

ANNEX A
STATUTE
of the Social Promotion Association
“Refugees in Libya - APS”

Art. 1 - Constitution, name and headquarters

It is established, pursuant to the Civil Code and Legislative Decree 3 July 2017 n. 117 and subsequent amendments and additions, a Social Promotion Association called: **“Refugees in Libya -APS”**, with registered office in the Municipality of **Bologna**, operating on a non-profit basis.

Any transfer of the registered office within the same municipality does not entail a change to the bylaws and may be decided by resolution of the ordinary assembly. The duration of the Association is unlimited.

Art. 2 - Purposes and activities

The Association pursues civic, solidarity and socially useful purposes through the continuous carrying out of activities of general interest pursuant to art. 5 of Legislative Decree 3 July 2017 n. 117 and subsequent amendments and additions, mainly in favor of members and third parties aimed at:

R) humanitarian reception and social integration of migrants;

In particular, for the achievement of the pre-established aim and with the intention of acting in favor of the entire community, the Association aims to:

1. carry out information, awareness and advocacy campaigns for the defense of people on the move, refugees seeking asylum and all people potentially in a position to access international and national protection institutions.
2. Concretely support initiatives by civil society, secular and religious bodies, humanitarian, cultural, political and diplomatic associations aimed at denouncing and eliminating violations of human rights that occur in border or transit areas or affected by the phenomena of outsourcing of borders. Contribute to overcoming the physical and legal obstacles faced by people fleeing following humanitarian crises caused by wars and conflicts, climate change and environmental crises, economic-social inequalities, famines and hunger.
3. Give a voice to people on the move to understand, know and denounce violations of rights, freedom and, in general, of the conditions that lead millions of people around the world to move in situations of sometimes even extreme insecurity, up to the limit of concrete risk to

- die and suffer torture and be forced into conditions of semi-slavery.
4. Fight the impunity of authorities and institutions that violate or fail to fulfill their mandate to protect all human beings and protection seekers in particular and create accountability mechanisms through which national and international bodies are held accountable for their actions.
 5. Counter the criminalization of solidarity and migration in all their respective forms: Support Human Rights defenders in their claims and support the evacuation and safety processes in all cases of persecution
 6. Support the overcoming - in certain contexts - of the current vulnerability criterion in evacuation programmes, in consideration of the widespread state of fragility, endemic violence and constant life risk to which all migrants in transit or sedentary are forced.
 7. We support all actions times

Evacuations to safe lands where our rights will be protected and respected.

Justice and equality among refugees and asylum seekers registered with UNHCR in Libya. The abolition of funding for the Libyan coast guards who have constantly and forcibly intercepted refugees fleeing the Libyan hell and brought them to Libya where all the atrocities befall them.

The closure of all detention centers in Libya, entirely financed by the Italian and European authorities.

The authorities should bring to justice the perpetrators who shot and killed our brothers and sisters both inside and outside detention centers.

Libyan authorities stop arbitrary detention of occupiers at the UNHCR office.

Call on Libya to sign and ratify the 1951 Geneva Refugee Convention.

8. Carry out any other activity connected or similar to those listed above and carry out, always in compliance with the relevant legislation, any contractual act or operation necessary or useful for the direct or indirect realization of institutional purposes.

The activities referred to in the previous paragraph, or those directly connected to them, are aimed at members and third parties, and are carried out continuously and mainly through the personal, voluntary and free services of its members. If necessary, it is possible to hire employees or make use of self-employment services, also using its associates within the limits established by current legislation.

The Association may carry out activities other than those of general interest but secondary and instrumental to them, in accordance with the provisions of current legislation regarding the third sector. Their identification is made by the Board of Directors.

Art. 3 - Economic resources

The Association draws the economic resources for the functioning and carrying out of its activities

from:

- 1) membership fees and contributions;
- 2) inheritance, donation and legacies;
- 3) contributions from the State, the regions, local authorities, public bodies or institutions, also aimed at supporting specific and documented programs carried out within the scope of the statutory purposes;
- 4) contributions from the European Union and international bodies;
- 5) income deriving from the provision of agreed services;
- 6) proceeds from the sale of goods and services to members and third parties, including through the carrying out of commercial, secondary and instrumental economic activities; 7) donations from members and third parties;
- 8) revenue deriving from promotional initiatives aimed at own financing, (e.g.: parties, subscriptions including prizes);
- 9) any other entry permitted pursuant to Legislative Decree 117/2017.

