

## **Statute of the Association**

### **“Juvenilia, European Network of Young Opera Friends”**

#### **PART I – PRELIMINARY NOTIONS AND DEFINITIONS**

##### **1. NAME**

The network of Associations “Juvenilia, European Network of Young Opera Friends” (hereinafter “Association” or “Association Juvenilia” or “Network of Juvenilia”) is established, as a non-profit organization in accordance with the Italian Civil Code and the legislative decree 117/2017 cd. “Codice del Terzo Settore”.

##### **2. STATUTORY SEAT**

The Association has its registered office in Via Silvio Pellico Nr. 6, I- 20121 Milano, Italia, at the association “Amici del Loggione del Teatro alla Scala”, and with unlimited duration and then determined, in case of modification, by the Board of Directors.

##### **3. PURPOSES**

1. The association was founded as a network of autonomous associations, which share the same values and objectives in the cultural union of Young opera enthusiasts, ballet and classical music from all over Europe.
2. The association is non-profit and is intended for
  - a. Organization and management of cultural, artistic or recreational activities of particular social interest, including activities, also editorials, promotion and dissemination of musical culture;
  - b. Organization and management of tourist activities of cultural interest;
  - c. Coordination, enhancement and development of the activities and initiatives undertaken by the associations and foundations in support of the European theatres that represent and disseminate the opera, symphonic, concert, chamber music and ballet;
  - d. Supporting the desires expressed by the many young Europeans passionate to the aforementioned arts and advancing their demands at every institutional level;
  - e. Creating a sense of European citizenship through the development of future generations of enthusiasts of the aforementioned arts through the organization of international meetings;
  - f. Collaborating with the different European and international institutions sharing similar aims.
  - g. Create, cultivate and expand a Network of international youth associations that promote opera, symphonic, lyrical, symphonic, concert, chamber and ballet music.

##### **4. AFFILIATED CLUBS OF THE JUVENILIA NETWORK**

1. The present article and the following article 4-bis define the three levels of participation and association to the Juvenilia Network. The use of the terms “Association” and “Club” is equivalent.
2. In general, all institutions (associations, foundations and theatres) that unite among their associates and supporters people aged between 18 (eighteen) and 35 (thirty-five) years can join the network of associations Juvenilia. The number of member associates is unlimited.
3. Regardless of the subdivision referred to in paragraph 1 of this article, the affiliation of the Associations to the Juvenilia Network means that all members and supporters between 18 (eighteen)

and 35 (thirty-five) years of age can attend the Network and its events, which organized by all members and supporters aged between 18 (eighteen) and 35 (thirty-five) years of the aforementioned Associations.

4. The first level of association, which confers the status of "Member Club", is reserved for all those associations that have a legal form of association registered with the competent authorities of their country of origin and have a Statute duly filed with the same authorities.
5. The status of "Member Club" gives the right to vote in the General Assembly of the Network Juvenilia and the right to have a representative with voting rights in the Council of Presidents of Network Juvenilia, as regulated by art. 14 of the present Statute.
6. In any case, the associates maintain their full autonomy in accordance with their individual statutes.

#### **4-bis. OTHER MEMBERSHIPS AND INDIVIDUAL MEMBERSHIP**

1. The second level of membership is for all clubs that do not meet the requirements of paragraph 4 of the preceding article or do not want to be an official "Member Club" and confers on the Club concerned the status of "Auditor Club" (Consulting Club).
2. The Club will not have the right to vote at the General Assembly of the Juvenilia Network, but can participate as an auditor. Moreover, it will not have the right to have a Representative in the Council of Presidents.
3. The "Auditor Club" may in any case provide non-binding opinions and advice to the Juvenilia Board of Directors or to the Council of Presidents.
4. In any case, in accordance with paragraph 3 of the previous article, each "Auditor Club" and its individual Members have the undiscussable right to participate in any event or activity organized by the Juvenilia Network.
5. If the "Auditor Club" meets the requirements of paragraph 4 of the previous article, it can at any time formulate a request to the Board of Juvenilia to obtain the status of "Member Club".
6. The status and relative rights of the "Auditor Club" are recognized and conferred on Entities or Institutions (e.g. Festivals or Theaters) that do not have within them or are not Associations with the requirements of paragraph 2 of art. 4, but which collaborate in any way with the Juvenilia Network in the organization of events and that - in any case - share the purposes of art. 3 of this Statute.
7. The recognition of the status of "Auditor Club" in the cases mentioned in the previous article will be evaluated each time by the Juvenilia Board of Directors, after hearing the non-binding opinion of the Council of Presidents.
8. The third level of membership, defined as "individual participation", is reserved for all those who individually participate - for any reason and without being members of any Club - to the initiatives of the Juvenilia Network. Voting and representation rights in the Council of Presidents are excluded, while is allowed the participation at the General Assembly as observer / auditor.

