activities on a non-temporary basis;
4. the Book of Meetings and deliberations of the Assembly;
5. book of meetings and deliberations of the Board of Directors.
6. The book of meetings and deliberations of any other association bodies are kept by the body to which they refer.

Art. 19 — Economic resources

1. The income of the Association is constituted, in compliance with the limits provided by Legislative Decree no. 117/2017, by:
2. membership fees;
3. liberal disbursements of associates and third parties;
4. donations and testamentary legacies;
5. revenue from fundraising activities;
6. contributions and contributions from public administrations, including reimbursements resulting from agreements;
7. contributions from public bodies governed by international law;
8. property annuities;
9. revenue from different activities, carried out in a secondary and instrumental manner pursuant to Article 6 of Legislative Decree No 117/2017.
10. It is forbidden to distribute, even indirectly, profits or surpluses of management as well as funds, reserves or capital or management surpluses, to founders, associates, workers and collaborators, directors and other members of the corporate bodies, even in the case of withdrawal or any other possibility of individual dissolution of the association relationship.
11. The assets of the Association, including any type of revenues, are used to carry out the statutory activity for the exclusive pursuit of civic, solidarity and social utility purposes.

Art. 20 — Financial exercise

1) The financial year begins on 1 January and closes on 31 December of each year. At the end of each financial year, the Board of Directors draws up the final financial statements and any budget that it will take care of depositing at the registered office, available to the members, five days before the date set for the ordinary Annual Meeting, together with the report of the auditors, if appointed. The balance sheet must show the assets, contributions and bequests received. Any profits or surpluses of management, as well as the assets obtained by them, may not be distributed even indirectly, but must be donated in activities, plants and capital increases aimed at achieving the purposes of the Association.

Art. 21 — Transformation, fusion, splitting, dissolution or extinction

1) The transformation, merger, division, dissolution or extinction of the Association is decided by the Assembly Meeting, in accordance with the procedures indicated in art. 11 paragraph 4 of this Statute. The Shareholders’ Meeting shall, where appropriate, appoint one or more liquidators, preferably from among the members. In the event of the dissolution of the Association, all the economic resources remaining, after the liquidation has been accomplished, cannot be divided among the members, but will be donated to another entity in the third sector, subject to a positive opinion of the Office referred to in Article 45(1) of Legislative Decree No 117/2017 when established.

Art. 22 — General provisions

1) If not provided for by this Statute, by internal regulations and by the resolutions of the membership bodies, the provisions of Legislative Decree No 117 of 3 July 2017 (third sector code) and to the rules of the Civil Code, as per its compatibility, shall apply.