



LOGICALTOWN

STATUTES

International Association for sustainable city logistics for small and mid-sized historic towns

CITTÀ LOGICA®



STATUTES "LOGICAL TOWN ASSOCIATION"

Non-profit association for the promotion of the culture of sustainable city logistics

NAME

Articolo 1

- 1.01 The Association called in extenso "International Association for sustainable city logistics for small and mid-sized historic town", and in short "Logical Town Association" (hereinafter referred to as the "Association") is hereby established according to the article 14 and followings of the Italian Civil Code.

Article 2

- 2.01 The Association is a non-profit organisation. The purposes of the Association are promotion, dissemination, exchange of best practices, study, analysis, knowledge, application and improvement of culture, solutions and services for sustainable city logistic, in order to activate new experiences of smart city logistic which contributes to optimise the overall mobility, to develop services and systems of eco-friendly city logistic, in particular for small and mid-sized urban centres.
- 2.02 In order to pursue its purpose the Association shall develop the following activities:
1. to promote knowledge exchange and to establish collaborations among members and between members and other stakeholders;
 2. to disseminate and to spread the culture of sustainable city logistics in the political and business local context with the aim to optimize the overall urban mobility;
 3. to promote innovative solutions and operational schemes on eco-friendly urban freight distribution toward companies and public administrations;
 4. to promote training and/or up-dating of professionals and technicians involved in the freight distribution chain taking advantage of the collaboration of public and private institutes, in order improve skills and knowledge for the implementation and management of sustainable city logistics processes;
 5. to network with organizations, institutes, foundations, public and private entities at any level that are involved in activities connected with those of the association;
 6. to organize and to manage meetings, workshops, congresses, visits, training and communication activities, as well as to disseminate news and information about the purposes of the Association;
 7. to promote round tables, conferences, meetings, debates, workshops, exhibitions, training courses at different level for studies connected to the objectives of the Association;
 8. to participate to local, National and International projects to implement research activity, development, experimentation, training, dissemination and promotion



relevant to the objectives of the Association.

- 2.03 The Association may carry out any action that the Management Committee considers useful or suitable for the attainment of objectives of the Association; in particular the Association can:
1. take part, establish and contribute to the foundation of any Associations, public or private institutions, legally recognized or not, in Italy or abroad, whose activity are aimed toward objectives similar to those of the Association;
 2. organize and promote campaigns and initiatives aimed at raising awareness, of people, companies and governments on the issues relevant for the purposes of the association, including the use of mass media;
 3. promote any action, consistent with the purposes of the Association, aimed at raising funds for the activities of the Association itself;
 4. provide for any other initiative and action that will ensure the highest attainment of the objectives of the Association, in accordance with the statutes.

SEAT

Article 3

- 3.01 The seat of the Association is to be established in Italy. The registered office is located in Lucca, 55100, Sorbano del Giudice ,Via della Chiesa XXXII trav. I n. 231, at the premises of "LUCENSE SCpA". Membership is open to natural and legal persons who agree with the Association purposes and objectives and/or are engaged in activities related to the Association's purposes and activities. Membership shall be sought by written application to the Management Committee. Membership shall be granted subject to approval of Management Committee.

DURATION

Article 4

- 4.01 The Association shall be set up for an undetermined period.
- 4.02 The Association may be dissolved at any time by decision of its General Assembly with the majority of favorable vote of seventy-five percent (75%) of the members.
- 4.03 The fiscal year ends on December 31st each year.
- 4.04 It is not allowed to the Assembly which approves the financial statement, and to the Association in general, to assign, even indirectly, profit or surpluses during the life of the Association.



RULES OF THE ASSOCIATION

Article 5

5.01 The activity of the Association is regulated by the Association Regulation.

SOCI

Article 6

- 6.01 Members of the Association are natural and legal persons (companies, organizations, associations, etc.) who are admitted as Full Members, upon written application, accepted by the Management Committee. Members share the purposes of the Association, accept and undertake to comply with the statutory provisions and regulations of the Association and have paid the due Association's fee. The membership may be granted to natural persons having civil and political rights and not pleaded guilty and to legal entities that do not fall under the conditions described in the article n. 38 of the Italian Decree 163/06 and followings (i.e. are not pleaded guilty).
- 6.02 All the Full members have equal rights.
- 6.03 Among Full Members are the Founders; founders are those members who had participated in the founding of the Association.
- 6.04 Subjects who, for their moral or financial value, have enabled the Association to improve or increase the foreseen activity, can be admitted as Honorary Members. Anyone can be admitted by the Management Committee as Honorary Member for an indefinite period.
- 6.05 The Honorary Member is equalized for all purposes of law to the Honorary Member, gaining equal rights and duties.
- 6.06 All members have to follow provisions and regulations of the Association.
- 6.07 The membership fee is non-transferable and can not be revalued.
- 6.08 All members have the right to vote at the in the General Assembly, according the principle of one person, one vote.

