

By-laws of ARK ADRION

European Grouping of Territorial Cooperation (EGTC) "ARK ADRION" to promote sea-economies and sustainable tourism in the cross-border Adriatic Ionian macro-region (EUSAIR)

General Provisions

Article 1 Name

Is constituted under Reg. N.1082 of 5 July 2006 and n. 1302 of 17 December 2013 of the European Parliament , the EGTC " THE ARK OF THE NEW COVENANT FOR THE PROTECTION AND ENHANCEMENT OF THE ADRIATIC AND IONIAN SEAS AND COASTS ", hereinafter referred to as EGTC "ARK - ADRION" an instrument of voluntary territorial cooperation.

Article 2 Members.

The followings are members of the EGTC Ark-Adrion:

Lead partner: Chamber of Commerce of BRINDISI, ABRUZZO Region*

Chambers of Commerce of: BARI - FOGGIA - LECCE - TARANTO - ZARA - AGRINION - AETOLOKARNAIA –

UNIONCAMERE PUGLIA - UNIONCAMERE ABRUZZO

Municipalities of BRINDISI - DUBROVNIK - SPALATO- ZARA - FIUME - MOSTAR – MESSOLONGI **

ASSOCIATIONS: Aiccre, Habitat World.

Article 3 Registered office, representative office and symbol

The EGTC "ARK -ADRION" has is registered office in Italy, City of Brindisi, via and has is representative office at Aiccre, in Rome, Piazza Fontana di Trevi 86. The official logo of the the EGTC "ARK - ADRION " is given in Annex 1

Article 4 Territory

The EGCT " ARK -ADRION" performs its action within the territory of its members .

Article 5 Aim and Objectives

The EGTC ARK-ADRION is a structure with a legal personality defined to facilitate cross-border, transnational and/or interregional cooperation of his members, in view of strengthening the Union economic, social and territorial cohesion according Regulation No 1082 of 5 July 2006 and the Revised Regulation No 1302 of 17 December 2013 of the European Parliament.

THE EGCT "ARK ADRION" PROMOTES THE TERRITORIAL COOPERATION FOR THE PROTECTION AND ENHANCEMENT OF THE ADRIATIC AND IONIAN SEAS AND COASTS, FOR SUSTAINABLE GROWING OF SEA ECONOMIES AND CROSS BORDER TOURISM.

The objectives of the EGCT ARK-ADRION are referred to european territorial cooperation and Community Regulations for policy of cohesion.

The EGCT ARK-ADRION has following objectives:

THEMATIC AREAS OF COOPERATION PROJECT EGCT "ARK ADRION"

AREA 1

SUSTAINABLE ECONOMIC DEVELOPMENT IN THE FIELDS OF TRANSPORT AND COASTAL AND MARINE TOURISM

1. SUSTAINABLE TRANSPORTS , SAFETY AND SUSTAINABILITY OF PORTS

2. MARITIME CLUSTERS CREATION

3. TREND AND TRAINING FOR NEW PROFESSION AND NEW BUSINESS IN GREEN & BLUE ECONOMY

4. TRAINING AND GROWTH OF COMPANIES AND SERVICES FOR THE SECTOR OF SUSTAINABLE TOURISM AND NAUTICAL TOURISM

5. PROMOTING TYPICAL PRODUCTS OF CROSS BORDER TERRITORY

6. PROMOTING CULTURAL AND ART PROJECTS TO ENHANCE THE EXTRAORDINARY HERITAGE ATTRACTION CONNOTING THE ADRIATIC IONIAN AREA (FOOD AND WINE, MUSIC, THEATER...) FOR SOCIAL INCLUSION AND EDUCATION FOR PEACE

AREA 2

PROTECTION AND ENHANCEMENT OF ENVIRONMENTAL, RIVER AND MARINE RESOURCES

- PROTECTION OF ECOSYSTEM ADRIATIC-IONIAN SEA AND WATERSHED OF ADRIATIC-IONIAN MACRO REGION (in collaboration with ADRIAPAN Adriatic and Ionian Protected Areas)

- ENVIRONMENTAL EDUCATION AND "SCHOOL WATER" (registered project, prizewinning in Stockholm and Los Angeles, accredited in EU, with partnership of FEDERPARCHI, WWF, ECO-SISTEMI academical spin-off of UNIVERSITY OF PAVIA - department Ecology of the Environment)

- ECONOMIC DEVELOPMENT OF SUSTAINABLE FISHERIES AND PRESERVATION OF RARE FISH STOCKS

AREA 3

SUSTAINABLE WATER RESOURCES AND RIVER BASIN

- TECHNOLOGICAL INNOVATION AND INNOVATIVE SYSTEMS FOR WATER TREATMENT AND REDEMATION OF ABANDONED INDUSTRIAL OR MILITARY SITES