#### **5. ADMISSION OF THE CLUBS**

1. Clubs or other Institutions that wish to be admitted to the Juvenilia Network must make an explicit written request to the Juvenilia Board of Directors, attaching a brief report on their legal status and their activities, related or connected with opera, symphonic music and ballet, dedicated to young people up to 35 (thirty-five) years old.
2. The Board of Directors examines the documentation submitted and the existence of the requirements required by this Statute; after hearing the opinion of the Council of Presidents, which is in any case not binding, the Board of Directors decides on the acceptance of the application by absolute majority.
3. Once the application has been accepted, both for "Member Clubs" and "Auditing Clubs", admission will be confirmed by signing the "Declaration of Association" which is attached to this Statute (App. 1): This Declaration - which will certify the level of association and the relative obligations - will be provided directly by the Board of Directors and must be returned duly filled in and signed.
4. In any case, the Juvenilia Board of Directors will always evaluate on a case by case basis the applications for admission of each requesting Club and will have the faculty to confer, after a non-binding opinion by the Council of Presidents, the status of "Member Club" - and the related

rights - even to those clubs that do not meet the requirements of paragraph 4 of Article 4, but which at the same time have distinguished themselves by history, tradition, participation and organization of the events of Network events, activities and number of internal members.

5. Individual participation (third level of association) pursuant to art. 4-bis paragraph 8 of the present Statute does not require signing the Declaration referred to in the previous point.
6. The payment of a membership fee is foreseen exclusively for "Member Clubs" (first level of association) and is regulated by art. 7 of the present Statute.

## 6. RIGHTS AND DUTIES OF CLUBS

1. Only the "Member Clubs" are obliged to pay the annual membership fee and have the right to
  - a. express their vote at the General Assembly;
  - b. elect the members of the Board of Directors;
  - c. nominate their own Members to the Board of Directors according to art. 20 of the present Statute;
  - d. have their own representative within the Council of Presidents.
2. All Members of "Member Clubs", "Auditor Clubs" and all individual participants have the right to:
  - a. be informed of the activities of the Association and to monitor its progress;
  - b. participate in all the initiatives and events promoted by the Association;
  - c. participate in the elaboration of the program of activities;
  - d. participate in all the initiatives and events promoted by the Association;
  - e. take note of the agenda of the assemblies, participate in them according to the status of their association, examine the financial statements and consult the associative books.
3. "Member Clubs" and "Auditor Clubs" have the obligation to:
  - a. comply with this Statute and any Internal Regulations;
  - b. carry out one's activity towards others in a spontaneous and free, non-profit, even indirect way;
  - c. maintain regular contact with the Juvenilia Network according to art. 8 paragraph 2 of the present Statute;
  - d. inform their Members about news concerning the Association and its activities through the communication channels usually used by the member (including, but not limited to, newsletters, social media, assemblies).
4. The third level members will have the obligation to respect the Statute of the Juvenilia Network, the possible Internal Regulations and the conditions of participation from time to time required for the events and the events they attend.

## 7. SUBSCRIPTION/PARTICIPATION FEE FOR THE MEMBER CLUBS

1. The payment of the annual fee is foreseen only for "Member Clubs" (first level membership status).
2. Each "Member Club" in good standing according to art. 8 is obliged to pay - within 30 (thirty) days of the Assembly for the approval of the financial statements scheduled for the month of April of each year - an annual fee calculated from year to year on the basis of the actual fixed costs of the Juvenilia Network and better defined by art. 23 of the present Statute.
3. By 30<sup>th</sup> April of each year, at the time of presentation of the budget for the current year, the Board of Directors - after hearing the non-binding opinion of the Council of Presidents - presents to the General Assembly the estimate of the actual fixed costs of the Juvenilia Network and proposes the amount of the membership fee that will be discussed, negotiated and agreed upon by an absolute majority during the General Assembly.
4. Once the annual membership fee has been defined, it will be the duty of the Board of Directors to inform all member Clubs of the relative amount, which must be paid within 30 (thirty) days from the date of approval of the Budget, and of the modalities of payment.
5. "Auditor Clubs" and Level 3 individual members are not required to pay annual fees.

