

STATUTE - Association for Social Development and Support

Foundation – Name – Registered Office – Duration

Art. 1. - 1) The Association for Social Development and Support named “onA.I.R.” with registered office in via G. AMENDOLA 27, in USSANA (CA), Italy, is hereby established according to Law 383/2000 and following modifications as well as in compliance with the rules and regulations about Associations for Social Development and Support and with Article 36 and the following of the Italian Civil Code. Its office can be moved to any other place following a decision by the Partners Meeting.

2) The Association “onA.I.R.”, referred to as “Association” below, has perpetual existence.

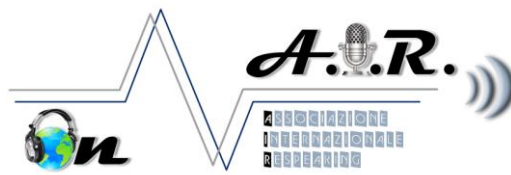
Purposes and Activities

Art. 2. - 1) The Association is non-partisan, non-profit and carries out socially useful activities for the benefit of its members as well as of third parties, in full respect of the members’ freedom and dignity.

2) The Association pursues in particular the following goals: inclusive, social, educational, cultural and recreational goals. The Association aims at: helping deaf signers and oralists in communicating and accessing audiovisual products through services based on respeaking and other subtitling and speech-to-text techniques; fostering the immigrants’ social inclusion through intralingual and interlingual subtitling; supporting disadvantaged categories with one’s services; diffusing respeaking at national and international level by professionally training young people interested in this kind of job.

3) The Association achieves its goals through the following activities, which are listed merely as examples:

- subtitling (mainly through respeaking, but also other techniques), producing, distributing and organizing film, television and theatre shows, concerts, entertainment events, performances, multimedia initiatives and artistic activities in general at local, national and international level;
- promoting the use of respeaking for minutes and report writing as well as in all the other applicable fields;
- organizing courses and training programs at local, national and international level;
- organizing conventions, seminars, conferences, debates and meetings at local, national and international level;



- publishing and distributing articles, magazines, news-sheets, CDs, DVDs as well as any other instrument promoting and spreading respeaking and subtitling in general;
 - carrying out any other task assigned by the competent authorities according to the relevant rules and provisions or by decision of the Association itself;
 - carrying out any other activity and/or service aiming at achieving the goals of the Association;
 - cooperating with other non-profit associations and organizations in order to achieve the statutory goals;
 - cooperating with other public and private organizations which are interested in various degrees in the goals stated in this Statute.
- 4) To achieve its goals, the Association can furthermore: join other organizations sharing the same goals and methods; promote occasional initiatives to collect funds in order to find the financial resources targeted solely at achieving the goal of the Association; carry out commercial and productive activities being incidental or conducive to the institutional goals.

Members

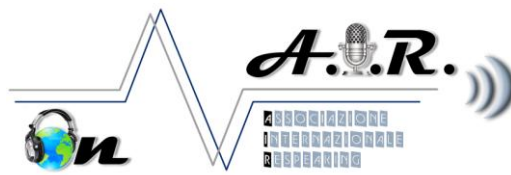
Art. 3. - 1) All physical persons, companies, non-profit associations and organizations as well as all those who share the Association's goals and intend to devote themselves to reaching them can become members of the Association. The Association excepts to the temporary nature of participation in the Association's life. The maintenance of the title of member is subject to the payment of the annual membership fee according to the terms established by the Board and the Partners Meeting.

2) The membership application shall be filled out completely and filed with the Board. The Board shall decide whether to accept or reject the applicant's request on the basis of his/her characteristics. This step is followed by the Partners Meeting's approval or rejection.

3) If the membership application is rejected, the party concerned shall be notified via email and the reasons shall be detailed.

