

Via Querinissima, from myth to history

THE STATUTE
Approved on 22/6/2022

Articles of Association
Amended Shareholders' Meeting of 24 September 2022



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Headquarters c/o Veneto Region Palazzo Sceriman

Dorsoduro 3901 – 30100 Venezia

STATUTE OF THE ASSOCIATION

Article 1 - Name, Seat and Duration

1. It is constituted between Veneto Region (IT), Nordland County Council (N); Region Gotland (S); Municipality of Cadiz (Sp); Autorità di Sistema Portuale del Mare Adriatico Settentrionale Porti di Venezia e Chioggia (IT); Pro Loco di Sandrigo (IT), Confraternita del Baccalà alla Vicentina (IT) and CERS Italia (IT) on the basis of Articles 14 et seq. of the Italian Civil Code and their implementing provisions, an association with the following name " Via Querinissima, dal mito alla storia" (Via Querinissima, from myth to history), henceforth referred to as the "Association" with its registered office in Venice, at the Veneto Regional Council - Dorsoduro 3901, with an indefinite duration. The registered office may be changed by decision of the General Assembly and does not entail any change to these Articles of Association.

2. The operational headquarters is located in Venice, at the Direzione Beni Attività Culturali e Sport of the Veneto Regional Council, Cannaregio 168 - palazzo Sceriman. The headquarters may be changed by decision of the Executive Board according to the strategies and programmes it implements and does not entail any change to these Articles.

Article 2 - Aim, Purpose and Activities

1. The association is non-profit-making and does not share profits.

2. The purpose of the Association is to create a network of European subjects for the realisation, development and promotion of a cultural itinerary that enhances the tangible and intangible heritage along the route taken in 1431 by Pietro Querini.

3. Through the cultural itinerary called "Via Querinissima", the Association intends to regulate, promote and assist the activities of its members in order to highlight, from a scientific, cultural, social, tourist and commercial point of view, the historical relations that have existed, and still exist today, between the countries that from the Mediterranean Sea to the Arctic Circle are part of the journey made by Pietro Querini.

4. The Association also aims to pursue the following objectives of international interest:

- I. Promoting relations with European institutions (Council of Europe, European Union and other international organisations).
- II. Initiating close cooperation with the European Institute of Cultural Routes in Luxembourg.
- III. Promoting dialogue and the exchange of good practices, concerning the enhancement of the route, cities and ports with other European and Mediterranean Cultural Routes.
- IV. Carrying out initiatives aimed at publicising, protecting, promoting, enhancing and coordinating the "Via Querinissima" by carrying out promotional and publicity campaigns, offering technical, planning and economic assistance to members, organising twinnings between participating European cities, and organising events and seminars.
- V. Developing educational and cultural encounters and organising exchanges with universities and high schools in the participating cities with a view to a better cultural and historical understanding that promotes European identity and its importance in European culture.
- VI. Developing research and studies, scientific, cultural, artistic, social, economic, tourist communication between member cities and countries through projects, initiatives, activities that can promote the knowledge of the different realities and a better dissemination of the European cultural image and identity and applied research paths in the heritage and tourism sector.
- VII. Creating international networks in order to facilitate the development of and participation in cooperation projects within the framework of programmes and calls for proposals promoted by the European Union and other international bodies.
- VIII. Promoting projects for the maintenance, protection and restoration of public cultural property and support publicly owned cultural institutions and places such as museums, libraries and archives.
- IX. Promoting and organising initiatives to strengthen citizens' knowledge of their roots and consolidate a common European identity.

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X. Harmonising the promotion activities of the territories by enhancing their cultural, commercial and tourist vocation and promoting the marketing of local products.

5. The association may join bodies and organisations of an international, national or regional nature in accordance with its legal obligations, may participate in or promote the establishment of institutions, companies, associations or bodies of any legal nature as long as they do not conflict with its corporate purposes and especially in connection with the presentation of study, research, development and other projects in order to receive funding, financial support and sponsorship.

6. The Association may carry out fund-raising activities also in an organised and continuous manner and by means of solicitation to the public or through the sale or provision of goods and services of modest value using its own resources and those of third parties - through the solicitation of donations, bequests and contributions of a noncontributory nature - in order to finance its activities of general interest and in compliance with the principles of truthfulness, transparency and fairness in its relations with supporters and the public.