## 8. DEFINITION OF “GOOD-STANDING” MEMBER CLUB

1. A Juvenilia Network “Member Club” is considered in good standing when it is not in restructuring, is not currently in arrears with its financial obligations to the Network for the current and previous fiscal years and maintains regular contact with the Network.
2. By “regular contact” the present Statute includes all those behaviours – even individually considered – that prove a regular connection between the Member Club and the Juvenilia Network, i.e. organization, participation, promotion of Network events, and dissemination of the principles, activities and developments of the Network.
3. The concept of “regular contact” also applies to Hearing Clubs, but they cannot be put into restructuring according to the definitions in the following paragraph.
4. A Club is considered in restructuring when:
  - a. during the elections for the renewal of the Board of Directors of the Club, the latter is not constituted - for lack of candidates or at least half plus one of its members;
  - b. the Club is in arrears in the payment of the fee as per art. 8 of the Statute and remains in arrears – in spite of reminders – up to one week before the General Assembly convened for the approval of the financial statement;
  - c. the Club discontinues “regular contact” for one year without providing any information whatsoever to the Juvenilia Board of Directors.
5. With reference to letter a) of the previous paragraph, it should be noted that the Board of Directors of Juvenilia may exceptionally intervene in that internal circumstance as a mediator/consultant in order to manage the situation in the best way, aiming at the preservation of the Club's Board of Directors in difficulty.
6. The restructuring process will be followed directly by the Board of Directors of Juvenilia that will evaluate the individual situation on a case by case basis, it can be resolved with the reintegration of the restructured Club within the Network, or with the definitive exclusion of the Club from the Network.
7. In any case, each Club may regulate its position at any time in the life of the Association through its President with reference to the Council of Presidents or through the Club Secretariat with direct reference to the Secretariat of the Juvenilia Board of Directors.

## 9. LOSS OF AFFILIATED CLUB QUALIFICATION

1. Any “Member Club” or “Auditor Club” may lose its membership by withdrawal, exclusion or dissolution.
2. Clubs have the right to withdraw from the Association through a written communication addressed to the Board of Directors.
3. The right to withdraw from the Network may always be exercised by the Club by written communication to the Board of Directors and the effects shall be effective from the moment of acceptance by the latter.
4. In any case, the right of withdrawal must be exercised at least 1 (one) month before the end of the calendar year and the Club will still be required to pay the annual membership fee pursuant to Art. 7.
5. Notwithstanding the timescales set out in the preceding paragraph, each Club which disagrees with the amount of the fee may withdraw from the Network without making payment within 30 (thirty) days from the date of approval of the Budget.
6. A motion to exclude may be made only against clubs that have engaged in conduct likely to cause serious damage to the Network or have harmed its business or image or have violated the provisions of this Statute or other Internal Regulations or any binding resolutions of the Board of Directors.
7. The motion of exclusion will be presented directly to the General Assembly only by the Juvenilia Board of Directors. The Council of Presidents and the Member or “Auditor Clubs” may make a justified request for exclusion of any Club to the Board of Directors. The Council of Presidents and the Member or “Auditor Clubs” can make a justified request of exclusion of any Club to the Board of Directors, which will have the final decision and the possible presentation of a motion to the General Assembly.
8. Within 30 (thirty) days before the date scheduled for the General Meeting, the Board of Directors shall communicate to the Club the will to proceed to the exclusion by means of a motion to the

- General Assembly: in turn, through its legal representative or another delegate, the Club may present its defences at the General Assembly before the final vote.
9. The motion to exclude must be compulsorily included in the agenda of the General Assembly.
  10. The exclusion produces its effects following the vote of the General Assembly and implies for the Club the forfeiture of all the rights referred to in art. 6 of the present Statute as well as the revocation of the eventual assignments assigned to individual Members belonging to the excluded Club.
  11. With reference to individual participants, they may be expelled from individual events or from individual activities in which they will take part in case of behaviours that seriously violate the present Statute and the ordinary laws in force in the country hosting the event.

## **PART II - STRUCTURE AND COMPOSITION OF THE NETWORK AND PROCEDURES**

### **10. SOCIAL BODIES OF THE NETWORK**

The parties of the "Juvenilia, European Network of Young Opera Friends" Association are:

- a. the General Assembly,
- b. the Board of Directors,
- c. the Council of Presidents.

### **11. COMPOSITION AND TASKS OF THE GENERAL ASSEMBLY**

1. For participation purposes only, the General Assembly may be composed of all the Members of each "Member Club" and of each "Auditor Club", as well as any individual participant.
2. All participants shall have full rights to attend the Meeting, while, for voting purposes only, each "Member Club" is represented by its President or, by written proxy, by another member of the Club's Board of Directors or by an ordinary Member duly registered and in good standing with the membership obligations foreseen by his/her Club. Voting by proxy is permitted.
3. The Assembly elects all the offices that make up the Board of Directors pursuant to Article 20 of this Statute.
4. The Assembly shall deliberate with the majorities set forth in Article 12 of this Statute on the following matters:
  - a. fixing the amount of the annual membership fee;
  - b. approval of the final balance sheet and the annual budget presented by the Board of Directors;
  - c. approval of the general programmatic lines of the activity of the Network on proposal of the Board of Directors;
  - d. exclusion of a "Member Club" or "Auditor Club";
  - e. motion of no confidence in the Board of Directors or in one or more of its officers;
  - f. modification of the Statute;
  - g. dissolution of the Network and method of liquidation of residues.

