

REWILDING APENNINES
Association for Wild Nature

STATUTE

NAME - HEADQUARTERS - SCOPE OF THE ASSOCIATION

Art. 1)

It is established an association named "REWILDING APENNINES ONLUS".

Art. 2)

The association is based in Via San Giorgio 4, 67055 Gioia dei Marsi (AQ). With a deliberation of the Directive Council additional bases can be established also in other localities of the State or abroad.

Art. 3)

REWILDING APENNINES is an apolitical association without any profit aim. The association has the sole objective of stimulating (having stimulated), as a Rewilding Area of the Rewilding Europe Initiative, the return and expansion of wild nature and wildlife in the Central Apennines, as well as the stimulation of nature and landscape development, on the basis of natural processes and for the benefit of society by implementing and executing the vision and action plans as agreed with the Rewilding Europe Initiative, to which Rewilding Apennines is affiliated.

The affiliations of Rewilding Apennines with Rewilding Europe is regulated by a separate 5-Year Partnership Agreement (the 'Partnership Agreement'), which defines the relationship among the parties.

Rewilding Apennines adheres to the vision and objectives of Rewilding Europe with the means and in the form regulated by this Statute and the Partnership Agreement between the two organizations.

These objectives will be achieved through:

- a) the promotion, organization and implementation of studies and research on natural environments, on Italian fauna and flora as well as on socio-economic activities linked to natural environments with the aim of contributing to ecological recovery, wildlife comeback, conservation and sustainable management of ecosystems and fauna and wild flora.
- b) The promotion, development and management of initiatives and projects aimed at promoting the recovery of the natural and semi-natural environments and of wild fauna and flora in a better state of conservation.
- c) The signing of agreements, and contracts with public and private bodies.
- d) The fundraising, project presentation and other activities aimed at financing activities that are among the aims of the association.
- e) The proposal of forms of protection and sustainable management of natural and semi-natural environments and of wild flora and fauna.
- f) Collaboration with institutions, universities, associations, foundations, local communities and researchers of any nature and nationality for consultancy, research, training, management and planning in the environmental field.
- g) The management of movable and immovable assets and equipment aimed at the study and conservation of wildlife and natural ecosystems.

- h) Dissemination, awareness raising, improvement of knowledge and involvement of competent administrations and interest groups with respect to the association's aims.
- i) The production and dissemination of scientific and popular information material pertaining to the association's aims.
- j) Preparation of texts, publications, audiovisual and photographic materials, computer programs, telematic tools functional to achieving the goals of the association.
- k) the organization of conferences, seminars, symposia and other public initiatives consistent with the aims of the association.
- l) Support to public and private bodies, associations, foundations, universities and other bodies for the preparation of projects and initiatives consistent with the aims of the association.
- m) The connection and coordination with public and private bodies, associations, foundations, universities and other bodies regarding initiatives consistent with the aims of the association.
- n) the promotion of economic activities conducted by local authorities, interest groups, companies, associations and individual citizens that allow to demonstrate how the use of natural resources, natural and semi-natural environments, wild flora and fauna, ecological processes, it can represent a resource of economic value for the local communities, with particular reference to the abandoned areas by activities such as natural grazing, wildlife and nature tourism and the collection and production of products of natural origin.

The association will not undertake any activity that is different from the ones above listed (with exception for the ones directly related and, in any case, in a non-prominent way), or without written approval from the Executive Board from the Rewilding Europe initiative.

PATRIMONY AND MEANS

Art. 4)

- 1. The patrimony and means of the association are composed by:
 - a) goods that will become property of the association;
 - b) funds coming from balance surplus;
 - c) acquisitions and donations according to the laws of inheritance and donations.

Art. 5)

The proceeds for the activities and the life of the association are represented by:

- a) association fees;
- b) earnings from patrimony earnings;
- c) contributions and donations of citizens, bodies and associations as well as public funding;
- d) contributions from the National Government, public administrations and other national and international institutions, aimed at the support of specific activities or projects;
- e) from income deriving from funding raised in collaboration with other private or public institutions;
- f) income deriving from services provided by this Association;

g) any other means, as long as finalized to the support of the Associations and its activities as regulated by this Statute.

ASSOCIATES

Art. 6)

The members of the association can be:

- a) Founder members: are all the persons that were involved in the establishment of the association and have contributed to establish the first Directive Council.
- b) Ordinary members: are those who, sharing the scope of the association, request the Directive Council to be admitted indicating the address to send communications and declaration of full knowledge and acceptance of the present statutory rules and of the obligations deriving from it, in particular regarding the payment of the association fee.

