

STATUTES

"International Association of Mediterranean Agro-industrial Wastes Onlus "IAMAW - Onlus".

Article I: Name and Concept

It is established the non-profit and socially relevant international Association named "International Association of Mediterranean Agro-industrial Wastes", with the acronym IAMAW-Onlus. IAMAW-Onlus is an international non-profit scientific association, working in the public interest with only social solidarity objectives in the sector of instruction, training and R&D, to boost issues related to treatment and recycling of Mediterranean waste streams and by-products of agro-industrial activities, in an environmental-sensitive manner. The term Mediterranean refers to climatic/edaphic condition and not to geographic location. The Association is established for an indefinite period of time and it will not promote and perform activities different from those listed in the present document and in the statute and closely related to them. The Association is structured as Onlus, according to the current Italian laws, and uniforms all its activities at principles of internal democracy, principles to be always applied to interpret and apply any regulations quoted in the statute and to perform any activities within the association.

Article II: Objectives

The objectives of IAMAW are:

- ✓ To foster environmental solutions for agro-industrial, forestry and municipal organic by-products, residues, waste and effluents through reduction, treatment, reuse and amelioration.
- ✓ To promote scientific research in the above-mentioned fields.
- ✓ To organise working groups that will advance knowledge and expertise through knowledge exchange.
- ✓ To promote knowledge dissemination and transfer of know-how among members, end-users, stakeholders and to the scientific world, mainly through professional conferences and symposia.
- ✓ To Improve and demonstrate the feasibility and economic sustainability of the proposed solutions.
- ✓ To create working relations in order to foster international research with institutes/scientists working in the field beyond the Mediterranean region; and, to access financial and technology resources. This will be done with relevant international bodies (FAO, EC, UNEP etc.), scientific organisations (ISSWA, ESCORNEA, Groupe Polyphenols etc.), European Technology platforms (SusChem, Food for life, Plants for the future, Forestry, Biofuels etc.), ERA-Nets, COST actions, regional authorities and associations and industrial partners.
- ✓ To assist policy-makers in defining more rational and uniform laws and regulations in the field of Mediterranean waste management and in the identification of Best Available Technologies (BAT).

Article III – Activities

The Association will:

1. Hold International Congresses at regular intervals.
 - a. The Congress is normally held every other year. The date and place are recommended by the Board and approved by the General Assembly (GA).
 - b. During the Congress a GA will be held, which is open to all members of the Association.
 - c. The Congress President is nominated by the Organizing Committee of the Congress, and appointed by the Board.
2. Arrange international workshops and symposia as well as other international meetings.
3. Establish Working Groups according to the main scientific disciplines involved in its scope of interests.
4. Form relationships and cooperate with other governmental and nongovernmental organisations in its field of interest.

5. Edit, produce and distribute information, reports and scientific or technical publications, reserving the exclusive rights and copyrights to the Association according to Italian law.
6. Use other legal means to achieve the objectives of the Association.
7. To the aim of collect money through not lucrous actions, the association can perform minor economical activities according to the Italian d.m. del 25/5/1995 in the direction of pursue institutional objectives of the association without the use of professional tools developed for competing on the market.

Article IV - Membership Categories, membership admission and criteria

IAMAW-Onlus guarantees an identical treatment without temporal limits and with the same to all vote right and relevance to all members. Each member can provide only its own vote to the General Assembly. People with less than 18 years cannot become member of the Association. All members have to attend and apply the regulations reported in the present document and the decisions taken by the General Assembly as well as the regulations reported Assembly statute developed by the Board. The subscription fee have to be due regularly by each member with the exception of honorary members, who do not have registration fee (see below). Members are allowed to attend the Association General Assembly and to submit suggestions and require clarifications to the Board.

The Association is comprised of the following membership categories:

1. **Individual:** An Individual Member is a person who is working in, or associated with the field of Mediterranean agro-industrial waste management, irrespective of his/her geographical location.
2. **Organisation:** An Organisation Member is any public or private organisation and institution (also represented by their official delegate) which is working in, or associated with the field of Mediterranean agro-industrial waste management, irrespective of its geographical location.
3. **Student:** A Student Member, graduate or undergraduate, is an individual enrolled full-time at a college or university on programs related to the scientific and technological priorities of the association.
4. **Honorary:** An Honorary Member is an individual or organisation, designated by the General Assembly in recognition of his/her special services to IAMAW. Honorary members are appointed for life by the General Assembly and are exempt from payment of annual dues.

To become member, a formal application along a formal declaration of acceptance of aims, regulations and obligations of the association, have to be submitted to the Board. The applicant has to provide the complete membership form and to pay the registration fee, which might also be higher than the basic one, that has to be due, decided by the managing committee.

The managing committee has to evaluate the membership applications received within 60 days. If no acceptance letter is provided within the 60 days, the application has to be considered rejected. The managing committee is not obligated to provide motivations for its decision but it has to refund the applicant for the registration fee paid at the application stage. The applicant admission is decided by the Board upon positive votes by 2/3 of the present committee members.

Any member of association can leave it in any moment; his/her decision becomes active at the beginning of the second month after that in which the recess letter is received by the Board.