### **12. CONVOCATION, PARTICIPATION AND VALIDITY OF THE GENERAL ASSEMBLY**

1. The Assembly is convened by the President of the Board of Directors at least twice a year, with written notice containing the date, time and place of the meeting, sent by e-mail to all Member or "Auditor Clubs", at least 30 (thirty) days before the meeting and with the specification of the agenda.
2. The Assembly must also be convened when the Juvenilia Board of Directors deems it necessary, or at the justified request of the majority of two thirds of the Council of Presidents, or at the justified request of one fifth of the "Member Clubs", or upon reasoned request of at least half of the "Auditor Clubs".
3. The Assembly is also compulsorily convened within 30<sup>th</sup> April of each year to deliberate the economic-financial report of the previous year and the Budget for the current year.

4. The Assembly is regularly constituted in first convocation if at least one representative of half plus one of the "Member Clubs" is present; in second call, the Assembly is considered constituted whatever the number of representatives of the "Member Clubs".
5. The Assembly shall be moderated by the Board of Directors in its entirety.
6. Even though the present Statute does not provide for a fixed venue for the General Assembly, the Board of Directors, however, will be required to convene it within the events or manifestations of the Network able to gather the largest number of affiliated Clubs: in this sense, the Board of Directors, subject to the non-binding opinion of the Council of Presidents, has the faculty to establish and propose during the first General Assembly of the current year the location of the following Assembly.
7. The General Assembly may also be held by audio or video conference, with participants located in places, adjoining or distant, audio/video connected provided that:
  - a. the Board of Directors that moderates the Meeting is allowed to ascertain the identity and legitimacy of those present, regulate the proceedings of the meeting, certify the regular constitution of the Assembly, ascertain and proclaim the results of any voting;
  - b. the person taking the minutes is able to adequately perceive the meeting's events that are the subject of minutes;
  - c. participants are allowed to take part in the discussion and vote simultaneously on the items on the agenda.
8. Each affiliated Club shall be entitled to consult the minutes of the meeting and to take a copy thereof.

### **13. INTERNAL VOTES OF THE GENERAL ASSEMBLY AND VERBALIZATION**

1. Pursuant to art. 11 paragraph 2, the right to vote is reserved to "Member Clubs" only and is expressed by its Legal Representative, or by another member of the Board of Directors of the Club, or by a Member by proxy in accordance with the following article.
2. The Board of Directors of the "Member Club" shall draw up a duly signed document in which it grants a proxy vote to a Member. In this document, the "Member Club" Board of Directors shall certify that the proxy Member is a member of the Club and has fulfilled its membership obligations. A "Member Club" may not delegate a vote to a Member of another Member Club. The delegated Member will be required to report the proxy and to submit the relative document to the Juvenilia Board of Directors before the beginning of the assembly, otherwise he/she will lose the right to vote.
3. The General Assembly passes resolutions with a simple majority of votes on the matters referred to in art. 11, paragraph 4, letters a) to e) and by a majority of two thirds of the votes cast on the matters referred to in letters f) and g) of the same article.
4. The vote can be expressed at the Shareholders' Meeting or by means of telematic methods with the aid of electronic devices.
5. For the elections of the Network's offices, the procedure shall be by secret ballot, unless otherwise resolved by the Assembly prior to the voting procedures.
6. In any case, each "Member Club", through its representative, may request the General Assembly to proceed to a secret ballot for any further matter under discussion, the Assembly resolves on the request by simple majority.
7. The Board of Directors is obliged to draw up the minutes of the meeting and the results of any votes taken: the minutes must therefore be sent electronically to the Secretariats of all the Member and "Auditor Clubs" of the Network within 15 (fifteen) days from the date of the Assembly.
8. The Board of Directors may record the audio of the General Assembly and shall provide it upon request, duly motivated request from a "Member Club" Representative or "Auditor Club": the refusal must be duly motivated.

### **14. COMPOSITION AND TASKS OF THE JUVENILIA COUNCIL OF PRESIDENTS**

1. The Juvenilia Board of Directors is supported by the Council of Presidents for its entire duration.
2. The Council of Presidents is composed of all the current Presidents of the "Member Clubs" that are part of the Juvenilia Network.
3. Each member of the Board has the duty to represent his own Club and his own Board of Directors within Juvenilia and every Club Representative has full rights of intervention.