The admission is deliberated with secret scrutiny and with the majority of the votes of the Directive Council and is effective from the date of the deliberation. In case of refusal this will be motivated.

Art. 7)

The members must pay the association fee, different according to the categories, that will be determined for each annual exercise by the Directive Council.

The paid fees cannot be repeated in any way neither in case of dissolution nor in case of dissolution of the single members relationship. The quality of members is not transferrable.

Art. 8)

The members, regardless of the category, have equal rights, included the voting one. They must commit in the common interest to contribute to the achievement of the scope of the association established by this statute and by the regulations that will be issued by the Directive Council whose compliance with is mandatory. The participation to the association is not temporary.

Art. 9)

The quality of the members must result from a register maintained by the Directive Council. This quality will be lost in the following cases:

- death;
- withdrawal to be notified through registered letter to the Directive Council;
- exclusion; the exclusion is automatic in case of delayed payment of the annual association fee for more than three months; it is deliberated by the Directive Council in case of cessation of the participation to the association activities, poor performance in dealing with assigned tasks, violation of ethical or statutory rules. The members addressed by the exclusion deliberation has the right of compliance to the Auditor or the Council of Auditors, if nominated;
- decadence: decadence is issued by the Directive Council following interdiction, inability, condemn of the members for common crime in general, with exception of those without deliberation, or for illegal conduct or for conduct contrary to the scope of the association. The opening of any procedure must be communicated to the addressed person with registered letter. The re-admission can be requested only after the cause for decadence has been ceased.

GOVERNMENT BODIES OF THE ASSOCIATION

Art.10)

The government bodies of the association are:

- a) the members assembly;
- b) the Directive Council;
- c) The President;
- d) The General Secretary;
- e) The Technical and Scientific Committee;
- f) The Auditor or Council of Auditors.

ASSEMBLY

Art. 11)

The assembly of the members must be called by the Directive Council at least once per year, before 120 days from the closure of the financial year to approve the final and provisional budget and, when needed, to nominate the members of Directive Council and of the Auditor or Council of Auditors.

The assembly must as well be called any time the Directive Council deems it necessary or when at least one-third of the members requests it.

Art. 12)

The Assemblies are called with a communication including day, time, place and list of discussion topics to be sent to each member via letter, fax or electronic mail at least seven days before the date. The communication will foresee also the date and time of the second call.

Art. 13)

Each member older than 18 years has the right to vote for approval or modification of the statute and of the regulations and for the nomination of the management bodies of the association.

The assembly is valid with the majority of the members and deliberations are made with the majority of the participating members.

In second call the assembly deliberates with the majority of the favorable votes of the participating members regardless of the number of participating members. In the deliberations related to their responsibilities the members of the Council have no right of vote. For deliberations concerning modifications of the statute the presence of at least three quarters of the members having right of vote is needed, together with the favorable vote of the majority of the participating members having right of vote. For the deliberations concerning the dissolution of the association and the delivery of the patrimony is needed the favorable vote of at least three-quarters of the members.

Each member can be represented by another member with a written mandate. Each member cannot hold more than two mandates. Mailed votes are not admitted.

The meetings of the assembly can be held also through communication media if the following conditions are fulfilled and referred to in the minutes of the meeting.:

- a) That the President is allowed to ascertain the identity of the participants, chair the meeting, verify and declare the results of the voting;

- b) That the person in charge for the minutes of the meeting is allowed to properly perceive the events of the meeting;
- c) That the participants can participate to the discussion and voting and to see, receive and send documents.

If these conditions are fulfilled the assembly will be considered as held in the place where the President and the person responsible for the minutes are based.

Art. 14)

The assembly is chaired by the President of the Directive Council, assisted by the General Secretary.

The meetings of the assembly are subject of minutes signed by the President and the General Secretary.

Art. 15)

Votes during the assemblies are always done as recorded vote.

BOARD OF DIRECTORS

Art. 16)

The association is governed by the Directive Council made of at least three members and a maximum of five, all elected by the members of the assembly with the rules established by art. 13, with the exception of one board member, proposed by the Rewilding Europe. Members of the board of directors are elected for a period of three financial exercises and can be re-elected.

The board of directors is a democratic body comprised of people with adequate competences to direct the organization efficiently and effectively towards the achievement of its objectives. The board members need to possess competences adequate to the complexity of the organization, that are able to adapt to evolving knowledge of local conservation and the local context in a manner that is coherent with the strategy of Rewilding Europe.

Art. 17)

If one or more members of the Council will be missing, the others will take their role. The members of the Council in this situation will remain in their role until the end of the Council that elected them. In the case of resignation or ending of the term of the board member representing Rewilding Europe, the other board members will proceed with its replacement following the procedure described in article 16. All board members elected as replacement remain in charge as long as the board that elected them.

