

Statute of the Association “EICA”

Art. 1

An Association named “European Interdisciplinary Council on Ageing (EICA)” is established as per Articles 14 and following of the Italian Civil Code.

The Association is based in Venice Italy, and may acquire other secondary offices to pursue its statutory goals. Moving the registered office within the Municipality of Venice does not require this Statute to be modified.

The Association operates nationally and internationally.

The duration of the Association is indefinite.

Art. 2

The Association is a not-for-profit association. The Association has the goals of promoting the circulation and discussion of the results of multidisciplinary research on ageing with particular attention to students of advanced, doctoral and post-doctoral courses, different professional groups, the public decision-maker and the general population, also through the organization of specific conferences and seminars.

By way of non-exhaustive example, the Association intends to carry out the following initiatives:

- explore in depth the interdisciplinary issues concerning the ageing of the population through targeted research and training activities;
- identify the critical areas that affect health and social care for the elderly;
- draft targeted documents on the state of the art of geriatric care in different countries, to be spread in Europe;
- improve geriatric and economic knowledge of professionals operating in the fields of health and social care through the creation of interdisciplinary training initiatives;
- develop an EICA network for particularly meritorious organizations and initiatives in the fields of assistance and care to the problems of the elderly (hospitals, nursing homes, social organizations etc.);
- any other related initiative which proves useful in achieving the statutory goals.

Art. 3

Members of the Association are the Founding Members and those – natural or legal persons or organizations, including foreign or international ones – accepted by the General Meeting of Members.

Joining the Association entails, for Members or participants, who cannot be under age, the right to vote at the General Meeting of Members regarding the approval and amendment of the Statute and rules, and regarding the appointment of the Association’s governing bodies.

Anyone wishing to join the Association must submit a request to the Executive Board that bears the declaration that they share the goals of the Association and that they approve and undertaken to abide by its statute and regulations.

The General Meeting of Members, on the proposal of the Executive Board, decides on applications admissions at the first available meeting: new Members acquire the status of Member after being entered in the appropriate register.

Members cease to be part of the Association by withdrawal or exclusion.

Withdrawals, which can be expressed at any time, takes place when Members notify the Executive Board of their intention to withdraw from the list of members in the Association; this withdrawal takes effect from the commencement of the financial year after the one in which the Executive Board receives the notice fo their decision to withdraw.

Members can be expelled by resolution of the Executive Board; grounds for expulsion may be the non-fulfilment of their obligations under this Statute and regulations, and/or the occurrence of serious reasons that are incompatible with continuing their membership.

The expulsion takes effect from the thirtieth day after notification of the expulsion measure, which must bear the decisional reason/s for it. Should the expelled person not agree with the reasons, they may appeal to the General Meeting of Members; in this case, the effectiveness of the decision is suspended until a ruling is taken at the first available meeting of the Meeting.

Memberships are not transferable. Temporary participation in the Association is expressly prohibited, in that fixed-term participation is not permitted.

Art. 4

The assets of the Association consists of:

- a. the endowment fund bestowed upon request of recognition of legal personality under Presidential Decree No. 361 of 2000, a fund which should be sufficient to pursue the statutory goals, non-unavailable and bound as a guarantee for third parties that enter into relationships with the Association;
- b. any other sum or good that increases the equity.

The use of the assets for any special needs must be temporary, and repaid in the shortest possible time.

Art. 5

In carrying out its tasks, the Association has availability of:

- a. an appropriate operating fund, distinct from the assets, intended to cover routine expenses;
- b. membership fees and any active surplus used to increase the operating fund;
- c. any other sum or good not used to increase the assets.

The Association's initiatives must find financial backing in order to not affect the assets.

It is forbidden to distribute, not even indirectly, profits or operating surpluses, funds, reserves or capital during the life of the Association unless the use or distribution is required by law. Membership fees cannot be revalued and cannot be transferred save for transfers due to death of the member. Any end-of-period surpluses shall be ploughed back for the pursuit of the purposes referred to in Art.2.

Art. 6

The Association is made up of the following organs:

- a. the General Meeting of Members;
- b. the Executive Board;
- c. the Chairperson.

Art. 7

The General Meeting of Members is made of the Founding Members and those admitted under Art. 3 of this Statute.

The General Meeting of Members is convened by the Chairperson by written call sent by a means that ensures its receipt at least fifteen days before the arranged date. The Meeting notice must indicate date, place and time of the Meeting and the items on its Agenda and – if necessary – the date, place and time of the second calling, which is expressly permitted and expected to be set at least twenty-four hours after the first.

The General Meeting of Members can also be called upon the written request of at least one third of the Members: in which case, the Meeting must be convened within thirty days of the request.

The legal entities or other collective bodies will be represented by a natural person for the purpose delegated by the competent corporate bodies.

Each Member is entitled to one vote and may carry two proxies.

Art. 8

The meeting is chaired by the Chairperson or, in the event of absence or impediment, by a person appointed by the Executive Board.

The Meeting appoints a Secretary, who may also be a non-Member, and, if appropriate, two scrutineers among the Members.