The common fund, made up - by way of example and not exhaustively - of operating surpluses, funds, reserves and all assets acquired in any capacity by the Association, can never be distributed among the members during the life of the association nor at the time of its dissolution, pursuant to current legislation on the third sector.

It is forbidden to distribute, even indirectly, profits and operating surpluses, as well as funds, reserves or capital during the life of the association, unless the destination or distribution is imposed by law.

Operating surpluses must be used to carry out institutional activities. The financial year of the Association begins and ends respectively on 1 January and 31 December of each year. At the end of each financial year, the Board of Directors draws up the final budget or statement and submits it for approval to the Members' Assembly within 4 months. A copy of the final balance sheet will be made available to all members together with the convocation and of assembly which has its approval on the agenda. The financial statement documents are drawn up pursuant to Legislative Decree 117/2017 and the related implementation rules.

Art. 4 - Members of the Association

All individuals who decide to pursue the association's purpose and comply with its statute can join the association without any type of discrimination. Members have the same rights and same duties. Any and exceptional foreclosures, limitations, exclusions must be motivated and strictly connected to the need to pursue the aims of social promotion that the association aims to achieve. Both natural persons and other third sector bodies or other non-profit bodies can be members, provided that the number of such bodies does not exceed 50% (fifty percent) of the number of Social Promotion Associations.

The number of members is unlimited. The founding members and all non-profit natural and legal

persons who undertake to contribute to the realization of the Association's aims are members of the Association.

Membership in the Association is for an indefinite period, without prejudice in any case to the right to withdrawal.

Art. 5 - Criteria for admission and exclusion of members

Admission as a member, approved by the Board of Directors, is subject to the presentation of a specific written application by the interested parties in which the commitment to comply with this statute and to observe any regulations and resolutions adopted by the bodies of the Association is made explicit. .

The Board of Directors takes care of noting the new members in the members' register after they have paid the annual membership fee, with the simultaneous issuing of the membership card. Any rejection of the application must always be motivated and communicated in writing; the aspiring member who is not admitted has the right to appeal against the provision, within thirty days of its communication, at the first meeting of members that will be convened.

In the case of applications for admission as an associate presented by minors, they must be countersigned by the person exercising parental responsibility.

For members who are minors, the right to vote at the meeting, only for acts which cannot entail liability for them, even of a financial nature, is exercised, until they reach the age of 18, through the exercising parental responsibility.

In the event of an application presented by subjects other than natural persons, it must be presented by the legal representative of the requesting party membership.

Member status is lost:

- by death;
- for withdrawal;
- for forfeiture due to failure to pay the membership fee per year; • by exclusion:
 - for behavior contrary to the aims of the Association;
- for persistent violations of statutory obligations, any regulations and resolutions adopted by the Association's bodies.

The exclusion of members is decided by the Board of Directors. In any case, before proceeding with the exclusion, the charges leveled against the member must be notified in writing to the member, allowing the right to reply. The member has the right to lodge an appeal against the exclusion provision, within thirty days of its communication, at the first meeting of members that will be convened. Until the date of the Assembly the provision is considered suspended. The exclusion becomes effective from the entry in the shareholders' register following the resolution of the Assembly which has ratified the exclusion provision adopted by the Board of Directors.

Withdrawal by members must be communicated in writing to the Association. The Board of

Directors takes note of this in its first useful meeting.

The withdrawal or exclusion of the member is noted by the Board of Directors in the members' register.

The withdrawn or excluded member is not entitled to a refund of the membership fees paid. Membership fees are non-transferable and non-revaluable.

Art. 6 - Rights and duties of members

Members have the right to:

- participate in all activities promoted by the Association;
- enjoy the active and passive electorate; in the case of legal persons or entities, the right to access associative positions is recognized by their legal representatives or agents;
- view the company books and all documentation relating to the management of the Association, upon written and motivated request which must be acknowledged by the Board of Directors no later than 30 days, with the possibility of obtaining a copy at one's own expense.