Art. 18)

The status of member of the Council is not paid, with exception for reimbursement for the sustained expenses.

Art. 19)

The Directive Council is called with a letter to be sent at least seven days before the meeting or, in case of urgency, by telegram, telefax or email to be sent at least 48 hours before, with the indication of the date, time, place of the meeting and issues to be discussed. The meetings of the Directive Council and its deliberations are valid, even without formal call, when all members of the Council are present.

The meetings of the Directive Council can be held also through communication media if the following conditions are fulfilled and referred to in the minutes of the meeting:

- a) That the President is allowed to ascertain the identity of the participants, chair the meeting, verify and declare the results of the voting;
- b) That the person in charge for the minutes of the meeting is allowed to properly perceive the events of the meeting;
- c) That the participants can participate to the discussion and voting and to see, receive and send documents.

If these conditions are fulfilled the assembly will be considered as held in the place where the President and the person responsible for the minutes are based.

For the validity of the deliberation of the Directive Council it is required the presence of at least half of the members and the deliberations are approved with the majority of the votes; in case of parity the vote of the chairman prevails. The deliberations are reported in the minutes of the meeting signed by the President and by the General Secretary.

Art. 20)

It is mandatory for the members of the Council to participate to the meetings of the Council. When a member does not participate to three consecutive meetings without justifications or, in any case, if less than those held during the yearly exercise, the member is considered as outgoing.

Art. 21)

The Directive Council will meet any time the President considers it necessary or the majority of the Council members requests it. The meetings of the Directive Council are chaired by the President or, if absent, by a person nominated by the participating members.

Art. 22)

The Directive Council has the widest power for the management of the association, including, among others:

- a) Ensure the achievement of the scope of the association, also taking into consideration the scope and objectives of Rewilding Europe;
- b) Oversee the relationship with Rewilding Europe and other public and private institution with whom Rewilding Apennines collaborates;
- c) Call the assemblies;
- d) Elects within the board, the President and Vice-President
- e) Appoints an Executive Director, to whom it can attribute special proxies. It defines the constraints of the Executive Director's independence, including financial, oversees the activities of the Executive Director regularly and at the latest annually and revokes its nomination. The hire and fire of the ED will have to be voted unanimously by the board.
- f) Deliberate on the admission of new members and adopt measures of exclusion and decadence
- g) Prepare yearly final and provisional budget;
- h) Issue regulations and rules for the organization and functioning of the association;
- i) Acquire or alienate goods, accept inheritances and donations, determine the use of the contributions and of the financial tools available to the association;
- j) Determine the amount of the membership fee;
- k) Submit to the assembly, after accurate analysis, proposals, information, motions proposed by members and modifications of the statute;

- l) Negotiate and finalize with credit institutions loans or other forms of financing including guarantees towards the association or other bodies without scope of profit;
- m) Decide the participation of the association to calls, tenders or selection procedures preparing and signing the relative documentation;
- n) Establish or participate to temporary associations of enterprises, joint ventures, subscribe agreements and, in general, establish the most suitable form of cooperation with third parties with the aim, in particular, of participating to public calls;
- o) Assign contracts for the realization of the statutory scope;
- p) Promote and/or organize events finalized to awareness raising of the public on the activities of the association and its scope;
- q) Deliberate on any issue that is not explicitly given by the present statute to the assembly or other management bodies.

SOCIAL ROLES

Art. 23)

The Directive Council will nominate among its members the President and the General Secretary who will remain in charge for the same duration of the Council.

PRESIDENT

Art. 24)

The President is elected by the Board of Directors within its members. The President is the legal representative of the association against third parties and in arbitration, lasts for three years and can be reconfirmed one or more times. The President chairs the assembly, calls and chairs the meetings of the Directive Council, takes care of the execution of the deliberations and is normally responsible for the coordination of the activities of the association.

VICE-PRESIDENT

Art. 25)

The Vice-president is elected by the Board of Directors within its members and carries the duties delegated by the President. In case of absence of the President, his or her role is carried by the Vice-President.

GENERAL SECRETARY

Art. 26)

The General Secretary mandate lasts for three years and is renewable. It is responsible for the minutes of the meetings of the Directive Council that signs together with the President and, if delegated by the Directive Council, the coordination and organization of all general and financial management activities of the association, in the framework of the directives given by the Directive Council and by the assembly and the operations of payment and takings on the bank accounts of the association, always within the limits established by the Directive Council.