- ANALYSIS AND DESIGN OF STRUCTURAL ACTIONS FOR LANDSCAPE REDEVELOPMENT

- RISK PREVENTION: HYDROGEOLOGICAL INSTABILITY AND COASTAL EROSION

- MONITORING OF COASTS AND MANAGEMENT OF PUBLIC PROPERTY MARITIME

In addition will look after

1) to strengthen economic, social and cultural correlation among respective populations,

2) to act for Adriatic-Ionian land development with particular attention to these areas of cooperation: economic development and employment, innovation and research, environment, sustainable development, natural risk prevention, accessibility and transport, tourism and culture, education and training.

3) to encourage greater coordination in the common participation in the programs of European territorial cooperation and to the other thematic programs of the European Union, for the implementation of the actions of the Adriatic-Ionian;

4) represent and protect the interests of the EGTC ARK -ADRION at European and national institutions.

Article 6 Tasks, functions and purposes.

To achieve its objectives, the EGTC ARK -ADRION implements the following functions:

- definition and implementation of territorial cooperation projects in common areas of expertise of its members, with or without a financial contribution from the EU,
 - research and management of financial resources available for the realization of its objectives,
 - membership in organizations, associations and networks in accordance with the objectives of EGTC ARK ADRION territorial cooperation, complying with the law governing it,
 - management of operative programs under the European Territorial Cooperation, in compliance with the conditions laid down by European law, by the law governing it and by domestic law of each of its members ,
- The EGTC ARK –ADRION , besides, will take actions aimed at local cooperation sponsorship in order to strengthen economic, social and local cohesion in compliance with international commitments of the States and for the socio-economic development of the involved territories.

Article 7 Applicable Law

Italian law is applicable.

Article 8 Amendment to the Convention

The agreement will be revised on united decision of the General meeting in accordance with the regulations governing the Agreement and the By-laws and assumed in accordance with disposals of Reg. n.1082/06, n.1302/13 and Italian disposals.

Article 9 Mutual recognition

Management control of public funds by EGTC is guaranteed by the authorities of the Italian State, as established by Reg. n.1082/06 e n. 1302/13 of European Parliament.

Article 10. Admission of members.

The EGTC may accept membership of Adriatic Ionian Regions or others that have same purposes and objectives in accordance with Reg. no. 1082/2006 e no. 1302/13.

Membership application must be sent to Chairman which submit it to the unanimous approval of the General meeting. Membership is subject to payment of the annual membership fee, whose amount is approved by the General meeting.

Members may resign from EGTC ARK–ADRION with same formality. In case of resignation, the General meeting takes note and gives to Director mandate to proceed about following obligations concerning joint cooperation projects in progress.

The General meeting modifies the Agreement and By-laws considering the admission of new members, as expected by Reg. no.1082/06 e no.1302/13.

Article 11 Right of withdrawal

1 Member have right of withdrawal from EGTC ARK –ADRION only at the end of financial year, or must inform steering Committee at least 6 months before

the end of current financial year by means of registered or certified mail.

2 Members that have exercised their right of withdrawal from EGTC ARK-ADRION are responsible for actions realized from the same EGTC during their membership.

3 Member withdrawing from EGTC ARK-ADRION must write off debts concerning their financial commitments.

4 The General meeting modify the Agreement and By-laws considering the withdrawal, as expected by Reg. no.1082 /06 e no. 1302/13.

Article 12 Languages

Official languages are italian, english e

Acts and official documents are drawn up in italian, english e.....

Article 13 EGTC – Applicable Law for operation

The EGTC ARK-ADRION is regulated by:

a) Reg. no.1082/2006 e no.1302/13 E.U.

b) the provisions of the Agreement and of this By-laws, where the aforementioned Regulations expressly authorize it,

c) for matters that are not governed by the aforementioned regulations or only partly, the rules of the Italian State and particularly the provisions of Title II, Book VII, fifth part of the general code of local authorities, that are not in contradiction with European regulations.

Article 14 Organization

Bodies of the EGTC ARK ADRION are

- The General Meeting
- President
- Managing Director
- Executive Secretary
- Planning Committee

Article 15 General Meeting.

The General meeting is constituted by representatives of the members of EGTC, as established by Reg. no.1082/2006 e no.1302/2013.

The General meeting is a deliberative body of EGTC and is constituted by legal representatives of the members, or their delegates, that could participate in the work and deliberations even by videoconference.