RIGHTS OF MEMBERS

Article 7

- 7.01 Members who fulfilled their duties towards the Association, are guaranteed for the full participation in the life of the Association, have the right to have active and passive role in the elections for social officers. All members have the right to vote in the General Assembly resolutions, including approvals about changes of the Statutes, appointment of Association bodies and dissolution of the Association.



DUTIES OF MEMBER

Article 8

- 8.01 The membership implies full acceptance of the spirit and of the statutory provisions and regulations. All member have to follow provisions and regulations as well as instructions and deliberations issued by Association bodies and they should not be engaged in activities contrasting with the purposes of the Association.
- 8.02 Members undertake to cooperate in the development, in activities and in supporting and enhancing the image of the Association.
- 8.03 Members of the Association will be required to pay an annual subscription fee for the entire period of membership. The size of this fee is established by the Management Committee.
- 8.04 The annual membership fee is not transferable to third parties except for transfers due to death and it is not in any way revalued.

TERMINATION OF MEMBERSHIP

Article 9

- 9.01 The membership can be loss for:
- a. death or legal extinction;
 - b. resignations. Any member can tender resignation in any time with written communication to the Management committee using any means stating that this is received. The withdrawal of membership will come into force at the end of the underway year, on condition that resignations are received at least three months before the end of the year;
 - c. forfeiture. Membership is automatically ended in case of:
 - i. bankrupt or under insolvency or bankruptcy proceedings
 - ii. conviction involving, even temporary, disqualification from holding public office or inability to hold executive offices;
 - iii. statement of disqualification or disablement;
 - iv. non- payment of the due Association's fee within the period prescribed by the competent body of the Association;
 - d. expulsion. The member can be expelled for:
 - i. verified violations of the statutory or regulatory rules or of decisions of the bodies of the Association;
 - ii. non-payment of the Association fee;
 - iii. activities in violation of Association's purposes or contrasting Association's Code of Practice and Code of Conduct.



- iv. inability, due to serious issues not allowing, the continuation of the relationship with the association as a member.
- 9.02 Decision regarding the termination of a membership shall be made by the Management committee, while reasons for the termination of Membership are approved by the General Assembly on the proposal of the President of the Management Committee. Appeals against removal from Membership shall be considered by the Panel of Arbitrators, and a final decision shall be made within thirty (30) days from the day of the appeal.

BODIES OF THE ASSOCIATION

Article 10

- 10.01 The bodies of the Association are:
1. the General Assembly
 2. the Management Committee
 3. the President
 4. the Vice President
 5. Panel of Arbitrators
 6. College of Auditors, if any
 7. all bodies referred to in point 2 and 3 are freely eligible.
- 10.02 All the above mentioned bodies remain in office for three years and can be re-elected. All elective appointments of the governing bodies are free, unless otherwise specified by law or by the current statutes and within limits provided in article 6, paragraph 2 of Legislative Decree 78/2010 converted into law 122/2010. Repayments of supported expenses is, in any case, allowed.
- 10.03 The bodies of Association collaborate with the Scientific Committee, acting as body of the Association.

GENERAL ASSEMBLY

Article 11

- 11.01 The assembly is the congregation of all Members. All Members have the same rights and the same obligations.
- 11.02 Notice of the General Assembly shall be given by the President of the Management Committee with information available on the website of the Association not less than ten (10) days prior to the date thereof. In the convocation must be specified the agenda.
- 11.03 For validity of the Assembly constitution and deliberations, in first convocation at



least the half of the members or represents with proxy must be physically present and decisions are taken by simple majority. In the second convocation, the Assembly will be valid regardless of the number of present members.

