



## HEADING I – NAME AND HEAD OFFICE

### Article I

The “**Foreign Airlines Industrial Relations Organisation**” Association – **FAIRO** – is hereby set up.

The Association currently has its head office c/o the airline British Airways in Viale Città d’Europa, 681 – 00144 Rome.

No modification of the Statute will be required if the head office changes within the Municipality of Rome. The modification of the head office may be resolved by the Executive Committee.

## HEADING II – THE PURPOSES OF THE ASSOCIATION

### Article II

#### The purposes of FAIRO

FAIRO is a non-profit Association.

FAIRO represents its associates, as indicated in Art. 3, in negotiations with the Italian authorities and with the trades union organisations in matters concerning the drafting, application, interpretation and renewal of the National Collective Labour Contract of the employees of the aforesaid associates.

Furthermore, FAIRO provides both the venue and the means for regular exchanges of information on trades union issues and problems concerning its associates.

For all notices, correspondence by email is preferred.



For associates which do not have a personal email address registered in the name of the representative, any confidential notices will be sent by priority mail in a private and confidential envelope.

### Article III

#### Associates

The FAIRO Association is open to all duly credited general delegations of foreign airlines from inside and outside the European Community, which have employees in Italy and which have registered their general representative at the Association’s secretariat following the procedures currently in force.

### Article IV

The Association may join national and international bodies in order to further the attainment of its social purposes.

The Association may carry out any deeds, and finalise any operations, that may be necessary or useful in terms of attaining its social purposes, if needs be collaborating with other national or foreign associations or entities which carry out similar or ancillary activities.

## HEADING III – ASSOCIATES

### Article V

#### Rights and obligations of the associates

All associates have the same rights. They may participate in any initiatives promoted by the association and take part in both ordinary and extraordinary general meetings.

Associates have the right to vote on approving and amending the statute, the regulations and the resolutions passed at general meetings and on appointing the governing bodies of the association.

Associates may accept appointments and benefit from the privileges of the Association.

Associates are entitled to the information and control established by both the laws and the statute.

Associates are under an obligation to comply with the provisions of this statute and of the Association's regulations and to pay their membership fee each year.

#### **Article VI**

##### **Withdrawal, lapsing and exclusion of associates**

Participation in the Association on a temporary basis is excluded.

The capacity of associate will only lapse due to:

- a) the withdrawal or dissolution, winding-up and/or bankruptcy of the associate or the discontinuance of its activity in Italy;
- b) failure to pay the annual membership fee;
- c) exclusion due to serious grounds at the direction of the Executive Committee, with the votes of 2/3 of the associates, which may also be cast by email and, in any event, after consulting the associate; the resolution passed by the Executive Committee must then be ratified by the General Meeting.

The withdrawal will take immediate effect, regardless of how it came about.

Associates that have withdrawn, lapsed or been excluded are not entitled to reimbursement of the annual membership fee already paid and may not take part in any successive activity of the Association.

Any associate whose participation in the Association has for any reason been discontinued may be readmitted after submitting a new membership application,

provided that the relevant requisites are met and once a resolution has been passed by the Executive Committee. The resolution to readmit an associate that has withdrawn, lapsed or been excluded must be passed by the Executive Committee on a majority of 2/3 of the associates.

#### **Article VII**

##### **Annual fees**

The annual fees are established by the Secretary General in liaison with the President and ratified by the Executive Committee. The annual fee covers the financial year which goes from 01/01 to 31/12 of each year.

Any expenses incurred by the Association inherent in secretariat functions and legal assistance will be split between all the associates according to the category to which they belong (based on the number of their local employees).

### **HEADING IV – THE GOVERNING BODIES OF THE ASSOCIATION**

#### **Article VIII**

##### **The governing bodies of the Association**

The governing bodies of the Association are as follows:

- The General Meeting of Associates;
- The Executive Committee;
- The President;
- The Vice-president;
- The Secretary General.

