

STATUTE
MOUNTAIN WILDERNESS INTERNATIONAL

Art. 1) NAME

In accordance with Articles 76 and 87 of the Italian Constitution, Legislative Decree no. 117 of 3 July 2017 and Legislative Decree no. 105 of 3 August 2018 as subsequently amended and supplemented, an independent, non-partisan and non-profit Association is hereby established in the Third Sector named: "MOUNTAIN WILDERNESS INTERNATIONAL - Mountaineers of the World in Defence of the Mountain Environment (hereinafter "the Association"), based in Biella. The Association will use the wording "Third Sector Organisation" or the acronym "ETS" in its name, when registering with RUNTS (Single National Register of the Third Sector).

Art. 2) REGISTERED OFFICE (SEAT), BRANCHES, OPERATIVE OFFICE

The Association has its registered office in Italy, c/o Fondazione Sella, Via Corradino Sella 10 - Biella and is subject to Italian law, whatever the residence of its President. Other branches, offices, contact points or representations may be established in other cities and abroad, wherever there is specific interest for "Mountain Wilderness International".

Art. 3) DURATION

The Association is of unlimited duration.

Art. 4) PURPOSE OF THE ASSOCIATION

The Association is democratically organised, nondenominational, independent of political parties and not for profit.

The aims of the Association - summed up as the defence of the last uncontaminated areas of the Earth and the protection of the natural resources of mountains - are laid out in full in the final document of the Mountain Wilderness Convention held in Biella from 31 October to 1 November 1987, which forms an integral and substantial part of this Statute.

In order to achieve these aims, pursuant to art. 5 of Legislative Decree no. 117/2017 and Legislative Decree no. 105/2018, the Association may promote and undertake any initiative and any activity considered necessary, useful or appropriate, such as, without limitation, convene and hold regular group

meetings, carry out studies, research and film screenings, publish materials, and develop projects in, for example, the social, academic or institutional fields.

Art. 5) NATIONAL CHAPTERS, MEMBERSHIP

The Association is made up of National Associations (hereinafter the “National Associations”) affiliated to “Mountain Wilderness International”.

The Governing Board of the Association has the right to accept or decline an application of affiliation, or to revoke affiliation, and has the right to approve or deny or prohibit a National Association the use of the title “Mountain Wilderness” and its emblems.

These decisions are taken by the Governing Board of the Association by a 2/3 majority of its members.

In the Statutes of all National Associations, the above right of the Association must be explicitly acknowledged and clearly stated. The National Associations have legal, administrative and economic autonomy. Members of a National Association are automatically considered members of Mountain Wilderness International.

Citizens from any nation can become members of Mountain Wilderness International by joining a National Association of their choice.

Art. 6) STATUTORY BODIES OF THE ASSOCIATION

The Statutory Bodies of the Association are:

the General Assembly of members

the President

the Vice Presidents

the Secretary General

the Treasurer

the Governing Board

the Auditors

the Arbitrators

the Committee of Guarantors

Art. 7) GENERAL ASSEMBLY OF THE ASSOCIATION

The General Assembly consists of the Delegates chosen by National Associations in proportion to the number of their members who have regularly paid their membership fee for the previous year. The Delegates of the National

Associations are entitled to cast as many votes as the members they represent. The number of votes assigned to each Delegate is based on the number of members who have regularly paid their membership fee for the previous year. The Assembly shall be convened by the Governing Board by written notice sent to each National Association at least 90 (ninety) days before the date of the meeting.

The notice sent to the National Associations shall include the criterion of proportion laid down by the Governing Board, so that every National Association can define the number of Delegates to send to the meeting.

Art. 8) VALIDITY OF THE GENERAL ASSEMBLY

On first call, the Assembly's resolutions are valid if half of the National Associations are present with one third of their Delegates. On second call, the Assembly is valid regardless of the number of National Associations and Delegates present. Resolutions are always taken by the simple majority of votes of the Delegates present.