Each member nominates a substitute and holds one vote.

General meeting shall be chaired by the Chairman of the ARK ADRION, or in case of his absence or impediment by the Vice-Chairman with every functions under ARK ADRION By-law.

An Ordinary General meeting is called usually twice a year.

Extraordinary meetings shall be regularly convened by Chairman in case of need, or when requested at least by two-thirds of the members .

An Ordinary General meeting, at first call, may adopt resolutions when all members are represented. At a second call, when at least 30% of its members are represented.

A General meeting:

1) sets out the priority lines of action required for the development of the annual work program which will then be prepared by the Executive Secretary,

2) assumes the annual work program prepared by the Executive Secretary,

- 3) establishes the share of the financial contribution of the members, in accordance with the requirements of the ARK ADRION By-laws,
- 4) adopts the annual budget, in accordance with Reg. no.1082/06 and no. 1302/13 and with the provisions of the general code of territorial communities,
- 5) deliberates on administrative and budgetary accounting presented annually by Chairman, in accordance with the requirements of the ARK ADRION By-laws,
- 6) appoints Chairman and Vice Chairman among its members in accordance with the requirements of the ARK ADRION By-laws,
- 7) takes the decisions necessary for the operation of the EGTC, excluding competence of Chairman,
- 8) appoints the independent external audit.

If necessary, the General meeting:

- 1) validates the professional profile of the Executive Secretary and decides about the choice and dismissal,
- 2) validates other professional profiles and selection of staff, on a proposal from the Executive Secretary from his establishment,
- 3) validates the organization chart
- 4) approves the agreements and contracts that stipulates the EGTC and authorizes Chairman of the EGTC to sign them,
- 5) can ask to Chairman to sign agreements and contracts concluded by the EGTC which amount is less than 90.000,00 EURO, excluding taxes,
- 6) decides on the amendment of the Convention and the By-laws,
- 7) adopts and amends the rules of procedure,
- 8) approves the borrowing and repayment arrangements, in accordance with this statute, and authorizes Chairman signing the loan,
- 9) appoints an adjudication committee in accordance with the requirements of this By-laws,
- 10) appoints a committee for staff selection,
- 11) defines the association agreement of following categories, in an advisory capacity : local authorities and cross-border bodies, representatives of civil society,
- 12) deliberates on the extinction of the EGTC in accordance with this By-laws.

Article 16 Chairman and Vice Chairman

Chairman and Vice Chairman are appointed among members of the EGTC General meeting for a term of twelve months, exercised alternately between same members.

The Vice Chairman shall act for Chairman in case of his absence or impediment.

At the end of his term , Vice Chairman shall become Chairman of EGTC.

The General meeting shall appoint a new Vice Chairman.

In case of defection of Chairman , he is replaced by the Vice Chairman of the EGTC until a new Chairman's election.

Chairman:

- 1) proposes the location where the General meeting shall be held,
- 2) prepares the General meeting and in particular establishes the agenda,
- 3) convenes the representatives of the members for General meeting,
- 4) presides the General meeting of the EGTC.

Article 17 Managing Director

The Managing Director is appointed by the General meeting, represents the EGTC and acts in the name and on behalf of this.

The related expenses are charged to the lead Member designating the Managing Director.

Managing Director is responsible of implementation of the resolutions of General meeting and for this supports and collaborates with Chairman.

Supervises the proper functioning of the EGTC.

Submit to Chairman the draft budget documents provided under article 14 and the joint program of activities, in collaboration with the Technical Secretary .

Manages the budget of the EGTC and resources arising from the realization of joint cooperation initiatives.

Manages the staff available by the Agency, seat of the EGTC, and eventually an additional staff required for the implementation of joint activities of cooperation.

Presents the budget to General meeting, the work programme, the administrative account and the annual report accompanying him, signs the minutes of the General meeting, he is the authorising officer for expenditure and prescribes the implementation of assigned revenue of the EGTC. On the advice of the General meeting, the Director implements its decisions, and in particular:

1. appoints the Executive Secretary,
2. signs agreements and contracts concluded by the EGTC which amount is less than 90.000,00 EURO, excluding taxes,
3. signs loans,
4. represents in court the EGTC .

Reports to the General meeting about decisions taken, during each meeting.

Article 18 Steering Committee.

Is the ordinary technical structure of the EGTC , for the realization of project proposals related to joint program of activities and identification of individual common initiatives of cooperation

Is formed by 5 to 9 members appointed by the Assembly and is presided over Managing Director of EGTC.

Members must have at least three years of skill and experience concerning EU funds and European projects.

They meet together every three months or on request of Managing Director for competence fulfillments requirements.

