



## INTERNATIONAL CHORAL CONDUCTORS FEDERATION

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SOCIAL PROMOTION ASSOCIATION - THIRD SECTOR ENTITY

# STATUTE

### **Art. 1 - Name.**

On the initiative of the Chorus Inside - International Choral Federation Aps Ets (also called by abbreviation FEDERCHORUS), to which this association adheres, the Association called "INTERNATIONAL CHORAL CONDUCTORS FEDERATION Aps Ets" is established as the International Choral Committee of the FEDERCHORUS also by abbreviation "FEDERCONDUCTORS", hereinafter also referred to as the Association.

The FEDERCONDUCTORS is a second-level association which associates the Choir Conductors, who share the association's aims, coinciding with or included in the European and extra-European territory.

FEDERCONDUCTORS is constituted pursuant to and for the purposes of articles 36 and following of the Civil Code.

The FEDERCONDUCTORS adheres to the FEDERCHORUS and conforms to the statute indicated by the same. Affiliation to FEDERCHORUS is an essential element of this association and exclusion from the Federation involves the automatic dissolution of the association.

It assumes the role of social promotion association (APS) and Third Sector Entity (ETS) and adapts its statute to law 106/2016 and to Legislative Decree 117/2017 thus assuming the characteristics of a Social Promotion Association and body of the Third Sector. By registering with the Single National Register of the Third Sector and with one of the already existing APS registers, the acronym "APS" will become an integral part of the association's name.

### **Art. 2 - Duration. Financial year.**

The duration of the Association is established until 31 December 2070. It can be extended in advance by resolution of the Assembly of members. In case of extension it will not be necessary to integrate this Statute.

The financial year runs from January 1st to December 31st of each year.

### **Art. 3 - Headquarters.**

The Association has its legal and operational headquarters in Rome.

With resolutions of the Board of Directors, the registered office can be changed or offices and / or delegations and other operational offices established in the European territory without the need to integrate this statute, with the consent of the National Board of Directors of the FEDERCHORUS and in the manner provided for by the Internal Regulations of the FEDERCHORUS.

With resolutions of the Board of Directors, the legal and operational headquarters can be changed without the need to integrate this statute, even in the case of transfer of the headquarters to another State. With a resolution of the General Assembly of Members, the registered office can also be transferred permanently.

#### **Art. 4 - Social purposes and principles.**

The non-profit Association is constituted as a Federation and aims to implement the activities falling within the corporate purpose of the FEDERCHORUS on an international level, of which it adopts the statute, all its regulations, as well as the directives issued by it.

In order to achieve the associative purpose, FEDERCONDUCTORS, with the consent of the National Executive Council of the FEDERCHORUS, will be able to promote the establishment of entities, associations and companies, including commercial ones, by directly assuming their participation.

The associative purposes, in particular, are:

- promote a high professional qualification in the international arena of choir Conductors and aspirants;
- create an international network and foster cooperation between all choir Conductors and aspirants;
- develop the study of choral music by promoting research, the dissemination of repertoires and the exchange of respective experiences;
- make international agreements and services available to members;
- represent the choir Conductors of the adhering nations;
- promote and disseminate research, practice and training activities in the choral sector at an international level;
- institute training courses, including permanent ones, and professional updating;
- address and discuss all aspects of issues relating to the dissemination, teaching and practice of the professional qualification activities of choir Conductors and aspirants, its extension, promotion, as well as promoting its placement and institutional, social and cultural;
- enhance/value and verify the competencies of members and ensure compliance with the code of conduct and professional ethics;
- see to and promote lifelong learning opportunities among members;
- encourage, also in collaboration with Companies, Bodies, Organisms, Associations, Professionals, Teachers, Universities, contact, meeting, relationship, communication and training of all those who deal, in various capacities, with the activities of choir conducting;
- promote the dissemination of knowledge and continuing technical, methodological and scientific education by organizing training days, meetings, congresses, seminars, workshops, events, etc;
- collaborate, in all the necessary ways and forms, with national and international organizations, with professionals, associations, organizations, institutions of any kind and nature for the promotion, dissemination, dissemination of choral activities;

