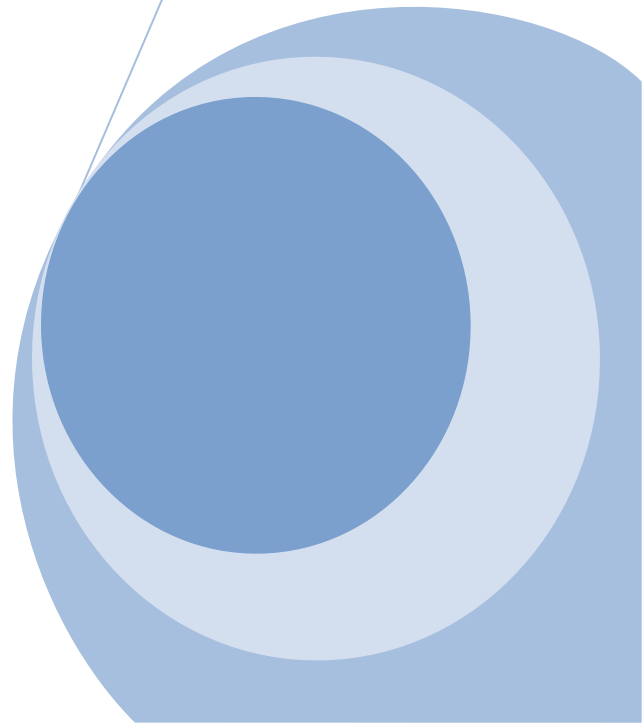


International Research Institute for Archaeology and Ethnology

Statute

Archaeological and Ethnological Research Institute.

31/10/2012
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STATUTE

Of the No-Profit Research Institute
“International Research Institute for Archaeology and Ethnology”

ART.1 - Constitution, name and headquarter

The Association called "**International Research Institute for Archaeology and Ethnology**" (IRIAE) is established, with its primary office in Naples (Italy), Via Mezzocannone, No. 109 CAP 80134.

The offices of the Association can be transferred to any place in the Italian or foreign provinces without having to resort to the modification of the association statute, or, add as many as necessary for its operational purposes. The duration of the Association is unlimited.

ART. 2 - Purpose and institutional activities

The Association is non-political, non-denominational and non-profit.

It aims to carry out programs of study, training, dissemination and archaeological and ethnological research in Italy and abroad. To this aim, the Association promotes and develops cultural, scientific and cooperation relationships with individual institutions and national and international institutions. One of the main purposes of IRIAE is to raise the funds necessary to establish a Foundation that pursues the same purposes and the same object as the Association.

To achieve its purposes, the Association may, among other things:

- a) To develop, implement and promote archaeological and anthropological study and research programs in Italy and abroad;
- b) Enter into any appropriate deed or contract, including for the financing of the approved operations, including without excluding others: the taking of loans and mortgages, short or long term; the purchase of property or surface rights of real estate; the stipulation of agreements of any kind, including those that can be transcribed in public registers, with public or private entities, which are considered appropriate and useful;
- c) Administer and manage the assets of which it is the owner, lessor, borrower or which are in any case owned by the same for any reason;
- d) Promote cultural and scientific collaboration initiatives through exchanges of information, experiences and knowledge between scholars and experts, including through the organization of conferences, lectures and exhibitions in Italy and abroad;
- e) Carry out cooperation, consultancy and assistance projects for the realization of archaeological and ethnological expeditions, from planning to finding the necessary funding;
- f) Acquire and preserve all types of documentation on the historical, artistic, cultural and environmental heritage relating to the countries in which it develops its activities;
- g) Carry out publishing activities on their own or in collaboration with other bodies or publishing houses; the distribution, advertising and sale of the publishing product may take place by any means, in particular through the traditional means of print publishing and/or by computer and telematic means, with the exclusion of newspaper printing;
- h) Promote the dissemination of the materials in question through the organization of events, meetings, trips and so on for its members and for outsiders;
- i) Promote, plan, organize and manage training courses and workshops, seminars and training activities, even on order or on the basis of specific funding, in the disciplines of its competence;
- j) Stipulate agreements and conclude agreements for joint activities with Italian and foreign universities, academies, cultural and research institutions (public or private), as well as with international organizations and other Italian or foreign bodies, associations and organizations in the sectors of their activities;
- k) Establish awards and scholarships;
- l) Take any other suitable initiative to achieve its goals;
- m) Establish offices in Italy and abroad;
- n) Carry out a series of activities for members and outsiders (translations, interpreting, archaeological drawings, video and documentary production, rent of equipment, etc.);
- o) Organize at least one annual event to present the activities of the Association, the organized missions of the members and so on, which will give rise to an annual publication.