Article 19 Executive secretary

1 The Executive secretary ensures the EGTC will function.

2 The Executive Secretary manage the staff of the EGTC and participates in its recruitment according to provisions of this By-laws and in accordance with the choice of the General meeting.

3 The Executive Secretary prepares the annual work program on the basis of the priority lines of action fixed by the General meeting.

4 The Executive Secretary shall assist the Chairman in the execution of his duties

5 Chairman could delegate any of its duties to Executive Secretary in compliance with the law which governs the EGTC

6 The Executive Secretary shall report on his activities to Chairman.

7 The delegation ends with the mandate of Chairman.

Article 20 Auditor

The General meeting appoints a Board of Auditors composed of three members and two alternates, chosen among persons having independence and professionalism requirements planned and certified according to current legislation of State in which EGTC has his head office, responsible for the certification of accounts.

As the operational component of costs, the EGTC shall fit to terms for this purpose given by Reg.no. 1082/2006 e no.1302/13.

Article 21 Staff

1 The EGTC can directly employ and avail himself of provision or secondment of staff in accordance with Italian legal provisions .

2 The Commission for staff recruitment, agreed by the General meeting according to this By-laws, has the task of assessing the applications to be submitted to the General meeting.

3 To EGTC staff are applied Italian labour law standards provided for Local Authorities and legal persons governed by public law.

Article 22 Resources of the EGTC

The resources of the EGTC are:

- 1) annual aids, fixed by the General meeting, paid in by members;
- 2) aids and national and european public financing granted to EGTC;
- 3) bequests and donations;
- 4)loans;
- 5) revenues in compliance with italian law.

Article 23 Financial contribution of Members

1 Every member finance the the EGTC.

2 The fee of every member is fixed annually by the General meeting .

3 Members enroll in the annual report the necessary amount for the annual fee.

5 In case of admission or withdrawal during the course of the year, the annual fee will be valid all year long.

6 For members that doesn't have legal status of local governments , the General meeting can decide the payment as services rendered to EGTC of annual fee and membership fee.

Article 24 Loans

1 The EGTC can borrow in compliance with the provisions applicable to each member about their conditions of borrowing.

2 The General meeting approves borrowing and refunding having total unanimity of the representatives of the members belonging to the General meeting of the EGTC.

Article 25 Applicable rules on budgeting and accounting.

1 The EGTC adopts the annual budget, submitted to the approval of General meeting, in accordance with the provisions of Reg no.1082/06 e no.1302/13.

2 In accordance with the provisions of Reg no.1082/06 e no. 1302/13 both

preparation of the accounts of the EGTC and enclosed annual report, as well as control and publication of these accounts, are governed by the laws of the Italian State.

3 Accounting are kept according to the rules of public accounting.

4 Accounting documents are sent to the members of the EGTC .

5 The provisions of chapters II and VII, Title I, Book VI, first part of the general code of local authorities concernig to control of the budget and public accounting are applicable to the EGTC.

6 The Technical Secretary exercises accounting role of the EGTC.

Article 26 Liability of members

Members are liable for the debts of the EGTC of whatever nature, when the resources of the same EGTC are inadequate to honour the committments, as required by article 12.2 of Reg.no.1082/2006.

Article 27 Public procurement

As regards public procurement, the EGTC applies the cod

Article 28 Tender committee

The General meeting appoints a tender committee in line with public tender procedure ..., in which is assured representation of Member States.

Article 29 Procedure to amend the statute

The Convention is amended by a decision taken unanimously by the General meeting of the EGTC.

The basic changes to the Agreement and By-laws are adopted complying with the provisions of Reg. no.1082/2006 e no.1302/13 and Italian ones

Article 30 Disputes

Disputes arising from the application of this Agreement come under the jurisdiction of the Administrative Court of Lecce

Article 31 Termination

The General meeting may decide termination of the EGTC ARK-ADRION with the forms and procedures provided for by Italian law with regard to termination of public Authority.

The General meeting deliberate unanimously termination, on a proposal from Chairman, after consultation with Managing Director.

Article 32 – Final provisions

This By-laws shall become effective on the day of its approval.

This By-laws shall be published and/or registered according to Italian law.

The EGTC ARK-ADRION shall have legal personality the day of publication on Official Journal.

*Regions of next accession: REGIONE PUGLIA - REGIONE BASILICATA - CONTEA DI ZARA E CONTEA DI DUBROVNIK - REGIONI GRECHE

** Municipalities of next accession: BARI - LECCE - FOGGIA- PATRASSO - CORFU' - AGRINION – OLYMPIA- CAPODISTRIA.