- cooperate actively with the Chorus Inside Association - International Choral Federation for the achievement of social goals;
- define the ethical, deontological and behavioral standards of the members;
- establish an internal register of international members;
- establish an internal register of organizations (associations, academies, etc.) that recognize themselves in the aims of the association and that intend to collaborate with it in the forms and methods established by the Board of Directors;
- provide scientific, cultural and methodological advice on training programs of all kinds both nationally and internationally;
- carry out surveys, verification exams, aptitude tests, questionnaires to verify the skills acquired by the member in the undertaken training;
- keep track of subscribers' continuing education;
- organize scientific work groups on ethical, economic and cultural dynamics;
- set up documentation centers to serve the Members, as well as provide information material (including on IT support);
- build consultation libraries, establish ongoing relationships with public and private entities, social promotion associations that pursue similar purposes;
- Purchase, distribute and publish e-books, phonographic and audiovisual editions, various material of cultural interest and publications for the benefit of the Members and / or all interested parties;
- Provide guidance to Members in relation to the publishing industry and in relation to publications of interest;
- carry out events, conferences, debates, exhibitions, fairs, events, seminars and researches of all kinds for the achievement and dissemination of its statutory objectives;
- stipulate agreements with companies, public and private bodies as well as other associations and professionals for social activities;
- promote and manage, directly and / or indirectly, the drafting and editing of books and texts of all kinds (also in electronic format and via the web) as well as periodical publications; also publish newsletters, surveys, research, bibliographic studies, magazines, editorials, newsletters, as well as promote its own institutional and social activities in any form and by any means;
- participate independently, together with public and / or private entities in national and / or international project activities related to the sector of competence of the Association and the growth, improvement and development of the person;
- promote and manage, directly and / or indirectly, the editing of websites, blogs, social networks and / or other web presence that have the purpose of pursuing the statutory objectives and / or promoting the Association.
- organize and manage cultural, artistic and recreational activities of social interest;
- carry out extracurricular training activities that aim to prevent non-completion of school, pursue academic and educational success, prevent bullying, fight against educational poverty;
- carry out social activities and promote music education in support of disadvantaged people.
- promote and organize activities to achieve social inclusion.

The Association may carry out any other activity connected or similar to the social purposes in collaboration and with the coordination of other Federations, as well as carrying out all the acts and concluding all the contractual operations of a real estate, real estate and financial nature, necessary

and useful for the realization of said purposes, directly or indirectly connected to the same. For tax purposes, the Association is to be considered a non-commercial entity and the relevant tax provisions apply, including special laws.

In order to achieve the social aims, the Association, with a resolution of the Board of Directors, will be able to join and collaborate with other organizations, federations and associations with similar aims; it may also hire or hire artists, entertainers, lecturers, experts or other specialized personnel unrelated to the Association. It may also be affiliated with one or more Social Promotion Bodies with welfare purposes recognized by the Ministry of the Interior and / or by the International Community.

Adherence to other organizations may imply acceptance of their affiliation Regulations and other rules, without the need of further ratification, as long as they're not in contrast with the principles and purposes of the Association. To achieve the social aims, the Association - even if it is not for profit - will be able to carry out commercial activities, including the administration of food and drinks, both for members and non-members, companies, public and private bodies, provided that they are subsidiary and instrumental to the achievement of social goals; then,

The Association, where necessary and possible, can hire employees or make use of self-employment services, collaborations and occasional activities even, if necessary, by resorting to its members.

The Assets of the Association, including any revenues, income, proceeds, income however denominated, are used for the performance of the statutory activity for the exclusive pursuit of institutional purposes.

