

STATUTE OF KEY & KEY COMMUNICATIONS

Article 1

There is established an open association to be known as: “Key & Key Communications.”

Article 2

The association shall have its legal head office in Perugia, Frazione S. Martino in Campo, via I Maggio 9.

Article 3

The association may create peripheral offices within the territory of the country or outside it. The association may associate with any other association, body or sodality pursuing similar or analogous goals.

Article 4

The association is of an apolitical, non-unionist, non-religious character with a not-for-profit oriented goal. It aims to promote knowledge, development, training, and practice in the field of semiotics, communication, and informatics to enhance the personal and professional development of its members and the society in general. Therefore, it shall promote contacts between people and organizations and shall cooperate with companies and their associations. To achieve this goal, it shall promote and organize training activities, courses, conferences and handle the development of research and studies. It shall promote publishing activities (periodic and impromptu), cultural events (concerts, theatrical and cinematographic performances, etc.). It shall develop activities regarding the documentation and dissemination of information with the use of public financing (local, regional, national, foreign, and international institutions).

The association shall facilitate, in the most appropriate form, agreements and co-operations with other associations elsewhere in the world which pursue similar or complementary goals or permit the achievement of the established goals.

Hence the association shall offer adequate cultural, academic, professional, technical, and organizational consultation support to any organization, private or public which would be interested in similar activities.

To realize its goals, the association may carry out any movable or immovable, financial or of credit operations which are useful and necessary.

Article 5

The association is established for an indefinite period.

Article 6

The assets of the organization consist of:

- movable and immovable goods which are or will be the property of the association
- potential reserve funds
- potential supplies, donations or remains
- member fees
- derivatives from organizing events or participating in them
- any other income increasing the association’s capital.

Article 7

The fiscal year closes on December 31 of each year. Within 30 days from the end of the financial year, the *Consiglio Direttivo* (Directive Council) will present the balance sheet and the forecast budget for the following year.

Article 8

The association may associate any Italian and foreign citizens of age and capable of discernment; legal subjects, public and private, who apply for it, committing to respect this statute, as well as any internal regulations, which are admitted to this quality by a discretionary resolution of the *Consiglio Direttivo* (Directive Council), in one of the following categories, with obligations and rights provided below:

Founders,

those who participated in the creation of the association, or to which this classification is ascribed by the *Consiglio Direttivo* (Directive Council). They can perform a function within the authorities of the association and have the right to vote during its assemblies and participate in the activities and initiatives of the association;

Ordinary Members,

those assumed to the association without being defined as Founders or Honoured. They have the right to participate in the activities and initiatives of the association. They cannot be part of the association bodies and do not have the right to vote during assemblies;

Honoured Members,

those who are admitted to the association with this qualification for merits, as evaluated by the Directive Council concerning the goals of the association. They can be part of the association bodies; they do not have the right to vote during assemblies. They can participate in all activities and initiatives of the association. They are exempt from paying fees.

Article 9

Any request to be admitted to the association needs to be accepted by the Directive Council, and the applicant shall pay the association the admission fee which will be established by the Council to be revised each year.

Article 10

The Directive Council shall establish an annual association fee liable to be covered by all members.

Article 11

The membership will be lost with death, resignation or fee evasion, as declared by the Directive Council, with the termination of the membership due to the loss of worthiness as well as subjective requirements as demanded by the present statute, or due to the lack of regular participation in the associative activities without any duly justified motive.

Fee evasion shall be declared by the Council, and the loss of worthiness shall be sanctioned by the general assembly of associates.

In particular, the withdrawal of the member should be communicated via a registered letter addressed to the *Consiglio Direttivo* (Directive Council) at least three months before the end of the year with the reservation that the *Consiglio Direttivo* (Directive Council) saves the right to ask the fees and other financial dues accrued up to this point.

As the loss of worthiness, there counts actions which result in damages to the association's life, its honour and prestige.