For the best performance of the activities provided for in this statute, the Association will be able to hire staff. Entrusting tasks, assigning functions to individuals (internal or external to the Association itself) or to particular structures, that is, it can make use of both paid services (in the form of self-employment or employee) and free services, voluntarily, of its members.

The Association marries the dictates and principles of ethics and professional dignity expressed in the deontological codes of the main Category Associations of Italian (ANA – Associazione Nazionale Archeologi; CIA – Confederazione Italiana degli Archeologi) and European (EAA - European Association of Archaeologists). The official language of IRIAE is English.

The IRIAE logo in its various compositions is as follows:



**International Research Institute for
Archaeology and Ethnology**



ART. 3 - Assets

To ensure the functioning of the Association itself, its assets are ensured by ordinary members, by supporting members and through further increases approved by the Executive Board. In particular, the Association's assets are constituted:

- by annual membership fees, the amount of which will be established by the Executive Board;
- by the activities of the Association itself;
- by any contributions, subsidies, or free contributions from the Italian State, the European Union and any other national and international body or organization;
- by donations or contributions, or sponsorships, by private parties and crowdfunding;
- by contributions paid by Ordinary Members and Supporting Members;
- by revenues from institutional, ancillary, instrumental and connected activities;
- from donations, inheritances and testamentary bequests and so on, also relating to real estate, which the Association has the right to receive and accept;

The revenues and resources of the Association will be used for the functioning of the Association itself and for the realization of its purposes. This common fund cannot be divided among the members either during the life of the Association, or upon its dissolution.

ART. 4 - Members of the Association

The number of members is unlimited and they are required to observe this statute, the internal regulations and the resolutions legally adopted by the associative bodies. The following are part of the Association:

- The Ordinary Members;
- The Supporting Members;
- The Honorary Members.

ART. 5 – Ordinary Members

Ordinary Members are Italian and foreign scholars who operate in Italy and abroad in the cultural and research fields referred to in Art. 2. The Executive Board decides on the accession of new Members, having regard to the relevant curriculum and according to the formalities for sending the request for admission of new Members and the documentation

to be attached to it, which it will establish. Ordinary Members are called to participate in the Shareholders' Meetings (ordinary and extraordinary) with the right to vote.

ART. 6 – Supporting Members

Supporting Members natural or legal persons, public or private, or entities (Italian or foreign) who, sharing the aims of the Association, contribute to the life of the Association and to the realization of its purposes through cash contributions, not less than that of the annual fee, or, with an activity, even professional, of particular importance or with the assignment of tangible or intangible assets. The status of Supporting Member lasts for the entire period for which the contribution has been paid or the service has been performed.

The Executive Board decides on the membership of supporting Members, having regard to the relevant curriculum and the reasons given. He has the right to participate in the Shareholders' Meetings but without the right to vote.

ART. 7 – Honorary Members

Foreign or Italian scholars who have particularly distinguished themselves in the past in their respective fields of study can obtain the qualification of Honorary Members.

Honorary members can participate in the Shareholders' Meetings (ordinary and extraordinary) but without the right to vote. The Executive Board resolves on the attribution of the title of Honorary Member, having regard to the relevant curriculum and the reasons given.

ART. 8 - Criteria for admission and exclusion of members

Admission as a member is subject to the annual and timely payment of the membership fee and the presentation of the curriculum, but it is in any case an exclusive resolution of the Board of Directors (as described in articles 5, 6 and 7) and in the manner established by it.