It is forbidden to distribute, even indirectly, profits and operating surpluses, funds and reserves, however named, capital to founders, associates, workers and collaborators, Conductors and other members of the corporate bodies, even in the case of withdrawal or any other hypothesis of individual dissolution of the associative relationship.

#### **Art. 5 - Assets and income.**

The assets and revenues consist of:

- a) the membership fees and contributions of the members;
- b) from movable and immovable property that will become the property of the Association;
- c) any reserve funds set up with the reporting surpluses;
- d) the additional payments made by the members and / or members of the national organization to which they belong in relation to the various social and / or complementary activities;
- e) contributions from public or private entities;
- f) income deriving from collateral economic activities.

#### **Art.6 - Members: rights and duties.**

The categories of members are as follows:

- a) Founding Members: those who promoted the foundation of the Association and signed the Constitutive Act; the rights and duties of the founding members are the same as the ordinary ones;
- b) Ordinary Members: those who apply for admission to the President or Vice-President who can deliberate on the matter and then bring the decision to ratification by the Board of Directors.

The following subjects can assume the status of ordinary member:

1. Choir Conductors domiciled in any State who request it and declare that they share the social aims;

2. Federations of Choir Conductors of any State, who request it through their legal representative, declaring that they share the social aims of the FEDERCHORUS;
3. Aspiring Choir Conductors or people who identify with the objectives of the Association and wish to contribute and collaborate with it.

The application for admission can also be submitted online or completed on the Association's website if possible. The application for admission must be accompanied by a receipt for payment of the annual fee established by the Board of Directors. Admission is approved by the Board of Directors of the FEDERCONDUCTORS and at the same time subject to ratification by the Board of Directors of the FEDERCHORUS. Admission can be refused and not ratified by the Board of Directors of the FEDERCHORUS only for serious reasons which in any case must not be recorded or communicated.

Admission to the Association is approved by the Board of Directors or by a specific Commission designated by it after checking the requisites required and can be refused for serious reasons that must not be recorded or communicated.

Registration is for an indefinite period and automatically expires without the need for any ratification by the Board of Directors in the event of failure to pay the annual membership fee according to terms and conditions established by the Board of Directors. Temporary members are not allowed. The membership fee is non-transferable and cannot be revalued. The payment of the membership fee by ordinary members must be made by the 30th (thirty) day of the first month of each financial year in order to accrue the right to vote at the assemblies.

Membership of the Association by the Members involves:

- a) full acceptance of the Articles of Association, its purposes and its regulations;
- b) payment of the registration fee, periodic membership fees and for the various activities and services;
- c) maintain respectful relationships with the other members and bodies of the Association;
- d) signing and acceptance of the code of conduct and the charter of values if established;
- e) inclusion in the internal register of members of the Association.

The member can withdraw from the Association without the right to any compensation, reimbursement or indemnity, by giving written notice to the Board of Directors.

The loss of the status of member can occur due to:

- a) arrears;
- b) non-compliance with the statutory provisions, regulations, code of conduct and charter of values of the Federation;
- c) when moral or material damage is caused to the Association in any way;
- d) misconduct.

The expulsions will be decided by the Board of Directors without notice and with immediate effect. Recourse to the Shareholders' Meeting is allowed, in this case the expulsion provision remains suspended until the Shareholders' resolution is passed.

If not expressly approved, the work activities carried out by the members in favor of the Association are considered, without prejudice to any reimbursement of expenses, absolutely free of charge and donations.

#### **Art. 7 - Social shares.**

The amounts of membership fees, contributions due from members and the amount of additional payments for social and complementary activities and services, are established by the Board of Directors which also provides for the terms and methods of payment.

### **Art. 8 - Corporate bodies.**

The corporate bodies are:  
the General Assembly of Members;  
the Board of Directors;  
the Commissions;  
the Sole Auditor or Board of Auditors;  
the College of Arbitrators.