The managers of airlines whose employer/employee contract is regulated by the FAIRO CNLC may not be elected to positions on the Executive Committee, nor to the positions of President, Vice-president or Secretary General.

### **Article IX**

#### **The General Meeting of Associates**

The General Meeting of Associates is formed by all registered associates and it is the supreme body of the Association.

The General Meeting must be convened at least once a year, and if possible before the end of March, in order to verify the work carried out and approve the annual statement of accounts and, every four years, to elect the President, the Vice-president and the members of the Executive Committee.

### **Article X**

#### **Calling the General Meeting**

Ordinary General Meetings are called at the decision of either the President or the Executive Committee, or else at the request of 20% of the associates.

The day, time and place of the meeting are established by either the President or the Executive Committee, who will arrange, if necessary, to fix the date of a second convocation.

The notice of convocation specifying the agenda must be sent to each associate by email, or by another means, by either the President or the Secretary General, giving advance notice of at least fifteen days prior to the date of the General Meeting.

### **Article XI**

#### **Forming the General Meeting**

The General Meeting is validly formed in first call if at least half the associates plus one are in attendance; in second call it will be valid regardless of how many associates attend.

Participation in the General Meeting is strictly reserved for the Managers in Charge for Italy of associate airlines and/or for officers designated by the Parent Company.

Associates may issue a written power of attorney to another associate if, for particular reasons, they are unable to participate directly.

The proxy may not receive more than five powers of attorney.

Persons whose employment is regulated by the FAIRO CNLC are not allowed to take part in the General Meeting, nor may they attend by proxy.

At the end of each meeting, the relevant minutes will be drawn up by a participant specifically appointed to this end by the President when the General Meeting is opened.

### **Article XII**

#### **Resolutions passed by the General Meeting**

Resolutions passed in first call will be valid if they receive the favourable votes of two thirds of the associates attending in person or by proxy; in second call the General Meeting will pass resolutions with the favourable votes of the majority of associates attending in person or by proxy.

Without prejudice to the provisions of Art. XXIII concerning modifications to the Statute, if the notice of convocation so provides participation in the General Meeting may also take place using telecommunications systems and the right to vote may also be exercised by email, following the modalities envisaged in the notice of convocation.

### **Article XIII**

#### **The President and the Vice-president**

The President is elected for a period of four years by the General Meeting of Associates, in accordance with the prescribed majorities, and he/she is the highest elective authority of FAIRO. He/she may be re-elected.

The Vice-president is elected by the General Meeting of Associates, on the basis of the prescribed majorities, for a period of four years. He/she may be re-elected.

Representation of the Association vis-à-vis third parties and in courts of law is vested in the President or, if he/she is either absent or prevented from doing so, it is vested in the Vice-president.

If for any reason the position of President is left vacant, the Vice-president will take his/her place temporarily, until such time as the Executive Committee elects, among its members or among the associates, a successor for the remaining period of validity of the position of President.

The positions are not remunerated.

### **Article XIV**

#### **The Secretary General**

The Secretary General of FAIRO is appointed by the President and by the Executive Committee, and the appointment is ratified by the General Meeting.

The President will establish his/her duties and the relevant emoluments.

The Secretary General will participate in both the activities and meetings of the Executive Committee.

The Secretary General will prepare both the budget and the final statement of accounts and present them first to the President for ratification and then to the Executive Committee for its approval.

The Secretary General may use persons in his/her trust for secretariat work, after obtaining the President's approval as far as any emoluments are concerned.

### **Article XV**

#### **The Executive Committee**

The Executive Committee is formed by a maximum of 7 (seven) regular members and 3 (three) alternate members, in addition to the President and the Vice-president.

The members of the Executive Committee have the powers and duties established by the Statute and are elected by the General Meeting of Associates following the procedures envisaged by the Statute.

The members of the Executive Committee are elected by the General Meeting of Associates, as contemplated in Arts. XI and XII. They remain in office for four years and may be re-elected in the next period after this.

The positions are not remunerated.