Art. 4. Members are subdivided into five categories:

- Founding members: those who participated in the founding of the Association. They have voting rights and can be elected to the Association's offices. Their membership is subject to the annual registration and to the payment of the annual membership fee. The amount of the membership fee is suggested every year by the Board and is approved or rejected by the Partners Meeting during the budget approval meeting;
- Ordinary members: those who have requested and obtained to become members. They have voting rights and can be elected to the Association's offices. Their membership is subject to the annual registration and to the payment of the annual membership fee. The number of ordinary members is



unlimited. Ordinary members shall pay the membership fee within 10 days from their registration in the register of members. The amount of the membership fee is suggested every year by the Board and approved or rejected by the Partners Meeting during the budget approval meeting;

- Supporting members: those who have requested and obtained to become members and pay out extraordinary voluntary sums. They have voting rights and can be elected to the Association's offices. Their membership is subject to the payment of voluntary sums and has one year validity. The sums paid shall be higher than the membership fee which is suggested every year by the Board and approved or rejected by the Partners Meeting during the budget approval meeting;
- Collective members: companies, associations, organizations and all the groups of people who have requested and obtained membership. They have voting rights, but cannot be elected to the Association's offices. Their membership is subject to the annual registration and to the payment of the annual membership fee for groups, the amount of which is suggested every year by the Board and approved or rejected by the Partners Meeting during the budget approval meeting. The number of collective members is unlimited. Collective members shall pay the membership fee within 10 days from their registration in the register of members;
- Honorary members: the Partners Meeting elects honorary members for special merits. They have voting rights and can be elected to the Association's offices. Honorary members are exempt from the payment of the membership fee and their membership is of perpetual nature.

Members' rights and obligations

Art. 5. - 1) All members have equal rights and obligations, shall be informed as to all the activities and initiatives of the Association and shall carry out the jointly agreed tasks.

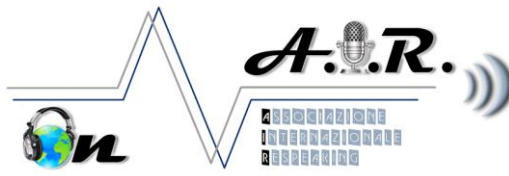
2) All members have the controlling rights established by law. In particular, members have the right to access the Association's documents, decisions, financial statements and registers.

Art. 6. - 1) Members shall pay their membership fee before the deadline and ensure compliance with this Statute and any regulation.

2) The members' behaviour towards the other members as well as outside the Association shall be based on solidarity, fairness, good faith, honesty, integrity and moral rigour, in compliance with this Statute and the Association's goals.

Art. 7. - 1) Voluntary members shall only have the right to be reimbursed for the actual costs incurred which have been authorized by the Board for the service rendered, as the Association mainly avails itself of voluntary services offered free of charge by its members.

2) If necessary, the Association can have paid working relations with its members.



Members' Resignation and Exclusion

Art. 8. - 1) Any member may resign by choice from the Association by means of written notice to be sent to the President at least 20 days before the actual resignation.

2) The title of member is lost:

a) on death;

b) for default of paying the membership fee for 2 months after the deadline;

c) for exclusion. Those members are excluded from the Association who: have damaged the Association either morally or materially; are guilty of acts of insubordination and/or repeated improper behaviour violating the statutory norms and/or internal regulations.

3) The Board deliberates on the loss of the title of member in the cases under a) and b).

4) In case of exclusion, the decision of the Board shall be ratified by the first Partners Meeting after the reasons of the party concerned have been listened to. The member who has been excluded has 30 days' time to lodge an appeal with the Partners Meeting against said exclusion.

5) The members who have resigned or have been excluded can neither ask to be reimbursed for the fees paid nor have any claim to the Association's assets.

Association's Bodies and Elective Offices

Art. 9. - 1) The Association's Bodies are:

a) the Partners Meeting;

b) the Board;

c) the President;

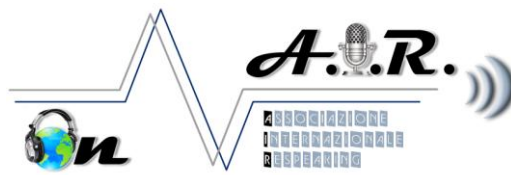
d) other offices established by the Partners Meeting;

2) All Association's offices are elective and mainly unpaid.

Partners Meeting

Art. 10. - 1) The Partners Meeting is the governing body and is presided over by the President in office.

2) All the regularly registered members have the right to participate in the Partners Meeting, provided they have paid the membership fee.