4. The Council of Presidents is moderated by the Vice-President of the Juvenilia Board of Directors and is chaired by the President of the Juvenilia Board of Directors.
5. The Council of Presidents is the main advisory and collaborative body of the Juvenilia Board of Directors. Its general competencies are administrative in the field of Secretariat, Treasury and Communication, as well as specifically in the management of relations between the governing bodies of the Network and the Clubs within the Network itself. On the executive level, it has the task to represent all the Clubs of the Network and to report to the Juvenilia Board of Directors the indications, the proposals, the problems and the situations of any kind of situation presented by the Clubs during the year.
6. The Council of Presidents may also:
  - a. propose the convocation of an Extraordinary General Assembly after presentation of serious and urgent reasons evaluated from time to time by the Juvenilia Board of Directors;
  - b. propose to the Board of Directors the modification of the Statute and/or of the eventual internal Regulations;
  - c. propose a motivated motion of exclusion of a Club and a motivated motion of no confidence motion in one or more or all the against one or more or all the members of the Juvenilia Board of Directors;
  - d. propose the status of restructuring a Club in extraordinary cases considered from time to time;
7. All resolutions of the Council of Presidents shall be adopted by the affirmative vote of two-thirds of the Representatives of the "Member Clubs": The vote may be expressed in presence when the Council is physically assembled, or through electronic means with the aid of electronic devices. A "Member Club" Representative may delegate a Member of the same Club in the manner set out in Article 13, paragraph 2 of this Statute.
8. With respect to all resolutions passed by the Council of Presidents, this constitution establishes the principle of "silent consent" for all those "Member Clubs" which – through their Representatives – are part of the Council of Presidents, have been called to vote but have not appeared before the Council on the day fixed for any vote.
9. In any case, as a predominantly policy-making body, the Board cannot in any way replace the decision-making process reserved to the General Assembly in accordance with this Statute.
10. The activities of the Council of Presidents are conducted primarily by telematic means and, therefore, there are no annual obligations to convene the Council.
11. annual obligation to convene the Council: however, in the cases mentioned in paragraph 6 of this article and in all cases of voting within the Council, the latter is obliged to record the minutes of the discussion and the possible results.
12. The Council is automatically renewed with the renewal of each of the Presidents of the Clubs according to the procedures provided by the individual statutes of the Clubs. It will be the responsibility of the Secretariat of each Club to inform the Juvenilia Board of Directors about the presidential successions and the newly elected Presidents.

## **15. COMPOSITION AND TASKS OF THE JUVENILIA BOARD**

1. The Board of Directors consists of 5 members:
  - a. President
  - b. Vice President;
  - c. Councillor with responsibility for Social-Media Management;
  - d. Councillor with responsibility for Event Management and Coordination;
  - e. Councillor with responsibility for Event Management and Coordination.
2. The number of components of the Board of Directors is immutable.
3. The Board of Directors meets at least four times per year or when the President deems it necessary.
4. The meetings of the Board of Directors are convened by the President, on its own initiative or when at least two members of the Board of Directors forward him a motivated request, 10 (ten) days in advance. In case of urgency, such term can be reduced.
5. The Board of Directors is validly constituted when the majority of its members is present.
6. The resolutions of the Board of Directors are adopted with a favourable vote of the majority of its present members; should a draw occur, the vote of the President prevails.

7. The functions of Secretary are assigned to the Vice President or to a person appointed by the Board of Directors itself at the beginning of the meeting.
8. Of each Board of Directors meeting are drawn minutes, signed by the President and by the Secretary as appointed above.
9. The Board of Directors, on proposal of the President, may delegate specific tasks to one or more members of the Board of Directors itself.
10. The Board of Directors:
  - a. manages first person all the purposes referred to in art. 3 of this Statute, with the aim of cultivating and growing all types of international relationships with Association, Theatres and every other cultural institution;
  - b. commits to attend as many events as possible organized by the Juvenilia Network Clubs;
  - c. executes the General Assembly resolutions;
  - d. formulates and carries out the Network activities with respect to all ordinary and extraordinary administrative acts not expressly delegated to the General Assembly by this Statute, in execution of its resolutions and following its mandate;
  - e. can delegate single Juvenilia "Member Clubs" or "Auditor Clubs" or single members for the completion of specific acts;
  - f. drafts and presents to the General Assembly the Juvenilia network balance sheet, the profit and loss statement, and the budget;
  - g. convenes the General Assembly when it deems it appropriate;
  - h. issues regulations with regard to the Juvenilia Network activities;
  - i. deliberates on the admission of new "Member Clubs" or "Auditor Clubs";
  - j. proposes the amount of the annual associative fee;
  - k. stipulates every acts and contracts inherent to associative activities;
  - l. manages movable and immovable assets property of the Association or entrusted to the Association;
  - m. updates annually, at the beginning of each year, the "Member Clubs" list;
  - n. implements every other provision of this Statute.

## **16. TASKS OF THE PRESIDENT OF THE BOARD OF DIRECTORS**

1. The President of the Board of Directors is elected by the General Assembly and holds all the powers of legal representation and of signature on behalf of the Juvenilia Network.
2. The President of the Board of Directors, for the exercise of its functions, avails itself of the collaboration of all members of the Board of Directors.
3. Furthermore the President:
  - a. coordinates the work of the Board of Directors and its meetings;
  - b. prepares, convenes and chairs the General Assembly together with other Board of Directors members;
  - c. manages the relationships with existing clubs, with new clubs and with all entities and institutions that collaborate in any capacity with the Network;
  - d. prepares and manages, in consultation with the Board of Directors, the Network season calendar;
  - e. is active in the coordination and general organization of the Network events and exhibitions.
4. In case of absence or impediment of the President, its function is assumed by the Vice-President. At least 30 (thirty) days before the end of the Board of Directors mandate, the President convenes the General Assembly for the election of a new Board of Directors.