In the case of relevant moral issues, actions clearly against the main objectives and finalities of the association or that might adversely affect its activities programs and strategies, any member can be excluded by the association, with a formal decision taken by the Association General Assembly *ad hoc* ruined. The exclusion becomes formally effective 30 days after the formalization of exclusion communicated by the General Assembly through a formal communication where the decision is adequately motivated and supported. Any member who does not pay the registration fee for two consecutive years is automatically excluded from the Association.

Article V - The Organisational Structure of IAMAW-Onlus

IAMAW-Onlus functions through an organisational structure comprised of the following bodies:

I. The General Assembly

II. The Board, composed by number of members between 7 and 11, including the President, who heads it, two Vice-Presidents, the Treasurer and the Managing Secretary

III. Audit Committee.

Article VI - The General Assembly (GA)

1. The GA is comprised of all members of IMAAW-Onlus and it may be convened ordinary and extraordinary.

The ordinary GA is convened once a year to approve the budget and the related report regarding the current year and that planned for the coming one (normally within June 30th) as well as the annual audit.

In addition, GA has the following duties:

a) To elect the members of the Board (among which the President, the Vice Presidents, the Treasurer and the Managing secretary) of IMAAW-Onlus, from among members who proposed their candidatures.

a) To select the auditors

b) To approve the programs and budget of the Association proposed for the current year by the president

c) To approve, through extraordinary meetings in the presence of 2/3 of the present members, changes in the Statutes and Internal Regulations, the dissolution of the Association and the disposal of the Association's funds.

d) To define the internal regulations dealing with the Association programs and activities as well as the rules for their changes.

e) To define the general lines for the policies and programs of the Association

f) To approve the programs of the Association submitted by the Board

g) To approve the locations of the Congresses and GAs as proposed by the Board.

h) To designate Honorary Members.

J) To make decisions regarding the disposal of the Association's funds.

The assembly can be convened through mail or e-mail, at least 60 days before the meeting date, with the list of subjects to be examined during the meeting together with the meeting venue and starting time related to first and second convene. The assembly is convened by the Board or upon specific request by one-third of the Association members.

When a special meeting of the GA (Extraordinary GA) is called, it can be carried out in writing, by e-mail or video conferencing when appropriate. In such cases, quorum is achieved when one-third of the members of the GA have voted, by mail or via the association website within the deadline defined by the Board. If the quorum mentioned is not reached at the date indicated, the Board can decide to prolong/postpone the vote operations once for not more than 7 days.

In a first convene, one-third of the members of the GA constitutes a quorum, whereas it is guaranteed by any number of members in the case of second convene.

GA decisions are made by simple majority vote. Exceptions are changes in statutes.

The assembly is chaired by the association President, or, if absent, by one of the two vice presidents.

Minutes will all decisions taken by the GA are prepared by the secretary.

When changes in statutes or GA dissolution are discussed, GA is able to formalize the decision taken only if 2/3 of members are present. In the case of identical number of votes, the President decides for the GA. Any member can be formally represented in ordinary or extraordinary GA meetings by another member of the association by providing him/her with a written mandate.

Article VII - The Board

The Board is composed by 7 to 11 members including the President, the two Vice Presidents, the Treasurer and the Management Director/The Board Members are elected for a two year period and can be re-elected consecutively only once, The President of the board cannot be re-elected. No salary is provided to the Board members; however, costs of missions or other activities performed by the board members for the Association will be fully reimbursed. At the end of the 2 years, the existing Board continues to deal with the ordinary administration up to the election of new board, which should be voted within 6 months.

The board is convened anytime the President considers it necessary. To this aim the President can use any communication tools and he/she has to inform the Board members at least 15 days before the meeting, with the exception of exceptional cases. The board members are invited through formal written invitation or by e-mail and video conferencing can be also used, when appropriate.

The board decisions will be taken by the majority of members present and, in case of identical votes, by the President. Minutes of the meetings will be prepared by the secretary.

The Board duties are:

- a) To deliberate on the statute contents
- b) To deliberate on the new members, with the exception of honorary members who are identified by the GA
- c) to develop the final budget, supported by a dedicated report, and the budget for coming year, both to be submitted to the GA in the due time, according to the statute;
- d) to deliberate for the establishment of new association's dependences and for their coordination;
- e) to define the minimum annual association registration fee;
- f) to be responsible for any other GA general management issues.

A member of the Board can leave or to be invited to leave his/her position when:

- a) she/he presents a written request to the board; the request becomes active since the second month after its formal acceptance by the Board .
- b) she/he makes actions against/contrasting the Association mission and strategies as well as the regulations reported in the statute; in this case, the decision is taken by GA specifically convened;
- c) she/he does not join Board meetings for 3 times consecutively, without providing any written justifications

Article VIII - The role of the President

The President is elected by the GA together with Board. She/he represents IAMAW-Onlus in all of its activities and chairs the Board. The president convene the GA and the Board, takes care to the decisions took by both bodies, the administration of the association, the observation of the statute and of the other association regulations, by also promoting, whenever it is necessary, their improvement. She/he also takes care to the correct development of consolidated and provisional budget balances, and to the related reports to be submitted to the Board and to the GA.