Article 3 - Composition

1. The Association is composed of:

- *Founding members*: those who have signed this memorandum of association. They pay the annual contribution and have the right to vote at the General Assembly;
- *Ordinary Members*: those who joined after the Association was established. They pay an annual contribution and have the right to vote at the General Assembly;
- *Honorary Members*: those who have acquired particular merits for their work in favour of the Association and/or who participate in the work of the Scientific Committee or who have distinguished themselves on a cultural and scientific level; they are appointed by resolution of the General Assembly upon proposal of the Executive Board and are not subject to the payment of registration or membership fees. They participate in the General Assembly, without voting rights.
- *Friends of the Via Querinissima*: natural or legal persons, public or private, who participate in association projects that promote and contribute to the enhancement and development, including commercial development, of the "Via Querinissima" cultural route. These subjects pay a fee upon joining the Association and undertake to support the implementation of the association's projects of interest. Although they do not have the right to vote in the General Assembly, they may propose ideas and projects in accordance with the procedures laid down in the Association's General Rules and Regulations.

Article 4 - Admission and Number of Members

1. The number of members is unlimited.

2. Individuals, public and private organisations and associations that share the Association's aims and participate in the Association's activities with their work, skills and knowledge may join the Association.

3. Admission is decided by the General Assembly upon proposal of the Executive Board. Admission becomes effective upon payment of the relevant membership fees.

Article 5 - Loss of Associate Status

1. Membership may cease when:

- exclusion is provided for by law;
- loss of the requisites for membership or the member is no longer able to participate in the achievement of the purposes of the association;
- the member does not observe these Articles of Association or engages in behaviour that morally and materially harms the Association;
- non-payment of dues.

2. Exclusion is decided by the General Assembly which, before the final decision to be taken at the first useful meeting, shall hear the member in accordance with the principle of cross-examination and the right of defence.

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3. The member may always withdraw from the association. The declaration of withdrawal takes effect with the end of the current year, provided it is made at least three months in advance. The withdrawing member is in any case bound to fulfil the obligations or tasks already resolved and/or undertaken.
4. Membership rights in the Association are not transferable.
5. Amounts paid as membership fees are non-refundable, revalidable and transmissible.
6. Members who have ceased to belong to the Association in any case have no claim on its assets.

Article 6 - Bodies

1. The organs of the Via Querinissima Association are:
 - General Assembly;
 - Executive Board;
 - President;
 - Scientific Committee;
 - Statutory Auditor

Article 7 – General Assembly

1. The Assembly is composed of all members. Only founder and ordinary members have the right to vote.
2. Meetings of the Assembly are also validly constituted when they are held by means of video- or tele-conferencing, provided that all participants can be identified by the Chairman of the meeting and by all other participants, that they are allowed to follow the discussion and intervene in real time in the discussion of the topics discussed, that they are allowed to exchange documents related to such topics, and that all the above is recorded in the minutes of the meeting. If these prerequisites are met, the meeting of the Assembly shall be deemed to have been held at the place where the Chairman of the meeting and the Secretary are located in order to allow the minutes to be drawn up and signed.
3. The Assembly is convened by the President of the Executive Board.
4. The Assembly shall be convened by written notice, containing the place, date and time of the first and second convocation and the agenda, sent at least 30 days before the scheduled date. The convocation shall be sent to the certified mail address of each Associate.
5. The Assembly meets at least once a year to approve the annual budget.
6. The Assembly must be convened when it is deemed necessary at the request of the President or when a motivated request is made by at least one tenth of the members. In the latter case, the meeting must be held within twenty days from the date of the request.
7. The Assembly is chaired by the President of the Executive Board, or, in the event of his absence or impediment, by the Vice-President. The President appoints a Secretary, who is in charge of drawing up the minutes, which shall be signed by both.
8. The Assembly is validly constituted in first call with the presence of half plus one of the members present, in person or by proxy, and in second call whatever the number of members present, in person or by proxy.
9. The Assembly shall decide by a majority of votes.
10. Amendments to the Articles of Association require the presence of at least $\frac{3}{4}$ of the members and the favourable vote of the majority of those present at first convocation. In second convocation, only the favourable vote of $\frac{3}{4}$ present is required.

