

CASTANEA European Chestnut Network

I. Denomination, registered office, duration, goal

Article 1

It's constituted the Association named "CASTANEA, European Chestnut Network".

The Association has not expiration date.

For everything not provided in the Social Statute, the Association will be regulated by dispositions of Italian civil code, and by different laws and regulations in force.

Article 2

Registered and administrative office is located in Arcidosso (GR) Italy, locality Colonia 1.

Association can constitute representative office in each country with at least a partner.

Article 3

Association has not lucrative purpose. Social aims are as follows:

- To create a critical mass that helps development of chestnut tree culture, and development of economic, cultural and tourist activities linked to this culture;
- To exchange experiences and good practices for a sustainable development of chestnut tree culture and of economic, cultural and tourist activities linked to this culture;
- To work together for preservation and development of chestnut grove, fundamental for protection of biodiversity and for reduction of greenhouse effect;
- To work together for preservation and development of chestnut landscape, testimony of an harmonic relation between man and nature;
- To work together in order to give added value to rural areas, with chestnut vocation, thanks to the development of educative, social, cultural and artistic institution.
- To work together for increasing studies and defences against pathology of chestnut tree.
- To work together to give added value to handicraft products linked to the culture of chestnut tree.
- To work together in order to diffuse chestnut, also known as Bread-tree, that can give a contribute in fighting hungry in the world.
- To work together in order to give value to all products linked with chestnut, primary, secondary, and indirect ones, pointing on tradition and innovation.
- To build together "European Chestnut Street"

Association participates to projects realized with public financing.

Association will be able to develop each kind of activity linked and similar to aims previously described.

II Members

Article 4

Members of Association can be: Associations, Consortiums of enterprises or similar (European or not) which operate for social aims previously described. Public Bodies and private institutions that have not characteristics described may be admitted with qualification of supporter, honorary and worthy member (without right of vote).

Membership categories are as follows:

- **Founding members:** those who joined the Association before May 29, 2009;
- **Ordinary members:** those who joined after May 29, 2009;
- **Supporter members:** Public Bodies, Institutions or Private bodies that recognize in mission of Association



a mean of social, cultural, and educative promotion linked with their own area of economic activity. These members pay annual fees, according to their specific categories, and according to fees fixed by the Steering Committee.

- The Assembly can also appoint **Honorary and Meritorious members** from the public and private sectors: meritorious and honorary members are those whose personality, financial contribution or activities implemented, help to promote Association, support and enhance activities of the same.

Regulation establishes conditions and modalities for acknowledgement of qualifications.

Article 5

Admission of new members shall be approved by the Steering Committee in according with rules established by Assembly of Members. Steering Committee will rule also on exclusion of members, on decision of Assembly of Members, obtained with a majority of the members present or represented. The Steering Committee can suspend members under judgment until Assembly of Members takes its decision.

Recess or exclusion of Members do not give them the right to have back fees already paid.

Article 6

Members will pay an annual fee established by the Steering Committee. The Association may own any other property and receive any different contribution as allowed by the law.

III Social Bodies

Article 7

Social bodies are:

- Assembly of Members;
- Steering Committee;
- Administrative Board
- Chairperson

Assembly of Members is composed by legal representatives of founding and ordinary members which are in order with the payment of annual fee; honorary, supporter and meritorious Members are permanently invited to the Assembly but do not have right of voting.

Assembly decides on the following matters:

- approval of budget plans and balance sheet and what else presented by the Steering Committee;
- election and dismissal of members of Steering Committee and of Chairperson;
- changes of Statute
- dissolution of Association
- approval of general regulations

Article 8

Assembly of members will meet at least once a year, on request of the Chairperson, in the registered Office, or in a different place. Date and Agenda of this meeting must be forwarded by the Chairperson by letter, fax, e-mail or any other means of communication at least 10 days before the date of the meeting. May be fixed also a meeting in second convocation, in a different date by the previous one.

An extraordinary General meeting may also be convened by the Chairperson on behalf of the Steering Committee or on behalf of the two third of Assembly of Members, after a written request and indication of items to be discussed in.

Article 9

Voting Members may be represented in the Assembly by another Member holding a power of attorney. Each voting member may not however hold more than three powers of attorney. Assembly will take place and will be considered



valid if at least the half of the Members having right of voting is present or represented. Assembly will be valid, in first convocation, with the presence of at least half of the Members whereas, in second convocation, will be valid whatever is number of present Members having the right of voting. Assembly can also take place with interventions located in different places, audio/video connected. In this case it is necessary that:

- a) Chairperson of Assembly is able to check, without any doubt, identity and legitimacy of people intervening, is able to rule development of meeting, to see and to claim results of voting;
- b) Subject that verbalizes is allowed to receive in a correct modality events of the committee object of verbalization;
- c) People intervening can participate in real time at discussion and to simultaneous voting on themes in agenda.