### **Article XVI**

#### **Replacement**

Any member of the Executive Committee may be replaced by the Executive Committee, on justified grounds, with the votes of 2/3 (two thirds) of its members.

The votes cast in respect of the aforesaid replacement may also be expressed by the members of the Executive Committee by email, following the procedures laid down in Art. 12 for resolutions passed at the General Meeting.

### **Article XVII**

#### **Tasks of the Executive Committee**



The Executive Committee has the following tasks:

- coordinating, planning and running the Association's activities;
- approving the report on the previous financial year prepared by the Secretary General and ratified by the President;
- approving the appointment and the emoluments of external advisors and establishing their remuneration, provided that the services required are strictly inherent in the Association's activity;
- ratifying the amount of the annual membership fees and, should particular reasons so require, determining and requesting extra fees, on the basis of the President's duly documented proposal;
- establishing rules and procedures for excluding and re-admitting associates and for dismissing its members.

#### **Article XVIII**

##### **Meetings of the Executive Committee**

The Executive Committee is convened in a written notice delivered either by email or by another means, by the President or by the Secretary General, at least 5 (five) days prior to the meeting.

The President must convene the Committee whenever 1/3 (one third) of its members so request.

All meetings of the Executive Committee must be chaired either by the President or by the Vice-president. If they are absent, the meeting will be chaired by an attending member designated by the assembled Executive Committee.

The Secretary General will participate in each meeting of the Executive Committee and draw up the relevant minutes.

#### **Article XIX**

#### **Resolutions passed by the Executive Committee**

Once validly convened, the Executive Committee will pass its resolutions on a majority of those attending, unless different quorums are specifically required by the Statute.

Votes are cast personally. Voting by proxy or by correspondence is not permitted, except in cases where this is expressly authorised by the President or by the Statute.

### **HEADING V – THE ASSETS AND THE FINANCIAL YEAR**

#### **Article XX**

The assets of the Association consist of the membership fees established each year by the Executive Committee and of any property that is acquired by FAIRO in order to carry out its institutional activities.

#### **Article XXI**

Association appointments will run from the date of the appointment for a period of four years.

The financial year opens on 1 January and closes on 31 December of the same year.

### **HEADING VI – REVISING THE STATUTE AND DISSOLUTION**

#### **Article XXII**

##### **Dissolution**

In the event of the Association being dissolved and its activities being closed, any sums of money and other assets that remain once all commitments have been met will be transferred following the modalities established by the General Meeting.

### **Article XXIII**

#### **Modifications to the Statute**

Modifications, revocations and additions to the Statute may only be carried into effect on the basis of the following procedure:

- a) The President, acting either on his own or at the request of 20% of the associates or of the majority of members of the Executive Committee, may submit to the Executive Committee, by email or by another means, proposals to modify or revoke clauses that already exist or a proposal to add new clauses;
- b) the proposed modifications, revocations and additions will be examined and voted on by the members of the Executive Committee, and the modifications will be held as having been ratified on the favourable votes of  $\frac{3}{4}$  (three quarters) of the members of the Executive Committee, expressed by email or by another means;
- c) within 30 (thirty) days of the date of approval by the Executive Committee, the President must arrange to notify the General Meeting of Associates, by email or by another means, together with the notice convening the General Meeting, of the text of the Statute as ratified by the Executive Committee, so that it can be definitively approved by email or by another means, following the procedures specifically indicated in the aforesaid notification.

In order to modify the Statute, the favourable votes are required of the absolute majority of all associates entitled to vote.

The vote on the modifications to the Statute may be expressed by email, following the procedures specifically indicated in the notification referred to in letter c) and will

be held as having been expressed in favour unless the Associate expresses its vote, using the above means, within 30 (thirty) days of receiving notification of the text of the Statute as ratified by the Executive Committee (i.e. silence = consent);  
d) any modifications, revocations or additions approved by the General Meeting will be copied in a special ledger kept by the Secretary General.

Signed: The President

The Notary