- 11.04 The Assembly must decide on:
- a. approval of preventive and final balance;
 - b. approval of the economic and financial report;
 - c. the appointment and suspension of the Management Committee and of College of Auditors, if any;
 - d. number of members of the Management Committee;
 - e. the election of Arbitrators
 - f. the general strategy of the Association;
 - g. the approval of regulations;
 - h. the exemption of specific members from payment of membership fee
 - i. the dissolution of the Association.
- 11.05 Only member up to date with payments can attend the Assembly. A member can be represented by another member, by written proxy to be attached to the minutes of the Assembly. Members who are legal persons are represented in the Assembly by their legal representative or by a person designated by him.
- 11.06 Regardless of the value of the contribution, each Member who reached the legal age has the right to express a single vote, following the Article 2352, paragraph 2 of the Italian Civil Code.
- 11.07 Each Member can at most represent another Member.
- 11.08 The dissolution of the Association is effective only upon General Assembly approval obtaining the favorable vote of at least three-fourths of those members who have deliberative right to vote, excluding proxies.

MANAGEMENT COMMITTEE

Article 12

- 12.01 The Management Committee is the only body responsible for addressing the objectives of the Association in accordance with the purposes thereof. It is composed by not less than three members and not more than five.
- 12.02 It promotes and organizes each initiative for the attainment of the aim of the Association.
- 12.03 It manage the funds and assets of the Association.
- 12.04 It fix the year's entry fee to the Association and terms of payment by the members.
- 12.05 At the beginning and at the end of each year, it presents to the General Assembly the



preventive and final balance.

- 12.06 Given that the Management Committee is the only body able to decide about financial and capital issues, it might collect opinions and proposals from the General Assembly.
- 12.07 Its constitution and its deliberations will be valid only if all the members are present. Resolutions will be taken by simple majority, unless otherwise foreseen.
- 12.08 The Management Committee solve with simple majority on new regulations about activities and purposes of the Association. The regulation has to be approved by the General Assembly, including any change in the name of the Association.
- 12.09 The Management Committee can propose changes to the regulations of the Association and to the Statutes, subordinate to assent of the General Assembly.
- 12.10 The Management Committee decides by simple majority on the application as members to other associations and on the participation to calls for funding or in collaboration on issues according to the purposes of the Association.
- 12.11 In case of a Member of the Management Committee withdraws from his position, the General Assembly will replace him with a new member by a simple majority.
- 12.12 The Management Committee is in office for three years and its members can be re-elected.
- 12.13 The Management Committee elects among its members a President, a Vice President, a Treasurer and a Secretary.
- 12.14 The Management Committee will define, at any time, other suitable specific positions, appointing its managers among its Ordinary Members. The term of office of the appointed manager is indicated at the time of the appointment and it can be renewed by the Management Committee, if necessary.
- 12.15 The Management Committee can seek advice and written reports to the members of the Association once they carried out activities delegated to them by the committee, or because they hold special skills and knowledge.
- 12.16 The members of the Management Committee can not perform at the same time the office of a Auditors.

THE PRESIDENT

Article 13

- 13.01 The president is the legal representative of the Association towards third-party and third-party before a judge.
- 13.02 The President is the chairman of both the Management Committee and General Assembly; and, in case of equality, its vote determines the majority.
- 13.03 The President has the power to propose the termination of a member to the Management Committee.



THE TREASURER

Article 14

- 14.01 The Treasurer holds account books and takes care of the Association's fund, providing for deposit and withdrawal money, according to the civil and fiscal law.
- 14.02 The Treasurer controls, together with the President, the execution of decisions of Management Committee about the use of funds of the Association.
- 14.03 The Treasurer provides also to the expenditure and collection of funds according to the decisions of Management Committee.
- 14.04 The Treasurer deals in member recruitments, insurance contracts and sponsorship.

THE SECRETARY

Article 15

- 15.01 The Secretary personally manages the writing of minutes of Management Committee meetings, as well as of other Assemblies of the Association.
- 15.02 The Secretary is in charge of all the day-by-day management of the Association.
- 15.03 The Secretary is in charge of maintaining relations with public as well as with the other associations.
- 15.04 The Secretary takes care of the execution of the decision of the Management Committee.
- 15.05 The Secretary is committed to solve any disputes among members, or rather among them and the Association.
- 15.06 The Secretary keeps all non financial records (minutes, correspondence, member registration, etc.)

