



Int. Ass. on Electrical and Environment Engineering - APS

# Social Charter

## **Art. 1) CONSTITUTION**

The Cultural Association "International Association on Electrical and Environment Engineering - APS" (EEEIA), is hereby founded. EEEIA is a free, apolitical and non-profit making organization and will hereafter referred as "Association".

## **Art. 2) REGISTERED OFFICE**

The legally registered head office of the Association is located in Roma (RM), at the "Studio Brocchi" via Sardegna 50, 00187 Roma.

## **Art. 3) OBJECT AND SCOPE**

The Association is not for profit and pursues exclusively the following aims:

- The organization of events, conferences, meetings and events in general linked to the promotion and diffusion of the culture of electrical engineering, energy and electronic engineering and communications related to complex energy systems. Particularly interesting topics of the association are high, medium and low voltage electrical systems, smart grids, renewable energies in their entirety such as photovoltaic, thermal, concentrating, wind, hydroelectric, biomass, geothermal cogeneration - stand-alone and grid-connected installations, energy efficiency, energy management, energy sustainability, building automation and home automation, smart building, direct current buildings, energy islands, and energy accumulation. These initiatives also include the programming of initiatives in soft-education and edutainment both in Italy and abroad.
- The organization and management of courses, seminars, conferences and scientific conferences on the fields of engineering, with particular reference to all topics of interest of electrical engineering, environmental sustainability, electromagnetic compatibility, electrical safety, business continuity, renewable energy systems, rational use of energy and energy management, energy efficiency, sustainable buildings, home automation, building automation, energy harvesting and nano and micro energy technologies. These courses can also be twinned with similar initiatives abroad.
- The design, production, publishing and dissemination of information and didactic material both in Italy and abroad on the same topics. The association may also take care of an editorial and scientific / dissemination publications.
- Participation in advanced training and research initiatives, including those in the U.E., as well as international cooperation programs in developing countries. In particular, the association will be able to adhere to all those European Technology Platforms where the association's and stakeholder participation is expected.
- The granting of scholarships and prizes for the development of research and technological development programs and in the field of strategic management in the field of electrical and energy engineering. The award of environmental premiums also for entrepreneurs related to energy sustainability and related finance.
- The Association will be able to purchase instrumentation, furnishings and materials, inventoryable and non-existent, to conduct research and studies, and to set up appropriate premises for the purpose.

#### **Art. 4) PROPERTY AND REVENUES**

1 - The Assets of the Association consist of movable and immovable property that comes to the Association in any way, by contributions from public and private or natural persons, from the net operating surplus.

2 - The Initial Facility of the Association consists of the payments made by the founding members, and the ordinary members admitted after paying the membership fee at the first meeting of the Board of Directors. The membership fee is annually fixed by the Board of Directors. The membership fee is free for the Life Members.

3 - For the fulfillment of its duties, the Association has the following revenue: - payments made by the founding Founders, and by those made by all members of the Association; - income from its assets; - the income realized in carrying out its business; - Contributions by Institutions, Institutions and Enterprises.

4 - The Board of Directors annually establishes the minimum payment amount to be made when joining the Association by those wishing to join the Association; failing this, tacitly extended the amount in force in the previous year.

The membership of the Association does not entail additional funding or expense obligations with respect to the original payment and the annual membership fee, if any. It is however still possible for members of the Association to make additional payments by way of voluntary contributions.

Payments to the Equity Fund may be of any size, except for the minimum as defined above, if any, and are in any case lost; in no case, and therefore even in the event of a dissolution of the Association or in the event of death, extinction, withdrawal or exclusion from the Association, there may be a repetition of what has been paid to the Association for payment to the Fund Endowment.

The payment does not create any other rights of participation and, in particular, does not create indivisible shareholdings that can be conveyed to third parties, either by succession in a special way or by succession on a universal basis.

#### **Art. 5) MEMBERSHIP**

1 - They are members of the Association: Founding Members, Regular Members, Benemeriti Members, Honorary Members, and Collective Members.

2 - The membership to the Association is indefinite and can not be arranged for a temporary period. The non-payment of the annual membership fee on its expiry date determines the immediate loss of membership status.

3 - The membership to the Association involves for the Senior Member of the Assembly the right to vote in the Assembly for the approval and amendment of the Articles of Association and the Regulations for the appointment of the governing bodies of the Association.

4 - Founding Partners are those who participate in the constitution of the Original Foundation of the Association itself.

5 - They are Regular Members of the Association who are members of the Association during their existence.

6 - They are Benemeriti Members who make voluntary contributions to the Equity Fund, considered by the Board of Directors of particular importance.

7 - Honorary members are those who have obtained this qualification as a result of merit of any nature on the basis of a resolution of the Board of Directors.

