

STATUTE OF THE ASSOCIATION ESARO ITALIA WEB RADIO

TITLE I - Name - headquarters

Article 1 - In the spirit of the Constitution of the Italian Republic and in compliance with the provisions of Articles 36 and following of the Civil Code, of the Law of 7 December 2000, n. 383 and of the art. 90 of Law 289/2002, is established, with headquarters in Pietro Nenni, 3 Torre de 'Picenardi, Cremona, an association that takes the name:

"Esaro Italia Web Radio Association"

In short

"Esaro Italia Web Radio"

The association conforms to the norms and directives of the bodies of the current legislative system.

The Association is established indefinitely.

TITLE II - Purpose - Object

Article 2 - The association is born in order to carry out socio-cultural activities, through the use of radio and telephoto diffusion in traditional form (FM and TV in clear) following all the regulations in force and in particular the Law on press n. 47 of 1948.

It has no profit and operates for social and cultural purposes for the exclusive satisfaction of collective interests. **In the field of cultural purposes, it works to disseminate and stimulate proposals in the context of interchange between peoples.**

Below are the purposes of the Association Esaro Italia Web Radio:

- To promote and develop collaborative activities with all the associations operating on the national and foreign territory with social and cultural aims;
- Protect, assist and monitor all subjects belonging to disadvantaged and / or risky social groups, discomfort-marginalization through a socio-educational and rehabilitative activity in collaboration with all the public and private resources present in the territory;
- Promote the protection of the individual and collective rights and interests of citizens, especially those at an economic and social disadvantage, including through judicial actions;
- Promote the dissemination of notebooks, books, investigative newspapers on behalf of the establishment of public and private bodies regarding social issues;
- Promote and create the conditions for collaboration between national and foreign companies to develop new markets;
- Organize by means of cultural exchanges trips to and from Italy for the rediscovery of the territory;

- Promote and offer collaboration with institutional bodies at all levels;
- Promote with the institutions in charge social and cultural activities for young people, families and seminars, meetings to combat phenomena such as bullying, drugs, alcoholism, ludopathy, femicide and all the disadvantaged issues that make our society oppressed and destabilized;
- Promote agriculture and all the activities that arise and develop around it;
- Offer collaboration to all the media with socio-cultural purposes:
- Promote and spread respect for the animalist culture and the environment

TITLE III - Members

Article 4 - The number of members is unlimited. Individuals, associations and private non-profit organizations that share their aims and commit themselves to making them can be members of the Association.

The association uses mainly the activities provided in voluntary form, free and free by its members for the pursuit of institutional purposes. The associations can also, in case of particular need, hire employees or make use of services of self-employment, even resorting to their members.

Article 5 - Anyone who intends to be admitted as a member must make a request, even verbal, to the Board of Directors, committing himself to comply with this statute and to observe any regulations and resolutions adopted by the bodies of the Association.

The associations and private non-profit organizations that intend to become members of the association must submit an association request signed by their legal representative. Upon acceptance of the request by the Association, the applicant will acquire the status of member for all purposes. In any case the temporariness of participation in the associative life is excluded.

Article 6 - The status of a member gives the right:

- to participate in all the activities promoted by the Association;
- to participate in the associative life, expressing its vote in the registered offices, also with regard to the approval and modification of the rules of the Articles of Association and of any regulations;
- to enjoy the active and passive electorate for the election of the governing bodies.

Members are required:

- compliance with the Articles of Association, the Organic Regulations and the resolutions passed by the corporate bodies;
- to pay the membership fee.

Article 7 - Members are required to pay the annual membership fee established according to the activity programs. This quota must be determined annually for the following year by resolution of

the Board of Directors and in any case can never be returned. The membership fees or contributions are non-transferable and non-revaluable.

TITLE IV - Withdrawal - Exclusion

Article 8 - The status of member is lost by withdrawal, exclusion or due to death.

