

STATUTE
of the Association for Social Promotion
ARTU' ASSOCIATION - APS

Art. 1 - Constitution, name and headquarters

- 1.1 Pursuant to the Civil Code, Legislative Decree no. 117 of 3 July 2017 and subsequent amendments and additions, a non-profit Social Promotion Association is hereby established, named: ASSOCIAZIONE ARTU' - APS, (hereinafter the "Association") with registered office in the Municipality of PIACENZA.
- 1.2 Any transfer of the registered office within the same Municipality does not entail a change to the Articles of Association and may be decided by resolution of the Ordinary Shareholders' Meeting.
- 1.3 The Association may set up secondary offices both in Italy and abroad in order to carry out, in an ancillary and instrumental way with respect to the purposes of the Association, activities proper to the social purpose as well as the development and increase of the necessary network of national and international relations to support the Association itself.
- 1.4 The duration of the Association is unlimited.

ART. 2 - Aims and activities of general interest

- 2.1 The Association operates for the pursuit, on a non-profit basis, of civic, solidarity and socially useful purposes, carrying out mainly in favor of its members, their families or third parties the following activities of general interest referred to in art. 5 of the Third Sector Code: aimed at:
 - a) social interventions and services pursuant to Article 1, paragraphs 1 and 2, of Law No. 328 of 8 November 2000, as amended, and interventions, services and benefits referred to in Law No. 104 of 5 February 1992, and Law No. 112 of 22 June 2016, as amended; education, instruction and professional training, pursuant to Law no. 53 of 28 March 2003, as amended, as well as cultural activities of social interest with educational purposes;
 - b) scientific research of particular social interest;
 - c) organization and management of cultural, artistic or recreational activities of social interest, including activities, including publishing, for the promotion and dissemination of the culture and practice of volunteering and activities of general interest referred to in this article;
 - d) Extra-curricular training, aimed at preventing school dropout and academic and training success, preventing bullying and combating educational poverty; _ social and health services referred to in the decree of the President of the Council of Ministers of 14 February 2001, published in the Official Gazette no. 129 of 6 June 2001, as amended;
 - e) interventions and services aimed at safeguarding and improving environmental conditions and the prudent and rational use of natural resources - with the exception of the activity, usually carried out, of collecting and recycling urban, special and hazardous waste - the protection of animals and the prevention of stray animals, pursuant to Law no. 281 of 14 August 1991, as well as the production, the storage and sharing of energy from renewable sources for self-consumption purposes, pursuant to Legislative Decree No. 199 of 8 November 2021.
- 2.2 In particular, for the realization of the set purpose and with the intention of acting in favor of the whole community, the Association proposes to:
 - a) develop solidarity initiatives to alleviate deficiencies in family networks, conditions of psycho-social and health risk and lack of reference models;
 - b) create help groups in favor of families who experience discomfort in the exercise of parenthood, experiencing difficulties in particular in the management of educational aspects;
 - c) offer support, through solidarity initiatives and the educational action of the various agencies, families, associations, educational institutions, etc.) with particular reference to minors who present difficulties;
 - d) collaborate with other third sector entities, which share the aims of the association through the support, if and to the extent permitted by the regulations in force on volunteering, of its volunteers in compliance with specific tasks and responsibilities, with professional operators who work in social, health and educational structures and services aimed at minors, adults and families;
 - e) make proposals to public bodies to promote and disseminate the aforementioned activities;
 - f) to promote every activity useful to guarantee full respect for human dignity and the rights of freedom and autonomy of the disabled person and to promote his or her full integration into the family, school, work and society. Prepare interventions aimed at overcoming states of marginalization and social exclusion. Promote, also through the contribution of Bodies and Associations, permanent initiatives of information and participation of the population aimed at prevention, treatment of disabilities, rehabilitation, social inclusion of those affected, overcoming all forms of marginalization or social exclusion also through the activation of the services provided for by the regulations in force;
 - g) promote culture through education, training, education and dissemination of the arts and sciences;
 - h) organize educational activities for research and in-depth study of issues related to the institutional activities promoted;

- i) organize events, laboratories, fairs and markets, conferences, workshops, training courses, tastings, competitions, meetings with the press, conferences aimed at achieving the social purpose;
- j) promote and implement - directly or in collaboration with third parties - initiatives of an aggregative, inclusive, cultural, artistic and recreational nature in the interest of young people, the community and the environment, in the field of robotics, precision agriculture, digital culture and science;
- k) produce and experiment with the use of robotics and new technologies in school contexts as a multidisciplinary teaching tool;
- l) promote and experiment with the use of robotics and new technologies in inland and/or rural areas as a tool for social inclusion and to combat the abandonment of the territory, the promotion of eco-compatible soil management techniques, and innovation in the production process;
- m) establish study support activities and summer and winter camps for cultural, recreational and leisure purposes;
- n) promote international projects and exchanges;
- o) carry out any other activity connected or similar to those listed above and carry out, always in compliance with the relevant legislation, any contractual act or transaction necessary or useful for the direct or indirect achievement of the institutional purposes.