## **17. TASKS OF THE VICE-PRESIDENT OF THE BOARD OF DIRECTORS**

The Vice-President of the Board of Directors:

- a. personally holds the role of Network Secretary and is responsible for the email and for the institutional communication, both incoming and outgoing, to all affiliated Clubs.
- b. is in charge of the Association financial management;
- c. reports on his office to the Board of Directors and is responsible for the associative cash, which manages, and for the economic deeds executed during the completion of its function;



- d. drafts previous year balance sheet and profit and loss statement, and next year budget which will be approved by the Board before being presented to the General Assembly in charge of the final approval;
- e. manages the keeping, conservation and ordering of the accounting books and tax documentation;
- f. oversees the organization of the General Assembly;
- g. oversees all institutional and associative aspects related to the Juvenilia Network;
- h. drafts the General Assembly minute and all other institutional communications;
- i. manages the event promotion toward all Network clubs and other institutions affiliated in any capacity;
- j. is active in organizing the Network events and exhibitions;
- k. manages the communication with the Council of Presidents, moderates its assemblies and drafts the related minute.

#### **18. TASKS OF THE COUNCILLOR WITH RESPONSIBILITY FOR SOCIAL MEDIA MANAGEMENT**

- a. The Councillor with responsibility for Social-Media Management:
- b. manages, control and updates regularly the Network official website and all the Network social pages such as Facebook, Instagram and similar;
- c. manages the dissemination and innovation of the Network image at all levels;
- d. is responsible for the Network press office and for managing its relations with every press institution;
- e. generally, manages every aspect related to advertising, knowledge, use and adhesion related to the Juvenilia Network.

#### **19. TASK OF THE COUNCILLOR WITH RESPONSIBILITY FOR EVENT MANAGEMENT AND COORDINATION**

The Councillor with responsibility for Event Management and Coordination:

- a. contributes to the coordination of those international events organized by various Clubs affiliated to the Juvenilia Network, collaborating closely both with individual organizers and with theatres or other hosting entities;
- b. manages the scheduling of the events;
- c. intervenes for the negotiation of discounts and favourable solutions both with theatres and with other hosting entities and with restaurants, hotels and similar where necessary;
- d. manages the preparation of promotional material together with the Councillor with responsibility for Social Media Management;
- e. manages the registration of participants to events and, together with the Vice President, the associated payments;
- f. assists and guides the group of participants during the Network events and exhibitions.

#### **20. ELECTION AND DURATION OF THE BOARD OF DIRECTORS OFFICES**

1. All members of the Juvenilia Network "Member Clubs" have the right of passive electorate with respect to the Juvenilia Board of Directors, as long as their age is between 18 (eighteen) and 33 (thirty-three) years old, and as long as they are regularly associated to their Club, and in good standing with the associative obligations according to the Statute of the respective Club.
2. The regularity check of the member status according to the conditions mentioned in the previous paragraph belongs to the Board of Directors of each Member Club and the Juvenilia Board of Directors may ask proof of it in each moment: the member who does not possess these requisites forfeits the right of passive electorate.
3. Due to incompatibility, those members that at the moment of their candidacy hold a position within the Board of Directors of their own Club member of the Network, in any capacity as provided by the respective Statute, won't be able to present their candidacy to the Juvenilia Board of Directors.
4. Each member of each "Member Club" who is eligible can submit its candidacy no later than the tenth (10) day before the General Assembly, according to the manners specified each time by the

- Juvenilia Board while convening the General Assembly, attaching their curriculum vitae and signed motivational letter.
5. The final list of candidates admitted to the election will be sent by the seventh (7) day previous the General Assembly to the email address of each Club affiliated to the Network.
  6. The names of those candidates who are not complying with the conditions specified by paragraphs 1, 2 and 3 of this article will be excluded.
  7. The Juvenilia Board of Directors also evaluates additional reasons which can lead to an exclusion, related to honour, reliability and past conduct of the candidate, proceeding with the exclusion only on the basis of serious reasons duly motivated in writing and communicated to the specific candidate. As non-exhaustive examples, the following are considered valid reasons for exclusion: exclusion or expulsion from the candidate own Club or from the Juvenilia Network, a distrust vote from the candidate own club Board of Directors or from the Juvenilia Board of Directors.
  8. Candidacies can be withdrawn no later than seven (7) days before the General Assembly scheduled date.
  9. Any candidacy withdrawal must be promptly notified to the Juvenilia Board via email to the specified email address.
  10. The vote on the candidates is expressed by the Representative, also delegated, of each "Club Member" and each Representative can express one preference for each office, up to a maximum of 5 (five) votes in total: the vote is secret and can take place electronically depending on the information provided by the Juvenilia Board of Directors when convening the assembly.
  11. During the scrutiny, the candidates that will obtain the highest number of votes will be elected as members of the Juvenilia Board of Directors: if two or more candidates will obtain the same number of votes, a ballot between those candidates will take place, with a secret vote of those present according to what specified by the previous paragraph.
  12. The election results will be announced to the General Assembly by the outgoing Juvenilia Board of Directors and promptly communicated to all subscribers via publication on the Network website, via e-mails to the affiliated clubs and via the drafting of the General Assembly minute.
  13. The Juvenilia Board remains in office for 2 (two) years and its members can be re-elected for multiple mandates.