Any rejections must be motivated.

The Executive Board entrusts the Secretary General with the task of noting the new members in the register of members after they have paid the membership fee. Membership status is lost through withdrawal, exclusion or death.

Withdrawal by the members is automatic if the member does not renew his registration for three consecutive years by paying the fee and according to the new Privacy legislation sanctioned by EU Regulation 2016/679 ("GDPR"), the member's data they will be deleted from the database/register of members. For cases in which the outgoing shareholder wishes to be deleted from the database/register of members before the expiry of the three years, please refer to the "Privacy" regulatory adaptation publicly displayed and available on our website www.iriiae.com.

Supporting Members may, at any time, withdraw from the Association by written communication addressed to the Shareholders' Meeting, without prejudice to the duty to fulfil the obligations undertaken.

The exclusion of members is approved by the Assembly on the proposal of the Executive Board for:

- failure to pay the membership fee for three consecutive years;
- behaviour contrary to the aims of the Association or harmful to the same;
- persistent violations of statutory obligations and internal regulations;
- clear behaviours that conflict with the Italian and European Constitution, or the host country (in the case of expedition abroad, for example), or considered to be troublemakers, or that harm third parties, or that are illegal, or contrary to respect for Human Rights.

In any case, before proceeding with the exclusion, the charges that are made to the shareholder must be contested in writing, allowing the right to reply.

The withdrawn or excluded member has no right to a refund of the membership fees paid.

ART. 9 - Bodies of the Association

The bodies of the Association are:

- the Shareholders' Meeting;
- the Executive Board;
- President.
- Vice President
- General Secretary

Associative positions are held free of charge or upon payment.

It is understood that the possibility of making the payment of an emolument to the associative positions can be discounted if:

- the activities carried out guarantee an economic return such as to allow the payment of emoluments in addition to the normal management costs

- the activity carried out by those who hold associative positions, commit them a number of hours such as to become the main profession and therefore the only possibility of earning.

The decision to activate the possibility of holding the positions for consideration is of the Executive Board which will analyse the existence of the two aforementioned conditions. For the first, it will be the responsibility of the Treasurer and the accountant to confirm that the Association's income is such as to be able to support the emolument.

Any decision must be reconfirmed every year based on an analysis of the Association's tax performance and can be withdrawn at any time should conditions change.

In any case, the office holders are entitled to reimbursement of the expenses incurred, if properly documented by the relevant supporting documents. The duration of the associative positions is five years, starting from the date of inauguration of the designee. After 5 years, the members in office must be re-elected or replaced by election by the Shareholders' Meeting.

ART. 10 - The Shareholders' Meeting

The Assembly is made up of ordinary members, supporting and honorary members (the latter two without voting rights) and can be ordinary and extraordinary and guarantees respect for the historical and original interests of the Association. Each associate, physical person or collective entity, has only one vote and can be represented at the meeting by another associate with written proxy; each member can receive more than one proxy per meeting for a maximum of 4.

The Ordinary Assembly: deliberates on the following matters:

- final balance, multi-year program, forecast balance;
- elects the President and the members of the Executive Board, which include the Vice President and the Secretary who are proposed by the President and submitted to a vote;
- resolves the exclusion of members (on the proposal of the Executive Board);
- deliberates on all the other objects submitted for its examination by the Executive Board.

The **Ordinary Assembly** is convened by the President at least once a year for the approval of the final budget and whenever the President himself or the Board of Directors or 1/3 of the members of the body deem it appropriate.

The **Extraordinary Assembly** deliberates on the amendments to the Constitutive Act and the Statute and on the dissolution of the Association, or its merger, transformation or incorporation into other entities.

The Assembly, both ordinary and extraordinary, is chaired by the President or, in his absence, by the Vice President and, in the absence of both, by another member of the Executive Board elected by those present.