2.3 The activities referred to in the previous paragraph, or those directly connected to them, are mainly aimed at third parties and are carried out continuously and mainly through the personal, voluntary and free services of their members. In case of need, it is possible to hire employees or make use of self-employment services, within the limits provided for by the Third Sector Code.

ART. 3 - Miscellaneous Activities

3.1 The Association, on the basis of the decisions taken by the Board of Directors, may also carry out various activities that are secondary and instrumental to institutional activities, within the limits of the provisions of the regulations and regulations of the sector.

Art. 4 - Economic resources

4.1 The association draws the economic resources for the operation and performance of its activities from:

- a) membership fees and contributions;
- b) inheritance, donation and legacies;
- c) contributions from the State, regions, local authorities, public bodies or institutions, also aimed at supporting specific and documented programmes carried out within the scope of the statutory purposes;
- d) contributions from the European Union and international organizations;
- e) income from the provision of contracted services;
- f) proceeds from the sale of goods and services to members and third parties, including through the performance of economic activities of a commercial nature, aimed at auxiliary and subsidiary and in any case aimed at achieving institutional objectives;
- g) donations from members and third parties;
- h) income deriving from promotional initiatives aimed at financing itself, (e.g.: parties, subscriptions including prizes);
- i) from the proceeds of the various activities referred to in art. 5 of this statute;
- j) the income, income or income from activities of general interest;
- k) any other income admitted pursuant to Legislative Decree 117/2017.

4.2 The common fund, consisting - by way of example and not limited to - of operating surpluses, funds, reserves and all assets acquired for any reason by the Association, can never be distributed among the members during the life of the association or at the time of its dissolution, pursuant to current legislation on the third sector.

4.3 It is forbidden to distribute, even indirectly, profits and operating surpluses, as well as funds, reserves or capital during the life of the association, unless the destination or distribution is required by law.

4.4 The income of the Association, including any revenues, income, however denominated, will be used for the performance of the statutory activity for the exclusive pursuit of the civic, solidarity and social utility purposes of the entity. In any case, the distribution, even indirectly, of profits and operating surpluses, funds and reserves however denominated to founders, workers and collaborators, directors and other members of the corporate bodies is prohibited.

4.5 The financial year of the Association begins and ends respectively on 1 January and 31 December of each year. At the end of each financial year, the Board of Directors draws up the final balance sheet or report and submits it to the approval of the Assembly of members within 4 months.

4.6 A copy of the final balance sheet will be made available to all members together with the convocation of the Assembly that has its approval on the agenda.

4.7 The financial statements must be drawn up and filed pursuant to Article 13 of Legislative Decree 117/2017, in accordance with the forms defined by decree of the Minister of Labour and Social Policies. In particular, in the financial statements, the Board of Directors must document the secondary and instrumental nature of the various activities, referred to in Article 3.3 of these Statutes.

Art. 5 - Members of the Association

- 5.1 The association can be joined without any kind of discrimination by all those who decide to pursue the purpose of the association and to submit to its statute. Members have the same rights and the same duties. Any exceptional foreclosures, limitations, exclusions must be justified and closely linked to the need to pursue the purposes that the association proposes.
- 5.2 Both natural persons and other Third Sector entities or other non-profit entities can be members, provided that the number of such entities does not exceed 50% (fifty percent) of the number of other members.
- 5.3 The number of members is unlimited. Members of the Association are the founding members and all natural and legal non-profit persons who undertake to contribute to the realization of the purposes of the Association. Membership of the Association is for an indefinite period, without prejudice to the right of withdrawal in any case.