THE VICE PRESIDENT

Article 16

- 16.01 The Vice President replaces the President in case of temporary absence or hindrance.
- 16.02 The Vice President is in charge in of administrator and promoter of changes to the Statutes and regulations of the Association.
- 16.03 The Vice President can be in charge at the same time of the position of treasures.



COLLEGE OF ARBITRATORS

Article 17

- 17.01 The College of Arbitrators is composed by three members elected by the General Assembly; they remain in office for three years and can be re-elected. The College of Arbitrators deliberates on recourses regarding the termination of a membership, on debates among members and between members and the Association, as well as on recourses of applicants for the rejection of membership. College of Arbitrators deliberations are irrevocable. For other issues, not specified in the present Statutes, the College of Arbiters follows articles no. 806 and following of the Italian Code of Civil procedure.

COLLEGE OF AUDITORS

Article 18

- 18.01 The General Assembly can elect the College of Auditors in case it is necessary or it is to be provided by law.
- 18.02 Auditors constitutes the College of Auditors.
- 18.03 The College of Auditors is formed by three members that are elected by the General Assembly by a simple majority. Among the Auditors, the President at least must be registered in the Italian Register of Accounting Auditors.
- 18.04 The College of Auditors duties are to verify and check the actions of the Association in relation to the laws and to the Statutes, preparing an annual report about the approval of the balance.
- 18.05 At least one member of the College of Auditors shall be honorary member or founding member. Member of the College of Auditors may not be in charge at the same time to the Management Committee or be appointed by the Management Committee.
- 18.06 If a member of the College of Auditors withdraws from his/her position the General Assembly elects a new Auditor by a simple majority.

SCIENTIFIC COMMITTEE

Article 19

- 19.01 The body of the Association having a technical role is the Scientific Committee, that is composed by a President and not more than five members elected by the Management Committee. Members of the Scientific Committee are chosen among people in the business, scientific, academic, economic, editorial world, that distinguished themselves for the special skills or knowledge and that are involved in activities connected with the purpose of the Association.
- 19.02 The duties of the Scientific Committee are:



1. to develop proposals on scientific activities of the Association;
 2. to promote and coordinate research activities;
 3. to collaborate at the updating of the technical archive;
 4. to promote the implementation of training courses, events, seminars and meeting, etc.
- 19.03 Members of the Scientific Committee remain in office together with the Management Committee which had elected them, and they can be re-elected.i.

ASSETS AND FINANCIAL STATEMENT

Article 20

- 20.01 The economic resources of the Association are:
- a. membership fees and potential voluntary contributions of members that may be required in relation to the needs and functioning of the Association, the membership fee is non-transferable and not subject to revaluation;
 - b. contributions and sponsorships of public bodies or other natural or legal persons;
 - c. contributions from national and international foundations and European programs;
 - d. possible assignments, donations and legacy;
 - e. proceeds of business activities and services performed in compliance with the institutional purposes of the Association.
- 20.02 Proceeds of potential marginal commercial activities will be carried out with respect to essential activities of the Association, within the limits and according to provisions of law.
- 20.03 Within the 30 of April of each year the General Assembly will prepare the final balance and the provisional balance which will be subject to the Assembly's resolution. The fiscal year starts in the 1st January and closes the 31st of December of every year. Possible surplus resulting from the financial statements may only be used for the achievement of institutional activities and they cannot be divided in any way among the members.

AMENDMENTS TO THE STATUTES

Article 21

- 21.01 Possible amendments to the statutes may only be proposed during the General Assembly by the members of the Management Committee.
- 21.02 Amendments must be approved by a majority of two-thirds of members present, even if the resolution is approved on second convocation.
- 21.03 Resolutions are adopted by recorded vote.



DISSOLUTION

Article 22

- 22.01 22.01 In case of dissolution of the Association, the General Assembly resolves by simple majority provided for in Article 11 of this Statutes, about the use of the remaining assets, minus liabilities. The remaining funds and revenues must be entirely devolved to other active associations having the same purposes, according to Article 3, paragraph 190 of the Italian Law n° 662 of the 13rd December 1996.

DEFEREMENT

Article 23

- 23.01 Concerning any issue not regulated in details by the present Statute, law according to the Italian Civil Code is applied.



CITTÀLOGICA

ASSOCIAZIONE CITTÀLOGICA®
per la promozione della logistica urbana sostenibile

LOGICALTOWN
for the promotion of the culture of sustainable city logistics

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