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11. The dissolution of the Association with the appointment of the liquidator and the devolution of the assets requires the favourable vote of at least $\frac{3}{4}$ of the members.

12. The Assembly has the following mandatory powers:

- a. It appoints and dismisses the members of the association bodies and, if applicable, the person in charge of the statutory audit;
- b. It approves the annual accounts, the balance sheet and the budget;
- c. It decides on the admission and exclusion of members;
- d. It decides on amendments to the Memorandum and Articles of Association;
- e. It approves any general rules of operation;
- f. It decides on the dissolution, transformation, merger or demerger of the association;
- g. It deliberates on other matters assigned to its competence by the Law, the Memorandum of Association or the Articles of Association.
- h. It approves the annual programme upon proposal of the Executive Board, gives the general guidelines of the Association and defines promotion projects and programmes;
 - i. It determines the amount of the membership fee that is the same for all members and the fee for the Friends of the Via Querinissima and expresses its opinion on the special forms of activities in compensation for the payment of the membership fee provided for in the "Common Fund" article;
- j. It deliberates on other matters at the request of the Executive Board.

Article 8 - Executive Board

1. The Executive Board is the administrative body of the Association, which is responsible for all administrative activities of the Association.

2. The Executive Board acts in implementation of the will and general directions of the Assembly to which it is directly accountable and by which it can be dismissed for serious reasons.

3. By 30 June of each year, the Executive Board shall prepare a report on the activities of the Association in the previous year and send it to all Members.

4. In addition to the President, the Executive Board consists of between 2 and 8 members appointed by the Assembly for a term of two years, who may be re-elected, and who remain in office until new members are appointed. After the appointment, the number of members of the Board remains unchanged for the duration of the Board's term of office.

5. Everything that is not, by law or by the statutes, the exclusive responsibility of the Assembly or other association bodies falls within the remit of the Executive Board.

6. The Executive Board is convened on the initiative of the President or when requested by at least $\frac{3}{5}$ of the members. In the latter case, the meeting must take place within twenty days from the date of the request.

7. The convocation shall be sent to the certified mail address of each member at least fifteen days before the meeting with an indication of the items on the agenda.

8. The Executive Board is validly constituted at first convocation when half plus one of its members are present; at second convocation, whatever the number of members.

9. Resolutions are passed by a majority of those present. In the event of a tie, the vote of the President shall prevail. Minutes shall be kept of the meetings.

10. The Executive Board is vested with the broadest powers for the management of the association. In particular, and among others, the tasks of this body are

- a) to execute the resolutions of the Assembly;
- b) to appoint the Scientific Committee and the Advisory Body
- c) to appoint the Staff Director;

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- d) to formulate programmes of association activities on the basis of the lines approved by the Assembly;
- e) to prepare the annual economic and financial statement and the budget, which it submits to the Assembly for approval;
 - f) to authorise all acts and contracts relating to association activities;
- g) to take care of the management of all movable and immovable property owned by the association or entrusted to it;
- h) to draft one or more internal regulations for the ordinary conduct of social activities to be submitted to the Assembly for approval.

11. The members of the Executive Board may be granted permanent delegations by the President to take care of one or more of these tasks or temporary delegations to manage particular events, reporting back to the collegiate body.

12. Minutes of the meetings shall be drawn up and signed by the President and the person responsible for drafting them.

13. All these functions are free and unpaid.

Article 9 – President and Vice President

1. The President is the legal representative of the Association - in its internal and external relations, vis-à-vis third parties and in court - and performs all acts, including the stipulation of the same, that bind it externally, holds overall responsibility for the management and smooth operation, and may delegate operational powers to the members of the Board.

2. It is elected by the General Assembly from among its members by a majority of those present.

3. The President holds office for as long as the Executive Board and ceases to hold office due to expiry of the term of office, voluntary resignation or revocation for serious reasons, decided by the Assembly with the majority of those present. At least one month before the expiration of the term of office of the Executive Board, the President convenes the Assembly to appoint the new President and the new Board members. His term of office is renewable.