The convocations must be made by written notice to be delivered at least 15 days before the date of the meeting, at the headquarters of the Association, or on the Association's website, or through the official communication body of the Association (Newsletter), or by ordinary or certified e-mail containing the agenda, day, place, date and time of the first call. Any second call may not take place on the same day as the first. In the absence of formal convocation or failure to comply with the terms of notice, the meetings attended by all members in person or by proxy will be equally valid.

The Assembly, both ordinary and extraordinary, is validly constituted on first call when at least 50% of the members are present or represented. On second call, the Assembly is validly constituted whatever the number of members attending or represented. The resolutions of the Assembly are valid when they are approved by the majority of those present.

Amendments to the statute must be approved with the participation of the majority of the shareholders and the favourable vote of 3/4 of those present, on first call. If the majority of members is not present at the second call, the majority of those present will suffice.

The resolution regarding the dissolution of the Association must be adopted with the favourable vote of at least 3/4 of the members or if the aims of the Association are no longer punishable. Also in this case, if the majority of the members is not present at the second call, the majority of those present will suffice.

ART. 11 – The Executive Board

The Executive Board in IRIAE also plays the role of Scientific Committee. It is made up of five members and, specifically, is made up of members who hold top positions (President, Vice President, Secretary General and, where different from one of these, the Treasurer) and two other members elected by the Assembly. Following the times of the official offices, the members of the Executive Board remain in office for 5 years and are eligible for re-election. Only adult members can be members of the Executive Board. The vote of the top positions is worth 1, but in the event of a fair situation, the vote of the President is worth double.

In the event that, due to resignation or other causes, one or more of the members forfeit their office, the Executive Board may appoint a replacement. If more than half of the members expire, the Assembly must appoint a new Executive Board.

It is responsible for:

- oversee the execution of the resolutions of the Assembly;
- deliberate on decisions related to the validity, concreteness, feasibility, scientific value of IRIAE's projects and other activities;
- work on the organization of archaeological and ethnological expeditions and projects and all the scientific activities of the Association;
- prepare work plans including cultural, scientific and editorial activities and intervention programs;
- prepare the final balance sheet and propose the budget forecast;
- prepare the amendments to the Statute that must be approved by the Assembly;
- deliberate on applications for new membership of the Association;
- decide on the exclusion of a member (whose implementation is entrusted to the Assembly);
- accept donations, donations, inheritances, legacies and legacies in any way named and determine the contribution of Supporting Members;
- hire and fire employees and collaborators and determine the legal and economic regulations;
- decide on the purchase of buildings and furniture, establishing their destination;
- approve the internal regulations or its variations;
- deliberate, on the mandate of the Assembly, the possible establishment of the Foundation referred to in Art. 2;
- determines the amount of the annual membership fee.

The Executive Board is chaired by the President or in his absence by the Vice President and in the absence of both, by the oldest member and provides for the ordinary and extraordinary administration of the Association. The Executive Board and the President respectively may delegate specific functions of their own to the members of the Board.

The Executive Board may also appoint one or more Delegates from among its members to carry out study and scientific activities related to the purposes of the Association, as well as to carry out organizational and executive activities. Where, on the other hand, the aforementioned Delegates are not also members of the Executive Board, they will participate without the right to vote in the meetings of the Executive Board itself.

The Executive Board is convened whenever the President deems it appropriate, or when at least 3/5 of the members requests it. It takes its resolutions with the presence of the majority of its members and the favourable vote of the majority of those present.

The convocations must be made by written notice and sent by ordinary or certified e-mail, at least 8 days before the date of the meeting; in case of need or urgency, the communication can take place ad horas, as long as it is demonstrable that the notice sent has been received. It must contain the agenda, place, date and time of the first and second call. In the absence of formal convocation or failure to comply with the notice terms, the meetings attended by all the members of the Board will be equally valid.

The minutes of each meeting of the Executive Board, drawn up by the Secretary and signed by the same and by the person who chaired the meeting, are kept in the records.

The meetings are chaired by the President and, in his absence, by the Vice President or the most senior member. The Board meets validly, on first call, with all its members; second, whatever the number of those present. Resolutions are passed with a favourable vote with a majority of those present, in the event of a tie, the vote of the President prevails.