### **Art. 9 - The General Assembly.**

The General Assembly is sovereign. It is made up of a representative from each state democratically elected by the individual associations of each state. Two proxies are allowed. For the definition of the modalities for the election of the representatives of the single States, a specific implementing regulation will be issued by the General Assembly.

The General Assembly is convened by the President of the Association or by any other body possibly provided for by the Statute, at least 20 (twenty) days before, by written notice posted at the headquarters of the Association and at any secondary and administrative offices or sent with registered letter or sent by e-mail or fax to all those entitled to participate in it or published in the press or on the official website of the Association at least twenty days before the meeting, subject to mandatory communication, under penalty of invalidation of the session, to FEDERCHORUS which can indicate another date for the Congress

The convocation notice must indicate the place, day and time of the General Assembly, as well as the list of items on the agenda.

The convocation must be sent, unless it is published in the press or on the official website of the Association, to the address or to the e-mail address or fax number of the person entitled to vote indicated in the registration request or resulting from the communication filed with the Secretariat at a later date. A copy of the notice of Convocation must be sent by e-mail to the Federation. The General Assembly meets ordinarily once a year, by 30 April, to approve the financial statement of the previous year and to provide the Board of Directors with the programmatic guidelines for the next.

The General Assembly meets in an extraordinary way whenever the Board of Directors or half of the members entitled to vote so requests.

The General Assembly, both ordinary and extraordinary, deliberates by simple majority and is validly constituted whatever the number of attendees. The Assembly is chaired by the President of the Association; in the event of his impediment, it is chaired by the Vice-President delegated by the President, or by a person designated by the Assembly. The Assembly, at the discretion of the Board of Directors, can also take place with the aid of IT tools (such as skype, etc.) without the necessary physical presence of the representatives entitled to participate. Resolutions are ascertained with minutes signed by the President and the Secretary of the assembly appointed for this purpose by the assembly and remain kept in the headquarters in order to be freely consulted by the members.

### **Art. 10 - Board of Directors.**

The Association is directed and administered by a Board of Directors consisting of three to twenty-one members: President, one or two Vice-Presidents, Secretary and Councilors elected by the General Assembly from among the members in good standing with the provisions of this statute, remains in office five years and is re-eligible. Applications drawn up on a specific form available at

the General Secretariat of the Association (established at the registered office or other office advertised on the association's website) must be filed with the same at least 15 (fifteen) days before the elective assembly.

In compliance with the provisions referred to in paragraphs 3 and 4 of the legislative decree 3 July 2017, n. 117, half plus one of the members of the Board of Directors must have one of the following requirements:

Conservatory diploma vo / Bachelor's Degree / Specialized Degree or equivalent international qualification;

University degrees relating to cultural, musical, humanistic subjects or equivalent international qualifications;

Experience in organizing cultural and non-cultural events, with relative certificates

Certified musical, cultural work experiences.

This provision is automatically considered inapplicable if it could be in contrast with the rules on non-profit entities to be enacted in the future.

The Board is invested by the Assembly with the widest powers for the ordinary and extraordinary management of the Association and, therefore, it will be able to carry out, in the person of its President, all acts of ordinary and extraordinary administration and in particular, contract obligations, undertake commitments, open post office bank accounts and carry out any operation aimed at achieving the aims of the Association. The Board of Directors also proceeds with the appointment of employees, collaborators, consultants, managers, determining their emoluments or fees and / or reimbursement of expenses. Management positions can also be attributed to members of the Board itself. The Board of Directors, chaired by the President, decides by simple majority with the presence of at least half of its members; in the event of a tie, the vote of the President prevails. The Board of Directors is convened by the President by means of a written notice to be sent by e-mail or fax at least 48 hours before the meeting or by notice published on the site.

The members of the Board of Directors are not entitled to any remuneration for carrying out their duties, unless otherwise resolved by the shareholders' meeting.