The president position is subjected to the same restrictions mentioned above for the member of the Board.

The older Vice President represents the President once she/he ceases his activity up to the end of his/her mandate or up to her/his re-election.

Article IX - The role of the Vice President

Together with the President, the GA nominates the two Vice Presidents with the task to frank the President and to represent her/him anytime she/he cannot carry out her/his functions. The mandate is 2 years long and the management of vice President position is the same as that mentioned above for the President and the Board members.

Article X - The Secretariat and the Treasurer

The Secretariat and the Treasurer, which are a 2 years-positions, are elected by the GA

The administrative Secretary is responsible for the preparation of minutes of meeting of GA and Board and assist the President in her/his activities related the management of Association. She/he is also responsible for the conservation of all minutes, for the list of the association members and of all their details (nationality, full address, working group joined, etc)

The Treasurer is responsible for the management of the budget, the preparation of final and provisional budgets and related reports.

Article XI – Audit committee

The audit committee is composed by 5 people (3 effective and 2 substitutes) and nominated by the GA. They can also be non members of the association, are in charge for 3 years and can be re-elected.

This position is incompatible with that of being member of the Board. The committee can attend the GA and Board meetings, without the possibility of voting, but that of guaranteeing the correctness of procedures adopted by the Board, in the budget management and related activities, including the budget report preparation, the annual final and provisional budget preparation, description and presentation

Article XII – Documents of the Association

The Association harbors all documents required by international law, including the tributary ones, all minutes and reports produced by the GA, Board and the Audit committee as well as the full list of Association members.

Article XIII – Association Properties and incomes

1.) The propriety of association is composed by all mobile and static properties of which the association received from public and private associations, private people and budget accumulated through an effective association management

2.) To achieve its objectives, the association can rely on the following incomes, which compose the association Management Funds:

-Annual dues and subscriptions

-Sponsorships, donations and bequests

- Collection of consumables and equipments

-Revenue from the association properties

-Revenue from its activities,

-contributes received by private and public, national and international institutions and budget from EU

-properties donated and testamentary legacies

.revenue due to commercial (i.e., sales of publications) or minor productive activities

-revenue due to the subscription of conventions

3.) All the activities are carried out on voluntary basis; the income of the Association can be rarely used for payment of temporary co-workers, who might also be Members of association; however, this is allowed only if it limited with respect to the voluntary basis activities.

Are reimbursed only necessary expenses when adequately documented in the due time with respect to the statute and current legislation. No salaries are provided to members of the Board, President, Vice presidents, Secretariat Director and Treasurer, unless differently stated by the Board; in any case, such Board decisions have to reflect the Onlus association regulations imposed by law.

4.) There are no restrictions on the budget provided; however, it has to be considered a donation and there is a minimum fee to be obligatorily provided. The restitution of the budget provided is never refunded. Finally, the budget provided becomes an indivisible part of the overall budget of association and therefore cannot be transfer to other individuals and does not guarantees additional benefits

5.) The minimal registration fee due at the association registration stage is annually fixed by the Board. This is the fee that any old and new member has to pay before the GA meeting in which the final budget balance is presented and approved.

Article XIV - Utilisation of Funds of the Association

1. Unless differently indicated by law, the income and property of the Association are to be applied solely toward the promotion of the Association's objectives and may not be used directly or indirectly for payments in form of subsidies or similar contributions to members or directors except for the payment of one travel cost expenses (under the most economic conditions and maximum of two days of accommodation) per year for the Association bodies members, and solely for those members living in a country outside of the place where the ordinary GA is taking place and in the case that the Association finances have an excess of funds to allow for these expenses. In case of scarcity of funds, the payments may be ranked by order of categories by the Board;

2. In the case of the dissolution of the Association, any funds remaining after settlement of all obligations may not be distributed to IMAAW-Onlus members, but must be transferred to other Onlus

associations that pursue aims of general interest, according the Control Body after Art.3, comma 190 of the Italian Law L.23.12.1986 n.662, unless differently indicated by the Italian Government.

Article XV - Internal Regulations and Operational Guidelines

1. The GA approves the Internal Regulations to assure the execution of these Statutes.
2. The Internal Regulations shall specify the organisation and functioning of the Association.
3. The Board shall establish Operational Guidelines consistent with the Internal Regulations. Operational Guidelines prescribe how the management and operation of the Association will be accomplished.
4. The working language of the Association shall be English.

Article XVI - Applicable law

To accomplish any indications not specifically reported in the present statute, regulations quoted in the Italian “Codice civile” and related Italian laws currently applied have to be used. Of special relevance are requirements reported in D.Lgs. 4.12.1997 n°460 dealing with Onlus associations and those of book V of the Italian “Codice civile”.

In case of controversies in the Statute interpretation, the Italian version of the present document will be considered the official one and the one to be used.

Article XVII – ONLUS

The association agreed on using the terms : ”organizzazione non lucrativa di utilità sociale” or the acronym “ONLUS” in all communication/dissemination activities towards the large public