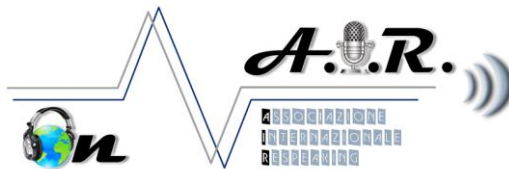


- 3) The Partners Meeting can be ordinary or extraordinary. The Meeting is extraordinary if convened to modify the Statute, to decide to move the registered office, to dissolve the Association and to transfer the assets. It is ordinary in all the remaining cases.
- 4) The Meeting is convened by the President or his/her deputy, by the Board, either when it is deemed necessary or when at least one tenth of the members present a grounded request in this regard.
- 5) The Partners Meeting is convened by the President or his/her deputy at least once a year, within four months from the end of the financial year, in order to approve or reject the final balance sheets/financial and accounting figures/budget plan.
- 6) In order to convene the Partners Meeting, the Board meets in session, decides the date and time for the first summoning as well as the date and time for the second summoning, which shall take place at least the day after the first one.
- 7) The Partners Meeting is convened by sending an email to all the members – even the suspended ones or excluded ones awaiting the Partners Meeting’s final decision – at least 15 days before the scheduled date. The notice of meeting shall include method, day, time and (physical or virtual) place of the meeting as well as the agenda with the themes to be discussed.
- 8) The Partners Meeting’s decisions are effective immediately.

Tasks of the Ordinary Partners Meeting – Validity – Voting

Art. 11. The ordinary Meeting has the following tasks:

- it discusses and approves or rejects the budget plan as well as the final balance sheets/financial and accounting figures;
- it defines and approves or rejects the annual program for the Association’s activities;
- it appoints the Councillors and the other elective offices after having determined in advance the number of components;
- it deliberates on the Councillors’ responsibilities;
- it discusses and approves or rejects any internal regulation issued by the Board for the Association’s operations;
- it approves or rejects the amount of the annual membership fee as well as the final deadline for its payment;
- it makes the final decision as to new membership applications and to the exclusion of members according to Art. 8;
- it deliberates on anything assigned to it by law or by the Statute or presented by the Board for verification.



Art. 12. The ordinary Meeting is validly constituted at the first summoning if at least half of the members having voting rights are present. For the second summoning, the Meeting is validly constituted whatever the number of the attendees.

Art. 13. - 1) The decisions of the ordinary Partners Meeting shall be made with the majority of votes.

2) In the decisions for the approval of the budget plan/financial statement and in those relating to their responsibilities, the Councillors have no voting right.

3) The vote is open, with the exception of the appointment to the Association's offices, for which the voting takes place by secret ballot.

Tasks of the Extraordinary Partners Meeting – Validity – Voting

Art. 14. - 1) The extraordinary Meeting deliberates on:

- changes to the Statute;
- moving the registered office;
- dissolving the Association;
- transferring the assets.

2) For changes to the Statute, the extraordinary Partners Meeting shall deliberate when at least two thirds of the members are present and with favourable vote from the majority of the attendees.

3) To dissolve the Association and to transfer the assets, the extraordinary Meeting shall deliberate with favourable vote from at least three quarters of the members.

Minute Recording

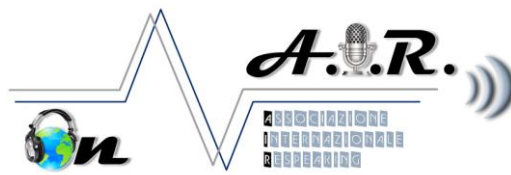
Art. 15. - 1) The decisions of the Partners Meeting shall be included, together with the summary of the debate, in the relevant minutes signed by the President and the Secretary of the Meeting.

2) In case the Secretary is absent, the minutes shall be written by an expressly appointed member of the Meeting.

3) Each member has the right to consult the minutes and to have a copy made.

Board

Art. 16. The Board is composed of five members appointed by the Partners Meeting among its members, it holds office for two fiscal years and its members can be re-elected.



Art. 17. - 1) The Board is convened by the President every time there are decisions to be made or when at least one third of the Councillors request it.

2) The (physical or virtual) summoning occurs via email at least 15 days before the meeting.

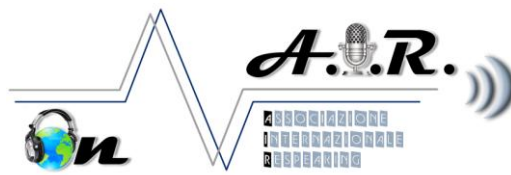
Art. 18. - 1) The sessions are valid when the majority of Councillors are present.