Article 9 - The resignation from a member must be presented in writing to the Board of Directors. The exclusion will be decided by the Board of Directors towards the member:

- a) that does not comply with the provisions of this statute, any regulations and resolutions adopted by the bodies of the Association;
- b) that he / she is deferred for the payment of the annual contribution for a period of more than 3 (three) months starting from the beginning of the financial year;
- c) who performs or tries to carry out activities contrary to the interests of the Association;
- d) that, in any way, causes serious harm, even moral, to the Association.

Article 10 - The resolutions taken in the matter of exclusion must be communicated to the recipient members by letter, with the exception of the case provided for in letter b) of Article 9, and must be motivated.

The member concerned by the provision has 15 (fifteen) days from the receipt of the communication to request the convening of the meeting in order to challenge the objections at the basis of the provision for exclusion. The exclusion becomes operational with the annotation of the provision in the shareholders' register which takes place 20 (twenty) days from the sending of the provision or following the resolution of the assembly that has ratified the expulsion order adopted by the Board of Directors.

TITLE V - Economic resources - Common Fund

Article 11 - The association draws the economic resources for its operation and for the performance of its activities from:

- a) shares and contributions of members;
- b) allowances and contributions for the participation and organization of sports events;
- c) inheritances, donations and legacies;
- d) contributions from the State, regions, local authorities, bodies or public institutions, also aimed at supporting specific and documented programs carried out within the scope of the statutory purposes;
- e) contributions from the European Union and international organizations;

- f) revenues deriving from the provision of agreed services;
- g) proceeds from the sale of goods and services to associates and third parties, including through the carrying out of economic activities of a commercial, artisanal or agricultural nature, carried out in an auxiliary and subsidiary manner and in any case aimed at achieving the institutional objectives;
- h) liberal donations of members and third parties;
- i) income deriving from promotional initiatives aimed at its own financing, such as parties and subscriptions also with prizes;
- j) other income compatible with the social aims of associations also of a commercial nature.

The mutual fund, consisting - by way of example and not exhaustive - of management surpluses, funds, reserves and all assets acquired for any reason by the Association, can never be divided between the members during the life of the association or at the time of the of its dissolution. It is forbidden to distribute, even indirectly, the associative assets, profits or operating surpluses, as well as funds, reserves or capital, unless the destination or distribution is imposed by law.

In any case, any management surplus will necessarily be reinvested in favor of the statutory activities envisaged.

Social Exercise

Article 12 - The financial year runs from 1 (one) January to 31 (thirty-first) December of each year. The Board of Directors must prepare the economic and financial statement to be submitted to the Assembly of the associates. The economic and financial statement must be approved by the Assembly of members within four months of the end of the financial year.

TITLE VI - Bodies of the Association

Article 13 - They are organs of the Association:

- a) the Assembly of the associates;
- b) the Board of Directors;
- c) the President.

Meetings

Article 14 - The assemblies are ordinary and extraordinary. Their convocation must be made by notice to be posted in the premises of the registered office and where the activities take place at least twenty days before the meeting, containing the agenda, the place (in the office or elsewhere), the date and time of the before and on the second call. The notice of the meeting is also communicated to individual members by means such as publication in the associative newspaper, sending a simple letter, fax, e-mail or telegram, in any case at least 8 days before the meeting.

Article 15 - Ordinary assembly:

- a) approves the planning of the activities;
- b) approves the economic and financial statement;
- c) proceed to the election of the President of the association, of the members of the Board of Directors and, possibly, of the members of the Board of Auditors;
- d) deliberates on all the other objects pertaining to the management of the Association reserved for its competence by the present Statute or submitted to its examination by the Board of Directors;
- e) approves any regulations.

It takes place at least once a year within the four months following the end of the financial year. The assembly also meets, how many times the Board of Directors deems it necessary or is requested in writing, with indication of the matters to be dealt with, by at least one tenth of the members.

In the latter cases, the convocation must take place within 30 (thirty) days from the date of the request.