The resolutions result from the Minutes signed by the Chairperson, Secretary, and any scrutineers.

The General Meeting of Members may also meet by video conference or teleconference, provided that all participants can be identified by the Chairperson of the meeting and by all other participants, that they are allowed to follow the discussion and intervene in real time in the matters discussed, that they are able to examine the documents relating to such matters, and that all of the above is recorded in the Minutes. In such circumstances, the Meetings are considered to have been held where the Chairperson is, which will also be where the Meeting's Secretary is, so as to enable the Minutes to be written up and signed.

Art. 9

The General Meeting of Members, in ordinary session, shall be duly constituted on the first call with the presence of an absolute majority of the Members. In the second call, the General Meeting of Members is valid irrespective of the number of participants.

The General Meeting of Members, in ordinary session, resolves on both first and second call with the absolute majority of those present.

The General Meeting of Members, in extraordinary sessions, is valid in both first and second call with the presence of an absolute majority of the Members.

To approve amendments to the Statutes, at least three quarters of the members must be present, and the favourable vote of a majority of those present will carry the proposal.

To approve the dissolution of the Association and the transfer of its assets, a favourable vote of at least three quarters of its Members is required.

Art. 10

The duties of the General Meeting of Members are:

- to approve the Association's programmes of initiatives;
- to approve, by 30 November the budget and by 30 April the final budget and the annual report on its activities;
- to determine the number of Members of the Executive Board;
- to elect from among the Members the Members of the Executive Board and, among them, the Chairperson;
- to approve any appointment of an Auditor;
- to approve regulations;
- to approve amendments to the Statute;
- to approve the dissolution, appointment of the liquidator and the transfer of assets.

Art. 11

The Association is administered by a Executive Board made of a minimum of five and a maximum of nine Members, including the Chairperson. They remain in office for three years and may be reappointed. They shall step down should they lose their membership status.

The number making up the Executive Board shall remain unchanged for the duration of its mandate. Should a Board Member be lost from the Executive Board, the newly elected Member will remain in office for the remaining term of the Board.

Should the majority of the Board members be lost from the Board, the latter must be convened as soon as possible and no later than within thirty days, to so as to elect a new Executive Board. The Board members nevertheless remain in office until the successors accept their appointments.

Art. 12

The Executive Board has the role of guidance, promotion and management of the Association to pursue its goals as per Art. 2 of this Statute.

In particular, the Executive Board:

- a. prepares the programmes of initiatives and the financial statements of the Association to submit for the approval of the General Meeting of Members;
- b. adopts the organizational, administrative and negotiating provisions necessary for managing the Association.

Art. 13

The Executive Board is called by the Chairperson by written invitation bearing indication of the date, time, location and Agenda, and shall be notified, using a means which ensures it is received, at least seven days before the scheduled date.

The Executive Board is also convened whenever a meeting is requested by at least two Board Members, within thirty days of such request. In the event of urgent matters, the Chairperson may convene the Executive Board at 24 hours' notice. Notice of calling shall list the matters to be discussed at the Meeting and be accompanied by the necessary documents to ensure that all Board Members be suitably informed.

For the resolutions to be valid, the presence is required of a majority of the Members and the favourable vote of a majority of those present. In the event of a tie, the Chairperson has the casting vote.

Minutes shall be written up of all Executive Board meetings that are to be signed by the Chairperson and the Secretary.

The Executive Board may also meet by video conference or teleconference provided that all participants can be identified by the Chairperson of the meeting and by all other participants, that they are allowed to follow the discussion and intervene in real time in the topics discussed, that they are able to examine the documents relating to such matters, and that all of the above is recorded in the minutes. In such circumstances, the Executive Board's Meetings are considered to have been held where the Chairperson is, which will also be where the Meeting's Secretary is, to enable the Minutes to be written up and signed.

Art. 14

The Chairperson legally represents the Association, convenes and presides over the General Meeting of Members and the Executive Board, and is responsible for implementing the related measures.

The Executive Board may appoint, from among the Board's Members, an executive Vice-Chairperson who acts as deputy.

ART. 15

Should the General Meeting of Members appoint one, the Auditor has the duty of supervising the administration of the Association and of examining the final financial statements and reporting back in writing to the General Meeting of Members.

The mandate lasts three years and can be renewed.

ART. 16

The financial year begins on 1 January and ends on 31 December of every year.

ART. 17

In the event of dissolution for any reason, the Association's assets will be devolved to another association having similar purposes or having public usefulness, after hearing the control body referred to in Article 3, paragraph 190 of Law No. 662 of 23 December 1996, unless otherwise required by law.

ART. 18

In the event of a dispute, the competent of jurisdiction is the Court of Venice Italy.

ART. 19

For all matters not explicitly mentioned, reference shall be made to the Italian Civil Code and relevant applicable legislation and rules.

Signed:

Gaetano CREPALDI
Jean Pierre MICHEL
Stefania MAGGI
Agar BRUGIAVINI
Guglielmo WEBER
Roberto FRANCO (L.S.)
(*Locus Sigilli*) Notary.