Should one or more Conductors fail before the expiry of the mandate, they will be replaced by co-opting. The co-opted Conductors will remain in office until the next General Assembly which can confirm or replace them; the mandate of the co-opted Conductors will expire on the same date as the mandate of the elected Conductors.

#### **Art. 11 - President**

The President has the legal representation and the powers of signature of the Association, takes care of the execution of the resolutions of the General Assembly and the Board of Directors.

The President can delegate all or part of his powers to the Vice President; the proxy must be given in writing. The President holds office for five years and can be re-elected. He can be re-elected President or assume other elected offices regardless of the duration of the last mandate.

#### **Art. 12 - Vice President.**

The Vice-President can replace the President in his functions by written proxy from the same or, in case of force majeure, by resolution of the Board of Directors.

In case of need and urgency, it can implement measures that will be fully effective only if ratified by the Board of Directors.

#### **Art. 13 - Secretary General.**

The Secretary General executes the resolutions of the President and the Board of Directors and keeps the book of the minutes of the General Assembly and the Board of Directors. Keeps and updates the shareholders' register; prepares, in agreement with the Treasurer, the elements necessary for the preparation of the annual management budget. The office of Secretary and Treasurer can also be held by a single member of the Board of Directors.

#### **Art. 14 - Treasurer.**

The Treasurer manages the associative assets within the mandate established by the Board of Directors; is responsible for the Association's fund; keeps the accounting books and any others required by the current legal or statutory provisions. It prepares the budgets and final accounts of the Association in order to submit you to the Board of Directors and then to the General Assembly for their approval.

#### **Art. 15 - The Commissions**

By resolution of the Board of Directors, which also takes care of the approval of the relative Regulations, one or more permanent Commissions can be established without the need to integrate this statute.

The members of the permanent Commissions are elected by the Board of Directors and carry out their activities according to the provisions of the reference Regulations.

#### **Art. 16 - Sole Auditor or Board of Auditors**

The General Assembly, if it deems it appropriate or if required by law, can decide whether to appoint a Sole Auditor or the Board of Auditors.

The Sole Auditor must have the professional requisites of the President of the Board of Auditors and if elected has the same duties and functions as the Board.

The Board of Auditors, in the event of its election, by the will of the General Assembly or by legal obligation, is made up of a President, two effective members and two alternates. The regular and alternate members are elected by the General Assembly from a single list chosen from among persons of proven accounting or administrative competence and can also be chosen from among non-shareholders.

The President of the Board must be enrolled in the Register of Auditors or that of Chartered Accountants and is elected by the General Assembly on a separate list.

The Board is entrusted with the control and verification of the legitimacy and compatibility (between the available assets and the cost estimates) of the administrative management of the Association; it examines the estimated income statement, the changes and the final balance by submitting a specific annual report to the General Assembly. The Board of Auditors exercises legitimacy control over the deeds, expenses and revenues of the central bodies of the Association.

The College is convened by its President, through the Secretary General of the Association who acts as the College's chancellery.

The notice of meeting is communicated to the members of the Board at least 7 days before the meeting, except in cases where it is necessary to adopt urgent resolutions. The Board deliberates by absolute majority with the presence of three of its members, effective or alternate; the latter are summoned to replace the effective members in the event of their impediment.

All the members of the Board participate in the meetings of the deliberating bodies.

The Board does not cease in the event of the forfeiture of the other bodies.

For the replacement or forfeiture of the Auditors, the provisions established by the Civil Code on the subject apply.

The first Board of Auditors or Sole Auditor is appointed within two years by the Board of Directors which is also competent in choosing the composition of the Body.

The Board of Auditors or the Sole Auditor remains in office until the next elective General Assembly.

#### **Art. 17 - Board of Arbitrators**

The General Assembly, if it deems it appropriate or if required by law, can decide whether to appoint the College of Arbitrators.