2) The decisions are made with the absolute majority of the attendees. The vote is open with the exception of appointments and persons.

Art. 19. The Board has full power and authority to manage the Association: it implements any executive act necessary to realize the programme of activities, unless this falls, lawfully or by Statute, into the scope of competence of the Partners Meeting. In detail:

- it executes all acts of ordinary and extraordinary management which are not referred to the Partners Meeting;
- it executes the Partners Meeting's decisions;
- it prepares the annual program of activities for the Partners Meeting;
- it compiles and presents the Partners Meeting the following for approval or rejection: the balance sheets/financial and accounting figures of the past financial year, which shall contain assets, contributions, bequests received as well as expenses divided in chapters and detailed items; the budget plan for the current year;
- it suggests the amount of the annual membership fee as well as the final deadline for its payment;
- it appoints general and special proxies;
- it enters working relations, establishes the relevant assignments, titles and remunerations;
- it suggests to the Partners Meeting the internal regulations for the operations of the Association and its bodies;
- it receives, accepts or rejects the membership applications of new members;
- it ratifies and rejects urgent measures adopted by the President;
- it deliberates on the exclusion of members as per Art. 8.

Art. 20. In case one or more Councillors drop out irreversibly, the Board takes care of the subrogation by choosing from the list of the first non-elected members. In case the list is exhausted, it calls by-elections for the members to be substituted.



The President

Art. 21. - 1) The President is the legal representative as well as the signing authority of the Association. S/he is elected by the Partners Meeting and holds office for two fiscal years. S/he is authorized to collect payments of any nature, for any reason and to issue receipts.

2) S/he presides over the Partners Meeting and the Board.

3) S/he convenes both the Partners Meeting and the Board when s/he deems it necessary.

4) S/he can appoint lawyers and attorneys in the litigations relating to the Association at all sections and degrees of judicial and administrative authority.

5) S/he can devolve all or part of her/his powers to other Councillors or members by appointing general or special proxies. In case of absence or impediment, his/her tasks are carried out by the deputy Vice-President.

Art. 22. In cases of objective necessity, s/he can adopt urgent measures to be then presented to the Board for ratification. In case the Board does not ratify said measures for grounded reasons, the President shall be solely responsible for them.

The Vice-President

Art. 23. - 1) The Vice-President is the deputy of the President and substitutes him/her in case of absence or legitimate impediment.

2) S/he is elected by the Partners Meeting and holds office for two fiscal years.

3) S/he is responsible for the execution of the decisions of the Board and of the Partners Meeting; s/he is responsible of her/his own actions before the President; s/he coordinates the executive team and can appoint assistants if needs be.

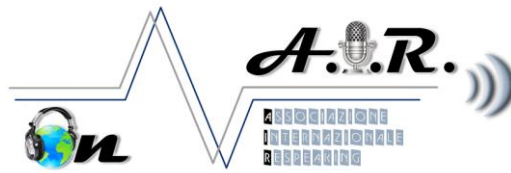
The Treasurer

Art. 24. - 1) The Treasurer is elected by the Partners Meeting and holds office for two fiscal years.

2) S/he is responsible for the administrative and financial management of the Association as to the financial and accounting activities.

3) S/he takes care of the expenses to be paid as mandated by the Board as well as of the collection of membership fees.

4) S/he is in charge of compiling the final balance sheets and the budget plan on the basis of the Board's decisions.



5) Given the Treasurer's tasks, s/he has the power to interact with banks and post offices, including the power to open or close current accounts, to sign certified cheques, carry out withdrawals, endorse cheques to be cashed and carry out any and all operations relating to the tasks entrusted to him/her by the Association's bodies.

6) S/he has free and separate signature from the President for sums the maximum amount of which is established by the Board.

The Secretary

Art. 25. - 1) The Secretary is elected by the Partners Meeting and holds office for two fiscal years.

2) S/he is responsible for writing the minutes for the sessions of the Board and of the Partners Meeting, which shall be recorded in the relevant books which are in his/her keeping together with the register of members. S/he also coordinates communication and carries out tasks devolved by the President.

The Human Resources Director

Art. 26. - 1) The Human Resources Director is elected by the Partners Meeting and holds office for two fiscal years.