4. The Executive Board may appoint a Vice President from among its members, who replaces the President in all his duties whenever he is absent or prevented from attending.

Article 10 - Scientific Committee and Advisory Body

1. The Scientific Committee is appointed by the Executive Board. This includes academic experts and professors in disciplines related to the aims and objectives of the Association.

2. The Supporters Advisory body is appointed by the Executive Board and includes persons who, due to their professional or work activities or to their promotional or amateur initiatives, are recognised as experts in matters pertaining to the Association's objectives and purposes.

3. The appointment procedure and the activities of the two bodies are governed by specific regulations, to be sent to the Prefecture-Territorial Government Office.

4. The members of the two bodies may be invited by the President to attend the meetings of the General Assembly and the Executive Board, without voting rights.

Article 11 - Statutory Auditor

1. The Statutory Auditor - chosen by the Executive Board from among those listed in the relevant Register established by law - has the auditing function provided for by the laws in force. He remains in office for three years and may be re-appointed. He may attend meetings of the Executive Board without voting rights.

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Article 12 - Director and Staff

1. The Executive Board appoints the Staff Director who is entrusted with the activities pertinent to the achievement of the objectives of ordinary operations and strategic development, planned by the statutory bodies and in particular by the President. The Director, who may also be chosen from among the members of the Executive Board, avails himself of a staff composed of professionals already employed by the member bodies and, if necessary, of professionals deemed suitable in terms of curricula and skills through collaboration agreements.

2. The Director is also entrusted with the performance of the Association's ordinary activities on the basis of the economic and financial indications within the limits set out in the financial plan approved by the Assembly and manages the activities according to the guidelines of the Executive Board and the related economic administration. The Director has signatory power in respect of the Association's bank account.

3. The Staff Director attends the meetings of the Executive Board and the General Assembly, without voting rights.

Article 13 - Assets of the Association

1. The Assets of the Association - divided into an endowment fund and an operating fund - consist of:

- membership fees paid by members;
 - the fee paid by the Friends of Via Querinissima;
 - donations and offerings;
 - revenues from partnerships and the use of the logo;
 - public and private grants and fundraising;
 - all other revenues authorised by national and European law;
- moveable and immovable property, as well as contributions and donations however received from natural or legal persons, public or private.

2. The funds are used according to the social purpose. The annual membership fee to be paid by founding and ordinary members is decided by the Assembly and must be paid by 30 April of the relevant financial year.

3. The endowment fund to guarantee third parties allocated at the time of the association's establishment amounts to 15,000 euros. This fund is financed by 10% of the association's membership fees and unrestricted income for particular functions/activities up to an amount of 50,000 euro. The Executive Board shall, on the basis of the Association's income and activities, assess any further additions to this fund consistent with the Association's aims and ongoing activities.

4. Particular forms of activities in support of the Association may be authorised by the Assembly as compensation for the membership fee within the limits of the Association's financial equilibrium.

5. The Association may carry out all financial, real estate and securities activities and transactions, which are in any case consistent, useful and necessary to achieve its objectives, and may finance scholarships.

6. The association is non-profit-making and therefore cannot distribute, even indirectly, profits, operating surpluses and funds and reserves however denominated to founders, associates, workers, collaborators, directors and other members of the association's bodies, even in the event of withdrawal or other individual dissolution of the association's relationship.

Article 14 - Budget and Financial year

1. By the end of each social year, the Executive Board prepares the final balance sheet and the budget for the following social year.

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2. Both budgets are sent by the President to all members at least 15 days before the Assembly at which they are to be discussed.

Article 15 - Financial Year

1. The financial year opens on 1 January and closes on 31 December of each year.

Article 16 - Dissolution

1. In the event of the dissolution of the Association, the Assembly decides on the devolution of the assets to another association with a similar purpose or to cultural purposes of public benefit.

2. The liquidator, appointed pursuant to Article 7(11), shall exercise his function under the direct supervision of the President of the Ordinary Court.

Article 17 - Referral Rule

1. For matters not expressly provided for in these Articles of Association, the provisions contained in the Civil Code and in the laws in force concerning recognised associations shall apply.