Members are obliged to:

- observe this statute, the internal regulations and the resolutions legally adopted by the associative bodies;
- refrain from any behavior that conflicts with the aims and rules of the Association
- pay the membership fee referred to in the previous article;
- contribute, within the limits of their possibilities, to the achievement of the statutory objectives.

Art. 7 – Volunteers

Volunteers are people who by their free choice carry out, through the association, activities in favor of the community and the common good, making their time and skills available.

Their activity must be carried out in a personal, spontaneous and free way, without profit, not even indirectly, and exclusively for solidarity purposes.

The volunteers' activity cannot be remunerated in any way, not even by the beneficiaries.

Volunteers can only be reimbursed by the association for expenses actually incurred and documented for the activity performed, within maximum limits and under the conditions previously established by the Board of Directors: in any case, flat-rate expense reimbursements are prohibited. Being a volunteer is incompatible with any form of subordinate or self-employed employment relationship and with any other paid employment relationship with the association. Pursuant to the provisions of articles 17 and 18 of Legislative Decree no. 117/2017, the association must insure volunteers against accidents and illnesses related to the carrying out of volunteering activities,

as well as for civil liability towards third parties.

Art. 8 - Bodies of the Association

The bodies of the Association are:

- the Shareholders' Meeting;
- the Board of Directors;
- President;
- the possible Board of Auditors;
- any Supervisory Body.

The election of the Association's bodies cannot be in any way constrained or limited in compliance with the maximum freedom of participation in the active and passive electorate.

Art. 9- The Assembly

Assembly may be by teleconference

The General Assembly of members is the highest deliberative body of the Association and is convened in ordinary and extraordinary sessions. It is the sovereign body of the Association and the Board of Directors ensures the implementation of the decisions taken by it. Members who have paid the membership fee for the current year and have been registered in the membership register for at least three months have the right to vote at the meetings. Each member may be represented in the Assembly by another member with written proxy. Each member cannot receive more than 3 proxies.

The Assembly is convened by the President of the Board of Directors at least once a year for the approval of the budget or final report and whenever the President himself or at least two thirds of the members of the Board of Directors or one tenth of the members deem it appropriate . The Assembly is chaired by the President of the Board of Directors or, in his absence, by the Vice-President and in the absence of both by another member of the Board of Directors elected by those present.

Calls must be made via written notice in paper and/or electronic form to be delivered at least 15 days before the date of the meeting.

It is permitted to provide for the possibility of participating in the meeting by means of telecommunications or voting by correspondence or electronically, provided that it is possible to ascertain the identity of the member who participates and votes.

The Assembly is validly constituted on first call when at least half of the members are present or represented. In second calling, which cannot take place on the same day as the first, the Assembly is validly constituted regardless of the number of members attending or represented, at least 30 minutes after the time of calling.

The resolutions of the ordinary Assembly are taken by majority vote. The ordinary assembly:

- appoints and dismisses the members of the corporate bodies;

- appoints and revokes, when required, the person in charge of the statutory audit of the accounts; • approves the budget;
- decides on the responsibility of the members of the corporate bodies and promotes liability action against them;
 - decides on the exclusion of members in the event of appeal by the excluded member;
- decides on the rejection of applications for admission of new members in the event of appeal by the aspiring member who is not admitted;
- approves any regulations for the meeting's work;
- establishes the guidelines for the annual activity;
- allocates any operating surpluses to institutional activities;
- decides on other objects attributed to it by law, by the deed of incorporation or by the Statute or proposed by the Board of Directors.

The Extraordinary Assembly decides on changes to the statute, on the transformation, merger or split and on the dissolution of the Association.

To change the statute, the favorable vote of half plus one of the members is required at the first call, on second call, the presence, in person or by proxy, of at least half of the members and the favorable vote of three-quarters of those present are required.

To decide on the dissolution of the association and the devolution of the assets, the favorable vote of at least three quarters of the members is required.

The members of the administrative body do not have the right to vote in budget resolutions and in those that concern their responsibilities.

Art. 10 – The Board of Directors

The Board of Directors is the administrative body of the Association. It is made up of a number of members of no less than 3 and no more than 15 elected by the Members' Assembly. The members of the Board of Directors remain in office for 1 year and can be re-elected for consecutive terms. Only members can be part of the Board of Directors.