8 - Collective Members are University Departments, Institutes of Research and Higher Education, Enterprises that adhere to the Association.

9 - Who intends to join the Association must make an express request to the Board of Directors with a statement to share the aims the Association proposes and the commitment to approve and observe its Statutes and Regulations.

10 - The Board of Directors must provide for requests for admission within 60 (sixty) days of their receipt (for the calculation of that period, the rules on the suspension of working time for judicial time periods also apply); in the absence of a plea (for which the counterpart is sufficient for the lists of associated names to be filed) of the application within the prescribed period, it is understood that it was rejected. In the event of an express denial, the Board of Directors is not required to state the reasons for such denial.

11 - Anyone adhering to the Association may at any time notify his / her wish to withdraw from the participants of the Association; such withdrawal shall take effect from the beginning of the second month following the date on which the Board of Governors receives notification of the will to withdraw.

12 - In the event of serious reasons, anyone who joins the Association may be excluded by decision of the Board of Directors. Exclusion takes effect on the thirtieth day following the notification of the exclusion order, which must contain the reasons why the exclusion was deliberated. In the event that the exclusion does not share the reasons for the exclusion, he may appeal to the Board of Arbitration referred to in this Statute; in such a case, the effectiveness of the exclusion decision shall be suspended until the Board has been pronounced.

#### **Art. 6) BODIES**

The bodies of the Associations are:

- The General Assembly of members;
- The Board of Directors;
- The President;
- The Secretary/Treasurer.

#### **Art. 7) GENERAL ASSEMBLY OF MEMBERS**

1 - The General Assembly of Members is made up of all members who are in regularity with the payment of the social security fee. Collective members are represented by a delegate.

2 - The General Assembly of Members meets at least once a year, by June 30, for the approval of the balance sheet, ie the statement of cash and cash equivalents. It also provides for the appointment of the Board of Directors, outlines the general guidelines for the activities of the Association, decides on changes to these Articles of Association, approves any regulations that may govern the activity of the Association, decides on the possible allocation of profits or retained earnings, and funds, reserves or capital for the life of the Association itself, if permitted by the law and by these Articles of Association, resolves the dissolution and liquidation of the Association and the devolution of its assets.

3 - The General Assembly of Members is convened by the President whenever it thinks it appropriate or is requested by at least one tenth of the members of the Association, or at least one fifth of the Councilors.

4 - The General Assembly of Members must be convened by registered mail, fax and / or e-mail sent 30 days before the meeting and the notice of affixing to the premises of the headquarters at least 30 days before the meeting containing the agenda, the place (at home or elsewhere in Italy or abroad), the date of the first and second call, which must be fixed at least 24 hours after the first. In the absence of such formalities, the Assembly is validly constituted when all members of the Board of Directors, all members of the Board of Directors, all members of the Executive Committee, if appointed, are present or represented by all members of the Executive Committee.

5 - The General Assembly of Members is validly constituted on first call when there is a majority of those entitled. At second call the Assembly is valid whatever the number of present. For the validity of the deliberations of the Assembly, both in the first and in the second call, the relative majority of the present is required. However, for the dissolution and liquidation of the Association, the General Assembly of Members, both before and after the second convocation, will deliberate with a favorable vote of the 3/5 of the present. Members who, for any reason, can not personally attend the Assembly, have the power to be represented only by another Member, by written proxy. Each Member may represent an unlimited number of Members. Proxies must be kept in the Social Acts.

#### **Art. 8) THE BOARD OF DIRECTORS**

1 - The Association is administered by a Board of Directors consisting of a minimum of three (three) members of a maximum of 25 (twenty five) members, including the President, Vice President and Secretary / Treasurer. The Board of Directors shall remain in office for one year, unless resigned or withdrawn by a two-thirds majority by the General Assembly of Members. If a Board member fails, the Board shall replace it by co-opting, pursuant to art. 2386 of the Italian Civil Code. The Board of Directors has the widest powers for the ordinary and extraordinary administration of the Association, since it has entrusted to it all that is not exclusively reserved to the General Assembly of Members and to the President by virtue of this Statute. The Board of Directors directs the activity of the Association to the pursuit of the Social Purpose. The Board of Directors shall, inter alia: prepare the final balance sheet to be submitted to the General Assembly of Members, resolve the convening of the General Assembly of Members, shall deliberate on the requests for admission of the members to the Association.

2 - The Board shall elect in its entirety the President, the Vice-President and the Secretary / Treasurer; may delegate, by deciding on the deliberation, part of its duties to one of the Directors or to an Executive Committee.