## **21. RESIGNATION OR DISTRUST VOTE TO A BOARD MEMBER OR THE BOARD OF DIRECTORS OFFICES**

1. Each member of the Board of Directors can resign at any time, providing an adequate motivation: after a non-binding discussion with the Council of Presidents, the Board of Directors can decide whether to reject or to accept the resignation, finally informing the General Assembly.
2. The distrust vote towards one or more members of the Board of Directors or towards the entire Board of Directors can be presented by a qualified majority of two thirds of the Council of Presidents or by a qualified majority of two thirds of the General Assembly. Causes of distrust can be:
  - a. assuming attitudes and behaviours that may bring discredit to the Network image and affect its functioning;
  - b. assuming attitudes and behaviours capable of damaging the relationships between the Network and their own components all considered, such as "Member Clubs", entities, institutions and theatres;
  - c. any theft, diversion and appropriation of the Network movable or immovable assets;
  - d. any contravention to the provisions of this Statute.
3. The Council of Presidents will contest in writing to those directly interested the facts that in its opinion can lead to a vote of distrust granting them the possibility of replying within 30 (thirty) days from the receipt of the contestation.
4. The Council of Presidents – possibly assisted by those still in charge within the Board of Directors – will convene an Extraordinary General Assembly to which to delegate the final vote on the distrust vote.
5. In case of vacancy of one or more offices or of the entire Board of Directors, the Council of Presidents – possibly assisted by the remaining offices of the Board of Directors – will call new elections for the vacant position in the manner set out in the art. 20 of this Statute: in any case, the new elected subjects will remain in office until the natural expiry of the previous mandate.

## **PART III - FINANCIAL ADMINISTRATION**

### **22. NETWORK FINANCIAL ASSETS**

1. The assets consist of:
  - a. movable and immovable assets property of the Association;
  - b. operating surpluses of the annual financial years and any reserve funds.
2. The revenues consist of:
  - a. the annual membership fees as regulated by the art. 7 of this Statute;
  - b. any income related to the organization of exhibitions or events managed directly by the bodies of Juvenilia;
  - c. from sponsorships, tenders and competitions;
  - d. from any donations, contributions, and bequest in money;
  - e. from any other source of income that can contribute to the corporate assets increase.
3. The revenues of the Association activities cannot in any case be divided among the affiliated Clubs, not even indirectly. Any operating surplus must be invested in the institutional activities provided for this Statute.

### **23. EXPENSES OF THE JUVENILIA NETWORK**

1. During the General Assembly and within the budget presentation, the Board of Directors, after consulting with the Council of Presidents, will quantify fixed and variable costs that the Network will have to bear during the considered year.
2. The items that represent fixed costs are, by way of non-exhaustive example, the following: web domain, email address management, proprietary bank account management, tax charges and legal fees all considered.
3. Similarly, the Board of Directors, after discussion with the Council of Presidents, will identify and will quantify the variable costs which, by way of example, can be: travel-related costs, all costs attributable to the management and expansion of the Network and all costs incurred in carrying out the functions of the offices of the Board of Directors.

### **24. JUVENILIA BOARD OFFICES REIMBURSEMENTS AND PROCEDURES**

1. The Juvenilia Board offices run from the respective appointments by the Assembly and are free, except for the reimbursement of those expenses related to the completion of the office and without prejudice to the possibility of compensation, if approved by the Board of Directors and by the General Assembly, with respect to assignments related to activities unrelated to the office.
2. The members of the Board of Directors are not obliged to attend all the events proposed or organized by the Network or in any case part of its seasonal calendar: however, in compliance and in pursuit of the purposes referred to in art. 3 of this Statute, they are bound to an assiduous participation descending from the functions assumed with regard to the office held.
3. In this regard, it will belong to the General Assembly to discuss, quantify and approve a maximum threshold for reimbursements attributable to the members of the Board of Directors.
4. In any case, this Statute dictates the following general rules for the allocation of reimbursements:
  - a. a reimbursement may be requested in specific cases such as, for example: the physical participation of a member of the Board of Directors to the General Assembly or to an event of great importance for the Network; the completion of those functions related to its office (signing of contracts, agreements, conventions and similar)
  - b. there is no reimbursement for participation only, not connected to other institutional duties or needs, to any event or exhibition part of the Network calendar;
  - c. the request for reimbursement must be made in writing by the applicant to the Council of President, must be signed and must be accompanied by all the supporting documents necessary to prove the expenses;
  - d. the member of the Board of Directors who wishes to obtain the reimbursement for the expenses incurred in the cases provided by the present article, must provide all the useful documentation referred to in the previous paragraph within 15 (fifteen) days from the completion of its duties;