Article 16 - In the assemblies - ordinary and extraordinary - members of the majority who are in good standing with the payment of the membership fee according to the single voting principle are entitled to vote. Each member can represent in a meeting, by means of written proxy, no more than an associate. In the first convocation, the ordinary and extraordinary shareholders' meeting is regularly constituted when the half plus one of the associated members is present or represented.

On second call, at least one day after the first convocation, the ordinary and extraordinary assembly is regularly constituted whatever the number of members present or represented.

The resolutions of ordinary assemblies are valid, by an absolute majority of votes, on all items on the agenda.

Article 17 - The assembly is extraordinary when it meets to deliberate on the modifications of the Statute and on the dissolution of the Association by appointing the liquidators.

The resolutions of the meetings are valid, by a qualified majority of the members present for the statutory changes.

The decision to dissolve the Association must be taken with the favorable vote of 3/4 (three quarters) of the members.

Article 18 - The Assembly is chaired by the President of the Association and in his absence by the Vice President or by the person appointed by the Assembly itself. The appointment of the secretary is made by the president of the assembly.

Board of Directors

Article 19 - The Board of Directors consists of an odd number of at least 3 (three) and a maximum of 9 (nine) members chosen among the adult members. The members of the Board remain in charge 4 (four) years and may be re-elected.

The Council elects the vice president, the secretary and the cashier. The Board of Directors is convened by the President whenever there is a matter on which to deliberate, or when it is requested by at least 1/3 (one third) of the members.

The convocation is made by letter to be sent also by e-mail or delivered no less than eight days before the meeting. The sessions are valid when the majority of the members intervene, that is, in the absence of an official convocation, even if all its members are present.

The resolutions are taken by an absolute majority of those present.

The Board of Directors is invested with the widest powers for the management of the Association. It is therefore, by way of example, to the Council:

- a) take care of the execution of the shareholders' resolutions;
- b) prepare the budget and the economic and financial statement;
- c) prepare internal regulations;
- d) to stipulate all the deeds and contracts related to social activity;
- e) deliberate about the admission and exclusion of members;
- f) to appoint the managers of the labor commissions and of the sectors of activity in which the life of the Association is articulated;
- g) perform all the acts and operations for the correct administration of the Association;
- h) entrusting, with a special resolution, special delegations to its members.

Article 20 - In the event that, due to resignation or other causes, one or more of the members of the Board lapse from office, the Board of Directors may arrange for their replacement by appointing the first among the non-elected, subject to ratification by the assembly, who remain in office until the end of the entire Council; Unable to implement this method, the Board convenes the Shareholders' Meeting to appoint the missing Directors who remain in office until the end of the entire Board. If more than half of the members of the Board decays, the Assembly must provide for the appointment of a new Board.

President

Article 21 - The President has the legal representation and the signature of the Association. The President is assigned autonomously the power of ordinary administration and, upon deliberation by the Board of Directors, the power of extraordinary administration. In case of absence or impediment, his duties are exercised by the V In case of resignation, it is up to the Vice President to convene the shareholders' meeting within 30 (thirty) days for the election of the new President. The Chairman remains in office for 4 (four) years and can be re-elected.

Advertising and transparency of social acts

Article 22 - Substantial publicity and transparency of the documents relating to the activity of the Association must be assured, with particular reference to the Annual Financial Statements or

Reports. These social documents, kept at the registered office, must be made available to members for consultation.

TITLE VII - Dissolution

Article 23 - The dissolution of the Association may be decided by the assembly with the favorable vote of at least three-quarters of the members with voting rights.

In case of dissolution of the Association a liquidator will be appointed, also chosen among non-members. The liquidation of all movable and immovable assets is experienced, the outstanding obligations extinguished, all the remaining assets will be donated to organizations or associations that pursue the promotion and development of sporting activities, and in any case for purposes of social utility, after having heard the control body referred to in Article 3, paragraph 190, of the Law of 23 December 1996, n. 662, subject to various provisions of law.

Final rule

Article 24 - Although not expressly provided for in these Articles of Association, the provisions of the Civil Code and the provisions of the law in force shall apply as applicable.