ART. 12 – The President

The President has the legal representation of the Association before third parties and in court, with the power to appoint and revoke lawyers and prosecutors for disputes, determining their attributions; as well as the powers of signature. In case of his absence or impediment, his functions belong to the Vice President or, in his absence, to the most senior member in the association.

The President, appointed by the Shareholders' Assembly, convenes and presides over the Board of Directors and oversees the execution of its resolutions and, in urgent cases, assumes the powers by requesting ratification of the measures adopted in the immediately following meeting.

The President is the guarantor of regulatory compliance with the Statute and the Internal Regulations. He provides for relations with the authorities and public administrations, adopts all necessary measures for the good performance of the Association and sets the guidelines for the activity that it intends to pursue.

The President remains in office for 5 years and can be renewed.

ART.13 - The Vice-President

The Vice President can be proposed by the President or stand alone as a candidate, and submitted to the vote of the Shareholders' Meeting. In the absence or impediment of the President, he assumes, in his stead, the representation of the Association before third parties and in court, as well as the powers of signature. He remains in office as long as the office of the President is in force.

He signs the documents concerning the President on behalf of the Executive Board. Also, in this last case he assumes the legal representation of the Association.

ART.14 – The General Secretary

The General Secretary is appointed by the President. He can assume the associative responsibilities in the absence of the President and the Vice President. He is required to draft the minutes of the meetings of the Executive Board and of the Shareholders' Meetings (ordinary and extraordinary), in his absence or impediment, the minutes are entrusted to one of the members present, therefore he is the person in charge of the minutes and the book of the members.

He takes care of the logistics and bureaucracy of the Association. He registers the members and makes official communications to them. He remains in office as long as the office of the President is in force.

The General Secretary can identify a number of collaborators from among the members who are going to form a Secretariat Office.

Finally, the General Secretary is indicated as the Personal Data Processing Manager according to the legislation dictated by EU Regulation 2016/679 ("GDPR").

ART.15 - The Treasurer

The Treasurer can be a position held by one of the top figures (President, Vice President or Secretary) or by any other shareholder, as long as they have proven trust and professionalism, or by an external tax professional.

He takes care of the cash management and accounting of the Association, and oversees its economic and financial management, being able to carry out any action necessary for this purpose, including the opening, closing and management of bank and postal current accounts. He draws up the inventory of the associative assets, supervises the regularity of the collections according to the indications and resolutions of the Executive Board. Fill out requests for reimbursement and payments for professional services and bring them to the signature of the President. Relates to the accountant. He remains in office as long as the office of the Executive Board that appointed him is in force.

For the possibility of identifying an external professional, IRIAE will respect the steps and any directive proposed by the amendments to the legislation on the Third Sector (including legislation 117/17 to be implemented soon).

ART. 16 – The Minutes Books

The minutes of the resolutions of the Shareholders' Meeting must be transcribed or collected with a stamp on the page on special registers in chronological order and signed by the relevant Presidents and by the Treasurer if the office is held by a different person.

ART. 17 – Financial Report

The exercise of the Association runs from 1 January to 31 December of each year. The Executive Board approves the final Report sheet for the previous year by the month of April of each year following the reference year. The budget approved by the Board will be presented to the Shareholders' Meeting for final approval. When special needs require it, the approval of the final balance sheet can take place by 30 June of the year following the reference year.

By October of each year, the Executive Board approves the budget for the following year and submits it to the Shareholders' Meeting for final approval.

ART. 18 – Management profits

Profits and operating surpluses must be used exclusively for the realization of institutional activities and those directly connected.

ART. 19 - Dissolution

The dissolution of the Association is resolved by the absolute majority of the Shareholders' Meeting. In the event of dissolution of the Association, after the liquidation operations, the assets entrusted to the Association in concession for use return to the availability of the grantors, while the Executive Board resolves on the destination of the remaining assets.

ART. 15 - Final rule - postponement

For anything not expressly reported in this Statute, reference is made to the internal regulations of IRIAE, the Civil Code and other laws in force on the subject.