- e. the Council of Presidents, after consulting with the other members of the Board of Directors, may reject the request for reimbursement by providing detailed reasons.
5. In any case the Board of Directors and the Council of Presidents will be both responsible for discussing in advance all the cases referred to in letter a) of paragraph 4 of this article, in order to evaluate the actual need for expenses and avoiding large cash outflows for the Network.

## **25. FINANCIAL YEAR**

1. The Juvenilia Network financial year corresponds to the calendar year.
2. The Association balance sheet and profit & loss statement are annual, starting from 1<sup>st</sup> January and contain all assets, revenues and expenses related to the past year.
3. The budget contains the expenditures and revenues forecast for the following year.
4. The balance sheet, the profit & loss statement, and the budget are drafted and approved by the Board of Directors, then finally approved by the General Assembly with the majorities provided for in this Statute, deposited at the headquarters of the Association or distributed to members also electronically at least twenty days before the date of the first convening of the General Assembly and can be consulted by each affiliated club.
5. The balance sheet and the profit & loss statement must be approved within 30<sup>th</sup> April of the year following the closure of the current financial year.

## **26. SOCIAL BOOKS, FINANCIAL BOOKS AND TAX DOCUMENTATION**

1. The mandatory social books, whose drafting criteria are set by the Board of Directors, are:
  - a. the affiliated Clubs book;
  - b. the General Assembly minutes book;
  - c. the Board of Directors meetings minutes book.
2. The accounting books and tax documentation are organized by the Board of Directors according to its own criteria, defined by autonomous resolutions.

## **PART IV - CLOSING RULES**

### **27. MODIFICATION OF THE STATUTE**

1. Proposals for substantial amendment to the Network Statue can be submitted within 30 (thirty) days from the date scheduled for the General Assembly, by the Board of Directors or by at least two thirds of the Council of Presidents.
2. For the purpose of amending the Statute, it is necessary, on first convening, the presence of at least two thirds of the "Member Clubs" with the right to vote, while on second convening it is necessary the favourable vote of at least two thirds of the present "Member Clubs".
3. With respect to mere formal, grammatical and linguistic changes, and which in any case do not intervene substantially on the contents of this Statute, the Board of Directors executes them directly after a non-binding consultancy with the Council of Presidents.

### **28. DISSOLUTION, EXTINCTION, LIQUIDATION AND DESTINATION OF ASSETS**

1. In the event that the aims pursued by the Network become impossible, the General Assembly will deliberate by vote of three quarters of the "Member Clubs" entitled to the extinction and dissolution of the Association, providing for the appointment of a liquidator, possibly chosen among the members of the Board of Directors, to whom issuing the directives of such administration.
2. The residual assets of the Association must be donated for social utility purposes.

### **29. INTERNAL DISPUTES**

1. The resolution of any dispute between any type of affiliated Club that may arise within the scope of the Association, is referred to a conciliation procedure by the Board of Directors President or, if the Board of Directors President is part of the dispute, by the Board of Directors Vice President.

2. If the disputing parties won't find a conciliation as described in the previous paragraph, the case will be primarily brought to the attention of the Council of Presidents, which will attempt a second conciliation.
3. As a last resort and exclusively in cases of urgency and gravity that may affect the good performance and image of the Network, the dispute will be brought to the General Assembly which will vote for the most appropriate conciliation and will regularly verbalize it.
4. In any case, the General Assembly must always be informed of any controversy arising within the Network, even if resolved as described above with the first two means, via a signed declaration issued by the conciliating body.
5. Any further controversy that should not be resolved according to the means described above or should be related to issues totally non-associative, will be delegated to the competent judicial offices.

### **30. TRANSITIONAL AND FINALS RULES**

1. It is the responsibility of the Board of Directors to apply for the registration of this Association in all those public registers or registers, should the conditions exist, also in order to achieve, if possible, the recognition of legal personality.
2. If the conditions allow for it and should it be evaluated, in relation to the purpose of the entity, useful and appropriate by the Juvenilia Board with simple majority, the General Assembly can decide, always with simple majority, the transformation of the Association into a Foundation according to art. 98 of the decree n. 117/17. In such a case the General Assembly will adopt all necessary measures.
3. For all that is not expressly provided by this Statute, the regulation and the provisions of the Italian Civil Code, the Italian laws in force on the subject, and the general principles of the Italian legal system apply.

*Dublin - Linz - Paris - Verona, 28<sup>th</sup> April 2021*