Art. 9) ACCESS TO THE GENERAL ASSEMBLY

Delegates of National Associations that have paid their annual fees for the previous year can take part in the Assembly. Proxy votes are accepted as one proxy vote for each Delegate of the National Association.

Art. 10) ORDINARY GENERAL ASSEMBLY

The Ordinary Assembly shall be held every year in spring. It shall be convened by the Governing Board according to the rules set out in art. 7) and shall be valid pursuant to the terms of Articles 8) and 9). The purpose of the Ordinary Assembly shall be to pass resolutions on the programmes of the Association, its budget and financial statements, as well as any other fundamental issue related to the aims of the Association. Furthermore, the Assembly selects the Committee of Guarantors, the Auditors, the Arbitrators and, by secret ballot, the President, the Vice President(s), the Secretary General and the Treasurer. The venue of the Assembly shall be decided each time by the Governing Board.

Art.11) EXTRAORDINARY GENERAL ASSEMBLY

The Extraordinary Assembly may be convened by the Governing Board whenever it is considered necessary, and shall deal with legal issues. The Extraordinary Assembly may also be convened at the request of at least one

third of the National Associations. The procedure laid out in Articles 7), 8) and 9) shall be followed also for Extraordinary Assemblies, as to the way of convening them, their validity, composition and adoption of resolutions.

Art. 12) COMMITTEE OF GUARANTORS

The Committee of Guarantors acts as the voice representing Mountain Wilderness International to the public.

It consists of outstanding mountaineers and personalities from any field of human activity and any nation of the world, personalities who stand for the values and ethics of the environmental work done and propagated by the Association. Members of the Committee of Guarantors can be asked to represent the Association publicly, where a strong public voice is required, or to give their concrete advice. The Guarantors are elected every two years by the General Assembly and can be re-elected. From the Committee of Guarantors, the General Assembly may elect two members (with voting rights) to the Governing Board, and one or two Honorary Presidents of Mountain Wilderness International with a four-year mandate, who can be reconfirmed.

Art. 13) GOVERNING BOARD

The Governing Board is composed of two members appointed by every National Association that has paid its annual fee for the previous year. Each of these National Associations shall submit the names of two representatives, who may not be changed subsequently. Upon accepting the appointment, they undertake to take on specific tasks at international level, collectively assigned by the Governing Board.

Should a member of the Governing Board resign, or cease to be a member, the National Association concerned shall submit another name to the Governing Board. Where appropriate, two members from the Committee of Guarantors, elected by the Assembly, can be added to the Governing Board. The term of office of members of the Governing Board is two years, and they may be re-elected. Furthermore, the President, Vice Presidents, Secretary General and Treasurer are members of the Governing Board. The meetings of the Governing Board are convened by the President at least once a year. It decides on projects and initiatives of international nature and interest, and may carry them out directly, or entrust them to a National Association on a case-by-case basis. The President shall convene the meeting of the Governing Board by

sending a written notice at least 30 (thirty) days before the date of the meeting. The Governing Board is considered to have a quorum when a majority of its members are present, and a resolution is considered valid when supported by a majority of those present.

Art. 14) PRESIDENT

The President of Mountain Wilderness International is elected by the General Assembly, holds such office for two years and can be re-elected. The President is the legal representative of the Association, vested with signatory power and representing the Association in all legal matters involving third parties or the judiciary. The President asks members of the Committee of Guarantors to represent the Association in public, to give their advice or to intervene in particular situations or for special purposes.

Art. 15) VICE PRESIDENTS

The General Assembly also elects one to three Vice Presidents, for a two-year period. Vice Presidents can be re-elected. Vice Presidents take over the President's role in the event of the latter's absence or impediment.

Art. 16) SECRETARY GENERAL

The Secretary General is appointed by the Governing Board upon proposal of the President and has to be a member of a National Association at the time of being appointed. The Secretary General will be responsible for the implementation of the decisions taken by the General Assembly and by the Governing Board, in close cooperation with the President and the Vice Presidents. He/she has organizational and administrative functions. He/she shall not belong to the paid staff of National Associations.