Article 10

Except in exceptional circumstances provided by the Articles 5 and 11, resolutions shall be passed by a simple majority of voting members present or represented, and shall be brought to the attention of all members. No decisions can be taken on items which are not on the Agenda.

The resolutions of the Assembly shall be entered in a minutes signed by the chairperson and the secretary. The minutes will be kept by the secretary who shall make it available to members through an access procedure.

Articolo 11

Any amendment to the Articles of Association or the dissolution of the association must be approved by an absolute majority of voting members. The Assembly shall establish the method of dissolution and liquidation of the association.

Article 12

The Steering Committee is composed of an associate of each Country in which an office has been established. It attends the following tasks: indicate the strategic policies of the Association in observance of statutory goals; appoint and annul the Administrative Board. Its terms of office are 3 years.

The Steering Committee is chaired by the Chairperson, member by rights. It deliberates by absolute majority of its members. If votes are tied, the Chairperson may cast the deciding vote. Committee's meetings are convened by the Chairperson by letter, fax, email or any other media with at least 5 days' notice.

The meeting can take place also with those present displaced in different places, audio/video connected. In such cases it is necessary to:

- a) allow the Chairperson to verify unequivocally the identity and legitimation of those present, moderate the course of the meeting and ascertain and announce the results of voting;
- b) allow the person in charge of taking minutes to understand in the proper way the meeting events that have to enter in the minutes;
- c) allow those present to take place in real time to simultaneous discussion and voting about agenda topics.

IV Administration

Article 13

The Association is administered by an Administrative Board, composed of the Chairperson and other 4 members elected by the Steering Committee, that will be in office for at most 3 years with the possibility of being re-elected.

Article 14

The Administrative Board shall appoint, among its members, 2 deputy chairpersons and the treasurer. The Administrative Board can appoint a secretary also non-member for assistance in taking minutes.

Article 15

The Administrative Board shall meet at least twice a year. The notice shall be sent by the Chairperson by letter, fax,



email or any other media with at least 5 days' notice. The Administrative Board will validly meet if at least half of its members are present or represented. If votes are tied, the Chairperson may cast the deciding vote. The meeting can take place also with those present displaced in different places, audio/video connected. In such cases it is necessary to:

- allow the Chairperson to verify unequivocally the identity and legitimation of those present, moderate the course of the meeting and ascertain and announce the results of voting;
- allow the person in charge of taking minutes to understand in the proper way the meeting events that have to enter in the minutes;
- allow those present to take place in real time to simultaneous discussion and voting about agenda topics.

Article 16

The Administrative Board shall be in charge of all managing and administrative powers in observance of the Statutes and the Assembly and Steering Committee's decisions.

Article 17

Administrative Board's decisions shall be taken by absolute majority of those present. In case of tied votes, the Chairperson shall cast the deciding vote. Decisions will enter in the minutes register and be signed by the Chairperson and the Secretary, who shall keep them and make them available to all associates by an entry procedure.

Article 18

Representation of the Association shall be awarded, with the exception of special powers of attorney, to the Chairperson. The Chairperson is also awarded of the legal representation. In case of impediment or termination of the chairperson, powers shall be exerted by the oldest among deputy chairpersons.

V. Accountancy and balance

Article 19

Financial year shall end on every 31st December.

The Steering Committee, by 120 days, has to submit the balance of the just ended year and the anticipatory budget of the following year to the Assembly of Associates for its approval. The balance draft has to be lodged in the Association seat at least 10 days before the assembly meeting. The Assembly of Associates will fix the partnership share that every member has to pay, and decide whether to create a reserve fund.

Article 20

Beside records and account books eventually scheduled by fiscal regulations, the Association has to keep:

- register of members,
- register of minutes of the Associates' meetings,
- register of minutes of the Steering Committee,
- register of minutes of the Administrative Board,
- any other book or register, as provided by current regulations.

VI. Arbitration clause

Article 21

Any dispute among associates and/or Association bodies related to the statutes and the Association shall be settled by an arbitrator appointed by the Chamber of Arbitrators of Florence. The arbitration, of ritual nature, shall take place in Florence.