3 - The Board of Directors is convened by the Chairman every time it is matters to deliberate, or when it is asked by at least two Board members. The convocation is made by letter sent not less than 15 days before the meeting and, in urgent cases by telegram or telefax, so that the directors are informed at least one week before the meeting. Meetings are valid when the majority of the Board of Directors intervenes, less justified absence. The deliberations are taken by majority vote. In case of parity, the President's vote prevails. For the acceptance of new members, a majority of two-thirds of the eligible people are required.

4 - From appointment to Councilor, no remuneration is received, except for the reimbursement of documentary expenses incurred by the office. The Board of Directors can co-opt experts within which to entrust special tasks.

#### **Art. 9) PRESIDENT**

1 - The President of the Association is the representative of the Association itself in front of third parties and also in court. On the deliberation of the Board of Directors, the President may also attribute the representation of the Association to non-members of the Board itself, if necessary by means of a suitable proxy.

2 - The President of the Association competes, on the basis of the directives issued by the Assembly and the Board of Directors, to which the President, however, reports on the activity performed, the ordinary administration of the Association; in exceptional cases of necessity and urgency the President may also perform acts of extraordinary administration, but in such a case he must at the same time convene the Board of Directors for the ratification of his work.

3 - The President convenes and chairs the Assembly, the Board of Directors and the Executive Committee, oversees the implementation of the relevant resolutions, monitors the good governance of the Association, verifies compliance with the Articles of Association and regulations, promotes the reform of if necessary.

4 - The Chairman shall prepare the final balance sheet to be submitted for approval to the Board of Directors accompanied by an appropriate report.

#### **Art. 10) VICE-PRESIDENT**

The Vice President replaces the Chairman in any assignment whenever he is prevented from exercising his duties. The only Vice-President's intervention constitutes for the third proof of the President's impediment.

#### **Art. 11) EXECUTIVE COMMITTEE**

1 - The Executive Committee, if appointed, is composed of the President, the Vice President, the Secretary / Treasurer and possibly other Directors, at the discretion of the Board of Directors, who should decide to nominate him.

2 - The Executive Committee shall perform the duties and duties assigned to it by the Board of Directors.

3 - The convening of the meetings of the Executive Committee and the validity of the relevant resolutions shall apply, where applicable, the rules laid down in this Statute for the meetings of the Board of Directors.

#### **Art. 12) SECRETARY / TREASURER**

1 - The Secretary performs the function of verbalizing the meetings of the Assembly, the Board of Directors and the Executive Committee and supports the President and the Board of Directors in explaining the executive activities that are necessary or appropriate for the operation of the Association's administration.

2 - The Secretary shall maintain the minutes of the meetings, the Board, the Executive Committee and the Book of the Members to the Association; the Secretary may be re-appointed at each meeting of the Board of Directors and / or the Assembly. The Treasurer carries out the management and the cash of the Association and keeps its accounting records, audits the holding of accounting books, prepares the balance sheet from an accounting point of view, accompanied by a suitable accounting report.

#### **Art. 13) BOOKS OF THE ASSOCIATION**

In addition to keeping the books prescribed by law, the Association holds the verbal books of the meetings and deliberations of the assembly, the board of directors, the executive committee, if appointed, as well as the book of the members of the Association.

#### **Art. 14) BALANCE SHEET**

1 - The Exercises of the Association are closed on December 31 of each year.

2 - No later than 30 June of each year, after the close of each financial year, the Board of Directors is convened for the preparation of the balance sheet with the statement of financial position and financial statements for the previous year to be submitted to the Assembly.

#### **Art. 15) MANAGEMENT SURPLUS**

1 - It is forbidden to distribute, even indirectly, retained earnings or retained earnings, as well as funds, reserves or capital during the life of the Association, unless the destination or distribution is made by law or is made in favor of other unprofitable organizations that by law, statute or regulation are part of the same and unified structure.

2 - The Association has the obligation to use the profits or the surplus of management for the realization of the institutional activities and of those connected directly to them.

#### **Art. 16) DISSOLUTION**

In the event of its dissolution, for any cause, the Association shall be obliged to transfer its assets to other non-profit organizations or for public utilities, after having heard the control body referred to in Article 3, paragraph 190, of the law of 23 December 1996 n. 662, except for a different destination set by law.

#### **Art. 17) COMPROMISSORY CLAUSE**

Any dispute arising under the execution or interpretation of this Statute and may be compromised shall be deemed to have been the judgment of a friendly composer who will judge fairly and without procedural formality, giving rise to irritating arbitration. The arbitrator shall be chosen by common accord by the parties to the dispute; in the absence of agreement on the appointment of the referee will be provided by the President of the Court of Rome.

#### **Art. 18) APPLICABLE LAW**

In order to regulate what is not foreseen in this Statute, reference should be made to the rules governing entities contained in Book I of the Italian Civil Code and, in the alternative, to the rules contained in Book V of the Civil Code of the Italian Republic.