The Board of Arbitrators has jurisdiction over infringements of the statutory and regulatory provisions and the resolutions of the bodies of the Association. The College is made up of 3 effective members and 2 alternate members elected by the General Assembly in a single list from persons of proven legal competence and can also be chosen from persons not registered with the Association. The Board, in its first meeting, elects the President who convenes, through the Secretary, the following ones. The Board is validly constituted with the presence of three of its members (effective or alternate) including the President and deliberates by majority of those present. The College judges according to justice and fairness in compliance with current legislation, the Statute and the Regulations of the Association, ensuring the right of defense. Decisions must be motivated. The Board may resolve the following measures (joint or separate) with regard to the Members:

- a) recall;
- b) warning;
- c) deplore;
- d) fine;
- e) suspension from qualification and activity, including as a precaution;
- f) radiation.

The decisions are provisionally executive, without prejudice to the right of the Board of Directors to suspend, at the request of a party, in the presence of serious reasons, the executive effectiveness of the contested decision. Failure to lodge an appeal on the merits renders the application for suspension ineffective. All sanctioning measures can be appealed by the interested parties; the appeal must be presented to the Board of Directors, under penalty of inadmissibility, within 30 days from the communication of the first degree provision. The Board of Directors issues a motivated provision and sends everything back to the Board of Arbitrators who will have to judge within the next 30 days. The members of the College cannot hold any other office in the Association. All members of the Board participate, without the right to vote, in the General Assembly of Members.

Until the General Assembly decides to appoint the Board of Arbitrators, its functions are delegated to the Board of Directors and the appeal to its decisions must be presented to the General Assembly which will decide at the first useful session.

#### **Art. 18 - Social positions**

The term of office is extended, with respect to the original expiration, as long as the election of the new members of the corporate bodies has not been carried out in accordance with the procedures and terms provided for by the internal regulations of the FEDERCONDUCTORS.

All corporate offices conferred to Members are free, except for any documented reimbursement of expenses if previously authorized.

The positions of members of the Bodies, at different levels, of the Board of Auditors and of the Board of Arbiters are mutually incompatible.

### **Art. 19 - Financial Year**

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

The deadline for definitive approval of the final report in the General Assembly of the members of the FEDERCONDUCTORS. it is set at 30 April of the year following that of competence.

The budget report must be approved by 31 December preceding the year concerned.

It is forbidden to divide, between the shareholders, the proceeds of the activities and any balance sheet residues, either directly or indirectly. Any operating surpluses will be used exclusively for institutional activities envisaged by the statute. All the resolutions of the General Assembly of the members and of the National Board of Directors, including the reports, in addition to being transcribed in the appropriate book of minutes, must be made available to the members, at the registered office, for the 15 days following the 'approval.

### **Art. 20 - Destination of assets and absence of profit**

The assets of the Association, including any revenues, income, revenues, however denominated, are used to carry out the statutory activity for the exclusive pursuit of civic, solidarity and social utility purposes.

For the purposes referred to in paragraph 1, the distribution, even indirectly, of profits and operating surpluses, funds and reserves, however denominated, to founders, associates, workers and collaborators, Conductors and other members of the corporate bodies, even in the case of withdrawal. or any other case of dissolution individual of the associative relationship.

Pursuant to and for the purposes of paragraph 2, indirect distribution of profits are considered in any case:

- a) the payment to Conductors, statutory auditors and anyone holding corporate positions of individual remuneration not proportionate to the activity carried out, the responsibilities assumed and the specific competences or in any case higher than those provided for in entities operating in the same or similar sectors and conditions;
- b) the payment to subordinate or self-employed workers of wages or compensation forty percent higher than those provided, for the same qualifications, by the collective agreements referred to in Article 51 of Legislative Decree 15 June 2015, no. 81, except for proven needs relating to the need to acquire specific skills for the purpose of carrying out the activities of general interest referred to in Article 5, paragraph 1, letters b), g) or h) of Legislative Decree 117/2017 and subsequent amendments and additions;
- c) the purchase of goods or services for payments which, without valid economic reasons, are higher than their normal value;
- d) the sale of goods and the provision of services, at more favorable conditions than those of the market, to shareholders, associates or participants, to the founders, to the members of the administrative and control bodies, to those who in any capacity work for the organization or are part of it, to subjects who make liberal donations in favor of the organization, to their relatives within the third degree and to their relatives within the second degree, as well as to companies directly or indirectly controlled or connected by them, exclusively by reason of their quality, unless such transfers or services constitute the object of the activity of general interest referred to in Article 5 of Legislative Decree 117/2017;

e) the payment to subjects other than banks and authorized financial intermediaries, of interest expense, depending on loans of all kinds, four points higher than the annual reference rate. The aforementioned limit can be updated by decree of the Minister of Labor and Social Policies, in agreement with the Minister of Economy and Finance.

Any regulatory changes to the aforementioned provisions are understood to be automatically implemented without the need to adapt this statute.

#### **Art. 21 - Peripheral bodies**

A national headquarters of the FEDERCONDUCTORS can be established in each State. The Board of Directors will issue specific Regulations for the functioning of the peripheral bodies which must be approved by the first useful Assembly.

#### **Art. 22 - Operation of peripheral organs - autonomy and legal responsibility**

National Associations are legally and administratively autonomous associations.

They are directly responsible for their behavior and the obligations assumed.

Therefore, no co-responsibility of the FEDERCONDUCTORS can be invoked with respect to behaviors and obligations assumed by the National Associations and vice versa.

Furthermore, FEDERCONDUCTORS is not liable for any title, reason or cause and, in particular due to the adhesion of the representatives of the individual nations, to the obligations assumed directly or indirectly by such structures or by the persons who represent them. Any relations of an administrative and / or financial nature arranged by the FEDERCONDUCTORS in favor of the representatives of the individual States, they constitute an assistance activity typical of the National Federation without the assumption of co-responsibility by the latter.

#### **Art. 23 - Operation of peripheral bodies - NATIONAL CONGRESS**

The International Congress is made up of the individual members of the adhering State.

It is convened by the Board of Directors at least 20 (twenty) days in advance by written notice posted inside the registered office and any operational offices and sent by e-mail or on the official website or online in various possible ways, subject to mandatory communication, under penalty of invalidation of the session, to the FEDERCONDUCTORS who may indicate another date for the holding of the Congress.

The convocation must include the order of the work of the Congress, the place, date and time of the first and second convocation.

The Assembly can be held in audio / video connection through remote communication tools in the various possible ways, provided that:

- a) the Chairman is allowed to ascertain the identity and legitimacy of those present, regulate the conduct of the meeting, ascertain and announce the results of the vote;
- b) the secretary taking the minutes is allowed to adequately perceive the meeting events subject to minutes;
- c) attendees are allowed to participate in the discussion and simultaneous voting on the items on the agenda.

The modalities of the Congress will be governed by a specific regulation issued by the FEDERCONDUCTORS.

The National Congress meets to:

- the election of the members of the Board of Directors and, if required, of the Auditors and of the Board of Arbiters (where applicable).

-final approval of the budget and final accounts.

**Art. 24 - Operation of peripheral organs. - NATIONAL DIRECTIVE COUNCIL**

The Board of Directors represents the Association and its Members within the area of competence, is made up of 3 to 15 members, the number of members is determined on the basis of the internal and electoral regulations of the FEDERCONDUCTORS.

The National Executive Council is convened, on the recommendation of the President, by the National Secretary.

The announcement of the call must be communicated to the members at least 10 (ten) days before the meeting, by means of a written notice posted inside the registered office and any operational offices and sent by e-mail or on the official website or online in the various possible ways, with the same terms and methods, the notice of call must be sent, under penalty of invalidation of the session, to the FEDERCONDUCTORS who has the right to send a delegate to take part or through an online connection. The convocation must contain the agenda of the Board of Directors, the place, date and time of the convocation. The minutes of the meeting must be sent no later than ten days to the FEDERCONDUCTORS.