Article 12

The organization structure of the association is as follows:

- President
- vice-President
- Secretary-General
- the *Consiglio Direttivo* (Directive Council)
- the General Assembly
- The Assembly of the Founding Members, General Members and Honoured Members
- The Academic Committee

Article 13

The association is administered by the Directive Council consisting of 3 to 12 members elected by the General Assembly for 3 years.

In the event of resignation or death of a council member, at the first meeting, the Directive Council shall arrange for its replacement by co-optation requesting its validation at the first annual Assembly.

Article 14

The Council appoints a President, a Vice President and a secretary if the Assembly of Associates has not done so for these appointments.

Article 15

The Council shall reunite as many times as requested by the President or by at least three associated members and shall meet at least two times in a year to establish the forecast budget and accept the final balance as well as define the membership fees.

To guarantee the validity of the decisions the presence of the majority of the members of the Council is required and the majority of approving votes of those present. In the case of parity of votes, the vote of the President prevails.

The Council is presided by the President or in his/her absence by the vice-President, in the absence of both by the oldest of the present.

Of the meetings of the Council the minutes shall be transcribed, and they shall be signed by the President or the Secretary.

Article 16

The Council is entitled with all the powers to the ordinary and extraordinary management of the association without limits or exceptions.

Article 17

The President, or in his/her absence the vice-President, is entitled to represent the association to the third party or in court, executes the resolutions of the Assembly or the Council and in urgencies can exercise the powers of the Council, save the ratification of this during the first meeting.

Article 18

The General Assembly is called together through the notice sent to the members including the agenda at least 15 days before the meeting.

The Assembly shall be called together in for an ordinary meeting:

- a) at least once in a year for the approval of the balance;
- b) when it is requested by at least 1/10 of the associated members and makes resolutions with votes of at least half of those present.

The Assembly makes resolutions with the majority of the votes of the present both during the first or the second convocation on the forecast budget or the final balance, on general guidelines or directives

of the association, on the appointment of the statutory members of the Directive Council. The extraordinary meeting may be summoned by the Directive Council and it makes resolutions with the presence of at least two-thirds of the associated members and the favourable vote of at least half of the Members on amendments of the statute on the first convocation and with the majority of the two-thirds of those present, without numerical limits in the second convocation.

Article 19

The right to participate in the Assembly is reserved by rule to all associated members who paid the membership fee. The associated members may be represented by other associated members who are not the members of the Council with the reservation that each member can be represented only by one delegate.

Article 20

The Assembly is presided by the President of the *Consiglio Direttivo* (Directive Council), during his/her absence by vice-President, in the case of the absence of both, the Assembly nominates its President.

The President of the Assembly nominates a Secretary.

The President of the Assembly is responsible for ascertaining the validity of the proxies and in general the right to attend the meeting.

Of the Assembly, the minutes are transcribed, and they shall be signed by the President or the Secretary.

Article 21

The Academic Committee presents the guidelines for the scientific and didactic direction of the association and the relationship with the academic world. It consists of the President, The Secretary-General, people responsible for sections included in the association and academics belonging to the association.

On the request of the President, there may be invited to the Academic Committee not more than eight experts of approved renown coming from the international arena of the academic world.

The Academic Committee is established for one year and is called together by the Directive Council.

Article 22

The dissolution of the association shall be decided by the Assembly which shall nominate one or more liquidators and shall establish the devolution of the property.

Article 23

All possible social controversies between the Associated Members or between them and the association or its bodies shall be subject, with the exclusion of any other jurisdiction, to the competences of one arbitrator nominated with the mutual agreement of the parties, and in the case of the lack of agreement, the President of the Court of Appeal in Perugia will judge according to the principle *ex aequo et bono* “according to the right and good” without the procedural formality. His/her decision shall be unappealable.

Article 24

Instances not provided for by law in the statute shall be subject to the Civil Code.