2) S/he takes care of the management, justification and promotion of the integration of new members during the fiscal year.

Balance Sheets and Fiscal Year

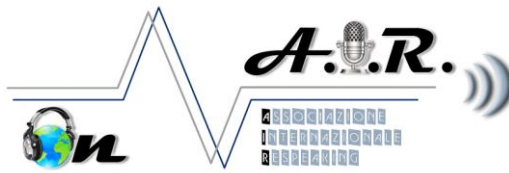
Art. 27. - 1) The fiscal year begins on January 1 and ends on December 31 of each year.

2) Before April 10 of each year, the Board shall present the following to the ordinary Partners Meeting for approval or rejection: the financial and accounting figures of the past financial year or the balance sheets containing assets, contributions and bequests received as well as the budget plan for the current year.

3) The balance sheets and budget plan are approved by open vote and according to the majorities stated in the Statute.

Revenues and Association Assets

Art. 28. The Association's revenues are made up of:



- a) membership fees and contributions of the members, in the amount established every year by the Board and approved or rejected by the ordinary Partners Meeting during the budget approval meeting;
- b) contributions from private citizens, the State, organizations, international bodies, public institutions aimed at supporting specific and documented activities or projects;
- c) voluntary contributions, grants and bequests;
- d) revenues from the rendering of services;
- e) proceeds from the transfer of assets and services to members and third parties, including economic activities of commercial nature carried out as subsidiary and ancillary activities and anyway aiming at attaining the institutional goals;
- f) revenues from promotional activities aiming at financing the Association itself;
- g) any other revenue consistent with the goals of associations for social promotion and development and allowed according to Law 383/2000.

Art. 29. For a period of at least three years, the Association shall store the documentation – indicating the sources of supply – relating to economic resources from the following: bequests, grants and legacies; contributions from the State, regions, local governments or public institutions, even when aimed at supporting specific and documented programs realized within the Association’s goals; contributions from the European Union and international bodies; revenues from the rendering of services; for the donations from members and third parties, it shall store the documentation relating to donations if aimed at tax allowances and at deductions from the taxable income.

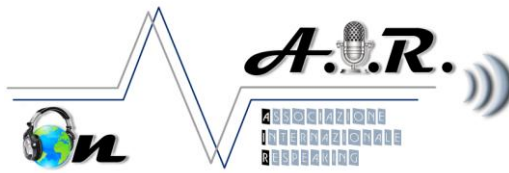
Art. 30. - 1) The Association Assets are composed of:

- a) immovable and movable properties;
- b) shares, bonds and other public and private securities;
- c) grants, bequests or inheritances;
- d) other reserves and available assets.

2) The Association Assets shall be used according to the laws in force in the most suitable way to attain the Association’s goals.

Art. 31. The revenues from the various activities can in no case be divided among the members, not even in indirect forms. In case there is a period surplus, this shall be re-invested in favour of institutional activities as foreseen by the Statute.

Art. 32. Membership fees are non-transferable. In case of resignation, exclusion or death of a member, the relevant membership fee remains property of the Association.



Dissolution of the Association and Transfer of the Assets

- Art. 33. - 1) The dissolution of the Association is decided by the Partners Meeting gathering in an extraordinary meeting and shall be voted for by three quarters of the members according to Art. 14 of this Statute.
- 2) The Partners Meeting deliberating on the dissolution of the Association shall appoint one or more liquidators and decide the disposition of the remaining assets after the liquidation.
- 3) In case of dissolution, termination or extinction and after consultation with the controlling body as per Law 662/96, the Association's assets – minus the liabilities – shall be transferred to another association having similar goals or used for socially useful purposes, unless the law provides otherwise.
- 4) In no case assets, revenues and reserves can be distributed to the members.

Final Clause

Art. 34. This Statute shall be complied with as fundamental deed of the Association. For all the matters which are not explicitly provided for here, we hereby refer to the relevant legal provisions in force.

Ussana, March 4, 2012

Signed by CARLO EUGENI

Signed by ANTONELLA FERRAIUOLO

Signed by NATASCIA INNAMORATI



Signed by FRANCESCA MARCHIONNE

F. Marchionne

Signed by TIZIANA TRAPANI

Tiziana Trapani