The National Board of Directors is regularly constituted with the presence of half plus one of the members and validly deliberates by absolute majority of its members.

The National Board of Directors:

- has its own responsibility and administrative autonomy for the provisions of the regulation implementing the statute established by the National Federation;
- promotes all suitable initiatives to implement the guidelines of the Board of Directors of the FEDERCONDUCTORS and to disseminate and affirm the Federation and its activities;
- organizes the membership;
- deliberates on applications for admission;
- prepare and approve the budget and final balance to be submitted to the Board of Directors of the FEDERCONDUCTORS for any opinion and for the final approval of the National Congress;
- prepare the activity programs and take care of their implementation;
- propose any budget changes;
- take care of relations with external bodies;
- deliberate on the Association's spending commitments not delegated to other bodies;
- propose disciplinary measures, expulsion or forfeiture from members
- propose the admission of new members;
- promotes the establishment of the territorial bodies of the FEDERCONDUCTORS in its own State;
- exercises any other function necessary for the development of the Federation and at the service of the Members.

**Art. 25 - Operation of peripheral organs. - THE NATIONAL PRESIDENT**

It is up to the President:

- preside over the National Executive Council;
- convene, through the National Secretary, the National Executive Council and set the agenda;
- coordinate the activities of the National Board of Directors;
- direct the technical bodies of the National Association;
- represent the National Association towards third parties;

- have the signature of the Association for the execution of the resolutions of the National Board of Directors;
- accept donations, donations and contributions offered by third parties as long as they are not in conflict with the nature and spirit of the Federation;
- delegate to represent him for single acts or typology of them, members of the National Executive Council or officials of the technical apparatus.

The President also carries out any other function delegated to him by the National Board of Directors.

In the absence of the President or for a reasoned impediment, the powers conferred on him are exercised by a member of the National Council delegated by the President himself at the time of his election.

#### **Art. 26 - Operation of peripheral organs. - ADDITIONAL RULES**

By resolution of the Ordinary Assembly, Regulations may be issued that will govern other peculiar aspects of the functioning of peripheral bodies and provisions in the event of non-compliance with them and with those provided for in this statute, including the possible commissioner of the individual National Association. The Regulations will become effective from the date of publication on the FEDERCONDUCTORS website without the need to adapt this statute.

#### **Art. 27 - use of name, trademark and logo**

The FEDERCONDUCTORS logo as well as its symbols, wordings and trademarks can be used by registered members and affiliated bodies with prior written consent provided that they are up to date with the payment of the annual fee and with the provisions of this statute and the regulations in force.

#### **Art. 28 - Dissolution**

The dissolution of the Association is deliberated by the Assembly. Once the performance, or any other cause of extinction, has occurred, the residual assets are devolved, subject to the positive opinion of the Office referred to in Article 45, paragraph 1, of Legislative Decree 3 July 2017, n. 117, if established and made mandatory by law and unless otherwise required by law, to other Third Sector Entities according to the provisions indicated in Article 9 of Legislative Decree 3 July 2017, n. 117. Any regulatory changes on the subject will be automatically implemented without the need for modification or integration of this article.

#### **Art. 29 - Statute / regulations**

Amendments to the Statute must be approved by the Assembly. The Association can also equip itself with internal Regulations that must be approved by the Assembly.

#### **Art. 30 - Referrals.**

For matters not covered by this statute, reference is made to the provisions of First Book, Chapter II, art. 36 and following of the Civil Code, to the legislative decree 3 July 2017 n. 117, to the statute and regulations of the Association and of the Social Promotion Bodies to which it will affiliate and to the regulations in force on the subject of associations as applicable.