EXECUTIVE DIRECTOR

Art. 27

The Board of Directors will nominate an Executive Director. The Board of Directors is responsible for the supervision of the operations of the Executive Director. The Executive Director:

- a) Proposes to the Board of Directors, according to strategic objectives deliberated by the board, the programme of activities and the draft budget required for their implementation. The Executive Director will also propose any modification to the annual plan and associated budgets, and all other initiatives that he or she considers useful in the interest of Rewilding Apennines;
- b) Is responsible for the control of the management and accounting of the activities as well as drafting the end-of-year accounts;
- c) Is responsible for the implementation of Rewilding Apennines programme, in agreement with the decision and the preliminary budget approved by the Board of Directors, to whom he or she reports regularly;
- d) Follows the indications of the Board of Directors and oversees their implementation;
- e) Maintains the relationship with Rewilding Europe and is responsible to achieve the objectives established with the agreement between Rewilding Europe and Rewilding Apennines;
- f) Is the chief of staff of Rewilding Apennines and all Rewilding Apennines operations;
- g) Within the budget constraints, and in agreement with the President and the Treasurer, who in turn inform the Board of Directors and the Auditors, can redirect expenses from the preliminary budget when the need arises. Drafts, negotiates and ratifies contracts, tenders and consultancies for the execution of the programme and within the budget approved. Carries out transactions and manage fiscal arbitration within the limits of his or her competence, opens and closes bank accounts and is authorized to operate within the financial terms defined by the Board;
- h) Within the limit of his or her power, can nominate proxies for single actions;
- i) Participate without voting power to the meeting of the board of directors and the member assembly. The board of directors can assign additional specific delegations to the Executive Director.

TECHNICAL-SCIENTIFIC COMMITTEE

Art. 28)

A Technical-Scientific Committee can be nominated. It is a consultative body of the association aimed at obtaining qualified technical advice on actions and projects that the association intends to put in place or in which it is already committed. The Technical-Scientific Committee can be nominated by the Directive Council and is composed by a minimum of three and a maximum of five members. The members must have a curriculum suitable for the role. The curricula are assessed by the Directive Council that approves them at its incontestable discretion. It lasts with no time limit except in case of withdrawal or revocation of the members.

AUDITOR OR COUNCIL OF AUDITORS

Art. 29)

An auditor or council of auditors can be nominated, the latter being composed by three members who nominate among them a President. They are nominated by the assembly even if non-members of the association.

In case of the auditor will be missing, the Directive Council will call the assembly as soon as possible to nominate a new auditor. The so nominated auditor will last in charge until the foreseen end of the appointment of the missing auditor.

If a member of the council of auditors will be missing the others will replace it.

The auditor or the council of auditors are responsible for:

- a) The control of the financial management of the association and undertake in any moment checks of the cash flow, prepare final and provisional budget reports to be submitted to the assembly;
- b) Check the compliance with the statutory rules;
- c) Decide on complaints against deliberations of exclusion and decadence and for the re-admission of the members and other disputes:

The nomination as auditor is incompatible with the one as member of the Council, lasts for three financial years and is renewable even for more than one time.

The auditors will participate in assemblies approving budgets and can, on their request, be observers in the Directive Council meetings.

BUDGET

Art. 30)

The financial year closes on December 31st of each year.

At the end of each financial year the Directive Council will prepare the budget to be submitted for approval, together with a programme of activities for the next year and a provisional budget, to the assembly to be called before 120 days from the end of the financial year.

Art. 31)

From the date of the call for the assembly, the budget and the programme are deposited in the association headquarters available for members who want to consult them.

Art. 32)

Any saving or gains from the management will be used for the realization of the institutional scope and of those directly connected.

It is forbidden the distribution, even indirect, of gains or savings as well as of funds, reserves or capitals during the life of the association, unless the destination is mandatory by law or is made towards other ONLUS that, by law, statute or regulation are part of the same and unitary structure.

TRANSFORMATION - DISSOLUTION

Art. 33)

The association, following 'art. 2500 - octies c.c. third comma, cannot be transformed in capital company.

Art. 34)

The association has limitless duration. In case of dissolution the assembly will nominate one or more liquidators who will proceed to the liquidation of the patrimony according to the law. In case it will be impossible to regularly call the assembly, each member of the Directive Council can ask the competent authority for the nomination of one or more liquidators.

What left after the liquidation procedure will be delivered to another ONLUS or to public utility aims selected by the liquidators on the base of the indications of the assembly and, in any case, after the opinion of the Control Organism

established by art.3, comma 190, of the law 23 December 1996, n. 662, except in case of different destination foreseen by the law.

REFERMENT

Art. 35)

For all not foreseen by the present statute are applicable the current laws on associations and ONLUS.