

STATUTE FOR
ASSOCIATION NOT RECOGNIZED
NON-COMMERCIAL INSTITUTION

ART. 1 – (Name and location)

1. The association called:

<< The Smart City Association Italy >>

Is formed in compliance with the article 36 and following of the Codice Civile, with registered office in Via Baracca 30, in the Municipality of Brescia. The transfer of the registered office does not involve statutory changes, but the obligation to communicate to the competent offices.

ART. 2 (Purposes)

1. The association is non-party, non-profit and carries out activities of promotion and social utility.
2. Its purposes are in details:
 - Promoting the creation of a vision of the smart community able of:
 - be inclusive of all the stakeholders of a local community
 - exploit digitalization to determine individual growth and collective wellbeing
 - promote the sharing of the possible benefits, opportunities and models of cooperation that can arise from innovation processes
 - to promote and stimulate the interest of members in the process of innovation and digitalisation of the country system and local communities, deepening technological, economic, social, ethical, management and cooperation aspects
 - to promote the dissemination of the digital culture among administrators, managers and officials of the Public Administration by promoting the dissemination of new knowledge, especially through greater attention to training and management of human resources but also through comparison and cultural interaction with other stakeholders of our local communities;
 - to facilitate and disseminate the knowledge of international experiences in the creation of smart communities in terms of service quality, sustainable development, application of new technologies, digital transformation of processes and development of new models of economic growth;
 - to enhance the transition of the typical skills and abilities of our culture (creativity, precision, reliability, commitment, etc) in the new digital world in order to support a new model of diffusion of digital Made in Italy in European and global networks
3. To achieve the purposes indicated above, the Association:
 - promotes meetings, conferences, seminars and cares of printed and digital publications and any other communication initiative that meets the institutional goals;
 - stimulates the participation of members in initiatives promoted by other associations and organizations, national and international, pursuing similar goals;

- favors the comparison, aimed at the exchange of ideas and professional experiences, with representatives of the political, entrepreneurial, academic and liberal professions, taking into particular consideration the younger members;
- performs any other activity, not included in the preceding paragraphs, deemed coherent, necessary or useful for the achievement of its purposes

ART. 3 – (Members)

1. All the natural, juridical persons, institutions and associations, even international ones that share the aims and accept the present statute and the possible internal regulations are admitted to the Association.
The competent body to deliberate on the applications for admission is the Board of Directors.
The refusal must be motivated. The applicant, in the application for admission, must specify his complete generality by committing himself to pay the membership fee. The adhesion of a new member will be confirmed at the first useful meeting of the Assembly
2. There are 4 categories of members:
founders: those who have promoted the association and have signed the Constitutive Act
ordinary: those who pay the registration fee annually approved by the Assembly and are presented by at least two members
supporters: they are those who in addition to the ordinary quota, provide extraordinary voluntary contributions and are presented by at least two members
honorary: they are persons nominated by the Assembly for particular merit acquired in favor of the Association or people of renown in the sphere of the competences necessary for the development of Smart Cities and can be part of the possible Scientific Committee.
Ordinary members and supporting members can be collective members. Collective members are all associations, organizations or bodies that request to join the Association. For this type of membership, the application must be accompanied by a description of the activities carried out (and by the by-laws, if any). Each collective member can be represented, as well as by his own legal representative, also by his own delegate, to be indicated at the time of accession. On the occasion of the participation in the shareholders' meeting, the delegate of the collective shareholder expresses a single vote.
3. Admission to a member is indefinite, without prejudice to the right of withdrawal
4. The association provides for the intrasmissibility of the membership fee or contribution with the exception of transfers due to death and non-revaluation of the same.

ART. 4 – (Rights and duties of members)

1. Members have the right to elect the corporate bodies and to be elected in the same.
2. They have the right to be informed about the activities of the association and to be reimbursed for the expenses actually incurred in carrying out the activity performed.

3. Shareholders must pay the membership fee within the terms and comply with this statute and any internal regulations.
4. The members will carry out their activities in the association mainly in a personal, voluntary and free, non-profit, even indirect, by reason of personal availability.

ART. 5 – (Withdrawal and exclusion of the member)

1. The member can withdraw from the association by written communication to the Board of Directors
2. The member who contravenes the duties established by the statute can be excluded from the Association.
3. The exclusion is deliberated by the Board of Directors and after having listened to the justifications of the interested party. The exclusion of a member by the Board of Directors will be confirmed at the first useful meeting of the Assembly. However, an appeal to the ordinary judge is permitted.

ART. 6 – (Social bodies)

1. The organs of the association are:
 - The Assembly of Members,
 - The Board of Directors,
 - Chairman,The Assembly may resolve to establish:
 - The Scientific Committee
 - The Board of Auditors
 - The Board of Arbitrators
2. All social offices are assumed free of charge

ART. 7 – (Assembly)

1. The Assembly is the sovereign body of the association and is composed of all the members.
2. It is called at least once a year by the President of the association or by whoever takes his place by written notice to be sent at least 10 days before the date set for the meeting and containing the agenda of the works;
3. The Assembly is also convened at the request of a third of the members or when the Board of Directors deems it necessary.
4. The Assembly can be ordinary or extraordinary. It is extraordinary that called for the modification of the statute and the dissolution of the association. It is ordinary in all other cases

ART. 8 – (Tasks of the Assembly)

1. The assembly must:
 - approve the final and estimated balance sheet;
 - approve the amount of the annual social quota;
 - determine the general programmatic lines of the association's activity;

- approve any internal regulations;
- definitively decide on applications for new membership and exclusion of members;
- elect the Chairmain and the Board of Directors;
- possible establishment and appointment of the members of the Board of Auditors;
- possible establishment and appointment of the members of the Board of Arbitrators;
- possible establishment and appointment of the members of the Scientific Committee;
- deliberate on anything else required by law or by statute, or submitted for examination by the Board of Directors.