In the event that, due to resignation or other causes, one of the members of the Board of Directors lapses from office, the Assembly of members provides for the replacement in the immediately following session; or the Board of Directors can replace him, appointing the first among the non-elected, subject to ratification by the immediately following Assembly of members, who remains in office until the expiry of the entire Board.

In the event that more than half of the members of the Board of Directors expire, the Assembly must appoint a new Board.

The Board of Directors:

- appoints within it a President, a Vice-President and a Secretary; • ensures

the execution of the resolutions of the Assembly;

- prepares budget or statement;
 - establishes the amount of the annual membership fee;
 - decides on applications for new memberships and on measures to exclude members; •
- decides on any internal regulations and their variations;
- provides for ordinary and extraordinary administrative activities that are not the responsibility of the Shareholders' Meeting.

The Board of Directors is chaired by the President or in his absence by the Vice-President and in the absence of both by the oldest member.

The Board of Directors is convened with written communication to be sent also by e-mail, 10 days before the meeting. In the absence of this formality, the Council is still validly constituted if all the directors are present.

As a rule, it is convened every 2 months and whenever the President or, on his behalf, the Vice-President deems it appropriate, or when at least two thirds of the members request it. It passes its resolutions with the presence of the majority of its members and the favorable vote of the majority of those present.

If the Board of Directors is made up of only three members, it is validly constituted and decides when all of them are present.

The minutes of each meeting, drawn up in written form by the Secretary and signed by him and by whoever chaired the meeting, are kept in the records.

Art. 11 - The President

The President, appointed by the Board of Directors, has the task of presiding over the same as well as the Members' Assembly, establishes the agenda of the meetings of the Board of Directors, presides over them and coordinates the activity of the Association with initiative criteria for all matters not exceeding ordinary administration.

The President is responsible for the legal representation of the Association before third parties and in court. In case of his absence or impediment, his functions fall to the Vice-President, also appointed by the Board of Directors. In the event of confirmed definitive impediment or resignation, it is up to the Vice-President to convene the Board of Directors within 30 days for the election of the new President.

The President ensures the execution of the resolutions of the Board of Directors and, in exceptional cases of necessity and urgency, assumes its powers. In this case he must simultaneously convene the Board of Directors for the ratification of his actions.

Art. 12 - The Board of Auditors

The Board of Auditors, if appointed, has administrative control functions, is made up of 3 members

and is elected by the Assembly even from among non-members. The Board of Auditors remains in office for the duration of the Board of Directors and is re-electable. It controls the administration of the Association, the correspondence of the budget with the accounting records and ensures compliance with the Statute. It can participate in meetings of the Board of Directors and in Assemblies, without the right to vote, and prepares its own annual report on the final balance sheet.

Art. 13 - Control Body

He is appointed in the cases provided for by Legislative Decree 117/2017.

The Supervisory Body, if appointed:

- Supervises compliance with the law, the statute and compliance with the principles of correct administration;
- Supervises the adequacy of the organisational, administrative and accounting structure and its concrete functioning;
- It also exercises accounting control in the event that a person in charge of the statutory audit of the accounts is not appointed or in the event that one of its members is a statutory auditor registered in the appropriate register;
- Carries out tasks of monitoring compliance with civic, solidarity and social utility purposes;
- It certifies that the social balance sheet has been drawn up in compliance with the law. The social report acknowledges the results of the monitoring carried out.

The members of the Supervisory Body can at any time carry out inspection and control actions and, to this end, can ask the administrators for information on the progress of corporate operations or on certain affairs.

Art. 14 - Dissolution

The dissolution of the Association must be decided by the Extraordinary Assembly with the favorable vote of at least three quarters of the members with the right to vote. In the event of dissolution of the Association, the residual assets are donated, subject to the positive opinion of the Regional Office of the Single National Register of the Third Sector, mandatory from the moment in which this Office is established, and without prejudice to the destination imposed by law, to other third sector bodies, in accordance with the provisions of Legislative Decree 117/2017.

Art. 15 - Postponement

For anything not expressly reported in this statute, reference is made to the Civil Code and other laws in force on the matter.