Art. 17) TREASURER

The Treasurer is appointed by the General Assembly and is in charge of the Association's accounts. The Treasurer reports on the financial situation of the Association to the Governing Board and draws up the financial statements and the budget. He/she shall present and explain the financial statements and the budget at the General Assembly. He/she has joint power of signature together with the President.

Art.18) AUDITORS

The management of the Association is supervised by a Board of Auditors consisting of three members appointed by the General Assembly. The

Auditors' mandate is for two years and they can be reconfirmed for a further term of office.

Art. 19) ARBITRATORS

The Arbitration Board is made up of three members, who are elected by the General Assembly. They must have been members of the Association for at least five years or Guarantors for at least two years in the past and be over 30 years of age. It is their task to express a binding opinion on any controversy arising within the Association. Both individual members and official bodies of the Association may appeal to the Arbitration Board for a judgement. The Arbitrators' mandate is for two years and they can be reconfirmed for a further term of office.

Art. 20) ASSETS - FINANCIAL RESOURCES - FINANCIAL STATEMENTS - FINANCIAL YEAR

The Association's assets, consisting of movable and immovable property, including any revenue, annuities, proceeds, income, is used to carry out the statutory activity, for the exclusive pursuit of its purposes; the distribution, even indirect, of profits and surpluses, funds and reserves however named to founders, members, workers and employees, directors and other members of statutory bodies is prohibited, even in the event of withdrawal or any other case of individual dissolution of the association relationship.

The Association draws its economic resources for its operation and for carrying out of its activities from:

- the annual fees paid by the National Associations and contributions from members and private individuals, public and private bodies and corporations;
- funding from European funds and programmes and other funding for projects aimed at achieving the institutional objectives and to support the activities of the Association;
- donations from members and third parties;
- revenues from contributions and/or agreements with public administrations;
- inheritance, donations and legacies with the benefit of inventory;
- any other income or revenue compatible with the purposes of the Association and attributable to the provisions of Legislative Decree no. 117/2017 as subsequently amended and supplemented.

The annual fees of National Associations are a share of the membership fees

that National Associations collect from their members and their amount is established annually by the Governing Board of the Association.

The financial period of the Association closes on 31st (thirty-first) December of every year.

The Treasurer shall draw up the financial statements at the end of every financial period, to be submitted for approval to the General Assembly to be held the following spring, as set out in art. 10) of this Statute.

The final financial statements are filed with the registered office of the ETS, at least 30 (thirty) days before the assembly and can be consulted, together with the other company registers, by each member, upon request to the Governing Board.

It is obligatory to reinvest any operation surplus in favour of institutional activities provided for by the statutes and related activities.

Each year, by the end of February, the Governing Board must draw up a financial budget for the current year. By the same date in February, the Governing Board must draw up the report on operations for the previous year, consisting of a balance sheet and a statement of income and expenditure.

The budget and the report for the previous year must be promptly delivered to the Auditors, accompanied by a report of the Governing Board which must contain, among other things, proposals regarding the allocation of any operating surplus.

Art. 21) DISSOLUTION OF THE ASSOCIATION

In the event of the dissolution, cessation or extinction of the ETS, the remaining assets shall be transferred, subject to the positive opinion of the competent regional office of the single national register of the Third Sector (pursuant to Article 45(1) of Legislative Decree no. 117/2017), and unless otherwise required by law, to other Third Sector Organisations or, failing that, to Fondazione Italia Sociale.

Art. 22) REIMBURSEMENTS

Expenses incurred by volunteers working on behalf of and under mandate of the Association may be reimbursed, provided they have been authorized in advance, actually incurred and documented, even by submitting a self-certification pursuant to Article 46 of Presidential Decree no. 445/2000. They must not exceed the amount established by the competent statutory body, which decides on the types of expenditure and voluntary activity for which this method of reimbursement is allowed, as provided for in Article 17 of Legislative Decree no. 117/2017.

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Art. 23) REFERENCE TO THE CIVIL CODE

For all matters not covered by this Statute, reference shall be made to the provisions of the Italian Civil Code.