ART. 9 – (Validity of meetings of the Assembly)

1. The ordinary assembly is regularly constituted on first call if the majority of the members with voting rights are present; on second call, to be held also on the same day, whatever the number of those present, on their own or in delegation.
2. No more than three proxies are admitted for each member.
3. The deliberations of the ordinary assembly are taken by a majority of those present and represented by proxy, are expressed by open vote except those concerning persons and the quality of persons (or when the Shareholders consider it appropriate).
4. The extraordinary shareholders' meeting approves any amendments to the by-laws with the presence of half plus one of the shareholders and with a deliberate decision by a majority of those present; dissolves the association and donates its assets with a favorable vote of $\frac{3}{4}$ of the members

ART. 10 – (Verbalization)

1. The discussions and resolutions of the meeting are summarized in a report prepared by the secretary and signed by the chairman.
2. Each member has the right to consult the report and obtain a copy of it

ART. 11 – (Board of Directors)

1. The Board of Directors is composed of a minimum of three and a maximum of seven (specify the number of members that must be odd at least three) members elected by the assembly among its members.
2. The Board of Directors is validly constituted when the majority of the members are present. (In the event that the board of directors was composed of only three members, it is validly constituted when all are present). It decides by majority of those present.
3. The Board of Directors performs all the ordinary and extraordinary administrative acts not expressly delegated to the Assembly; draw up and present the annual report on the activity of the association, the final balance sheet and the budget.

4. The Board of Directors holds office for n. 3 years and its components can be re-elected.
5. The Board of Directors appoints one or more Vice-Chairman, the Treasurer and the Secretary.

ART. 12 – (Chairman, Vice Chairman, Secretary and Treasurer)

1. The Chairman has the legal representation of the association, presides over the Board of Directors and the Assembly; convenes the Shareholders' Meeting and the Board of Directors both for ordinary and extraordinary calls.
2. In case of his absence or impediment, duly certified, he is replaced by the Vice-Chairman or by the most senior councilor. The Secretary takes care of the keeping and conservation of the social books. The Treasurer takes care of the cash register and accounting records.

ART. 13 – (Board of Auditors)

1. The Board of Auditors, if appointed, is composed of three Members elected by the Assembly outside the members of the Board of Directors and stays in office for three years. It is his / her task to verify the formal and substantial regularity of the accounting on a six-monthly basis. The report is drawn up with a special report to be attached to the final balance sheet. The assignment is intended as free of charge, except for the reimbursement of expenses that are analytically documented and related to the performance of the assignment.

ART. 14 – (The Board of Arbitrators)

1. The Board of Arbitrators, if appointed, is composed of three members elected by the Assembly and holds office for three years. It is his / her task to verify compliance with the statutory and regulatory provisions of the Association and decides unquestionably on issues related to the association relationship and the conflicts between the corporate bodies and between these and the Members. The assignment is intended as free of charge, except for the reimbursement of expenses that are analytically documented and related to the performance of the assignment.

ART. 15 – (Scientific Committee)

1. The Scientific Committee, if nominated, can be composed up to a maximum of three Members elected by the Assembly and stays in office for three years. It is his task to support the Board of Directors on proposals for planning and disseminating activities. The assignment is intended as free of charge, except for the reimbursement of expenses that are analytically documented and related to the performance of the assignment.

ART. 16 – (Economic resources)

1. The economic resources of the association consist of:
 - a. membership fees and contributions;
 - b. contributions from individuals,
 - c. inheritance, donations and legacies;
 - d. other revenue compatible with the relevant legislation
2. The association has the prohibition to distribute, even indirectly, profits and operating surpluses as well as funds, reserves or capital during the life of the institution, in favor of directors, members, participants, workers or collaborators and in general to third parties, unless the destination or the distribution are not required by law, or are made in favor of entities that by law, bylaws or by regulation, are part of the same and unified structure and carry out the same activity or other institutional activities directly and specifically provided for by current legislation.
3. The association has the obligation to reinvest any profits and operating surpluses exclusively for the development of the functional activities in pursuit of the institutional purpose of social solidarity.

ART. 17 – (Economic-financial report)

1. The economic-financial report of the association is annual and runs from the first of January of each year. The balance sheet contains all the income and expenses incurred for the past year. The estimate account contains the expenditure and revenue forecasts for the following annual financial year.
2. The economic-financial report is prepared by the Board of Directors and approved by the ordinary general meeting with the majorities provided for by the present statute, deposited at the headquarters of the association at least 20 days before the meeting and can be consulted by each member.
3. The final balance sheet must be approved by 30 April of the year following the end of the financial year

ART. 18 – (Dissolution and devolution of assets)

1. The eventual dissolution of the Association will be decided only by the assembly with the modalities of which to the art. 9.
2. The association has the obligation to devolve the assets of the non-commercial body in the event of its dissolution for any reason, to another non-commercial entity that carries out a similar institutional activity, unless different destination imposed by law with similar purposes or for the purposes of public utility, having heard the control body referred to in Article 3, paragraph 190, of the Law of 23 December 1996, n. 662, and unless otherwise specified by law;

ART. 19 – (Final provisions)

For all that is not expressly provided for by this statute the provisions of the Civil Code and the laws in force on the subject are applied.

Signed:

Mr. _____ (Raffaele Gareri)

Mr. _____ (Pieter Bastiaan Boorsma)

Mr. _____ (Giovanni Fazio)

Mr. _____ (Angelo Bozza)