Art. 6 - Criteria for admission and exclusion of members

- 6.1 Admission to membership, approved by the Board of Directors, is subject to the submission of a specific written application by the interested parties in which the commitment to comply with this statute and to observe any regulations and resolutions adopted by the bodies of the Association is made explicit.
- 6.2 The Board of Directors takes care of the annotation of new members in the register of members after they have paid the annual membership fee, with the simultaneous issue of the membership card
- 6.3 Any rejection of the application must always be justified and communicated in writing; The aspiring member who is not admitted has the right to appeal against the measure, within thirty days of its communication, at the first assembly of members that will be convened.
- 6.4 In the case of applications for admission as a member submitted by minors, they must be countersigned by the person exercising parental responsibility.
- 6.5 In the case of an application submitted by persons other than natural persons, it must be submitted by the legal representative of the person requesting membership.
The status of member is lost:
 - a) by death;
 - b) for withdrawal;
 - c) for forfeiture due to non-payment of the membership fee after two months from any reminder;
 - d) by exclusion;
 - e) for behavior contrary to the purposes of the Association;
 - f) for persistent violations of statutory obligations, any regulations and resolutions adopted by the bodies of the Association.
- 6.6 The exclusion of members is deliberated by the Board of Directors. In any case, before proceeding with the exclusion, the charges made against the member must be challenged in writing, allowing the right to reply. The member has the right to appeal against the exclusion measure, within thirty days of its communication, at the first shareholders' meeting that will be convened. Until the date of the Assembly, the measure is considered suspended. The exclusion becomes effective from the entry in the shareholders' register following the resolution of the Assembly that has ratified the exclusion measure adopted by the Board of Directors.
- 6.7 Withdrawal by members must be communicated in writing to the Board of Directors of the Association, which takes note of it at its first useful meeting.
- 6.8 The withdrawal or exclusion of the member is noted by the Board of Directors in the register of members.
- 6.9 The withdrawn or excluded member is not entitled to a refund of the membership fees paid.
- 6.10 Membership fees are non-transferable and cannot be revalued.

Art. 7 - Rights and duties of members

- 7.1 Members are entitled to:
 - a) participate in all the activities promoted by the Association;
 - b) enjoy the active and passive electorate; in the case of legal persons or bodies, the right to access associative offices is recognized for their legal representatives or agents;
 - c) view all the deliberative acts and all the documentation relating to the management of the Association, upon written and motivated request that must be verified by the Board of Directors no later than 30 days, with the possibility of obtaining a copy at their own expense.
- 7.2 In the case of underage shareholders, the exercise of voting rights is attributed to persons who exercise parental authority over them, up to the age of 18. In any case, the participation of the minor in the passive electorate is excluded
- 7.3 Members are obliged to:
 - a) observe these statutes, the internal regulations and the resolutions legally adopted by the associative bodies;
 - b) carry out one's activity towards others in a personal, spontaneous and free way, without profit, even indirectly;
 - c) refrain from any behavior that is contrary to the purposes and rules of the Association;
 - d) pay the membership fee referred to in the previous article;
 - e) contribute, within the limits of its possibilities, to the achievement of the statutory purposes.

Art. 8 - Volunteers

- 8.1 Volunteers are people who, by their own free choice, carry out, through the association, activities in favor of the community and the common good, making their time and skills available.

- 8.2 Their activity must be carried out in a personal, spontaneous and free way, without profit, not even indirectly, and exclusively for solidarity purposes.
- 8.3 The activity of volunteers cannot be remunerated in any way, not even by the beneficiaries.
- 8.4 Volunteers can only be reimbursed by the association for the expenses actually incurred and documented for the activity provided, within maximum limits and under the conditions established in advance by the Board of Directors: in any case, flat-rate reimbursement of expenses is prohibited.
- 8.5 The quality of volunteer is incompatible with any form of subordinate or self-employed employment relationship, or other paid employment relationship with the association.
- 8.6 Pursuant to the provisions of Articles 17 and 18 of Legislative Decree No. 117/2017, the association must insure volunteers against accidents and illnesses related to the performance of volunteer activities, as well as for civil liability towards third parties.

Art. 9 - Supporters

- 9.1 All people who, sharing their ideals, make their free and voluntary economic contribution can also be recognized as supporters. Supporters do not have the right to vote, they do not have the right to vote and stand for election but they have the right to be informed of the initiatives that are undertaken from time to time by the association.

Art. 10 - Workers

- 10.1 The association may hire employees or make use of self-employment or other services, including those of its members, provided that they are not voluntary, where necessary for the purpose of carrying out activities of general interest referred to in art. 3 of this statute and to the pursuit of its own purposes. In any case, the number of workers employed in the activity may not exceed fifty percent of the number of volunteers or 5 percent of the number of members.

Art. 11 - Bodies of the Association

- 11.1 The Bodies of the Association are:
 - a) the Shareholders' Meeting;
 - b) the Board of Directors;
 - c) the President;
 - d) the Supervisory Body (optional body).
- 11.2 The election of the Association's Bodies may not be constrained or limited in any way in respect of the maximum freedom of participation in the active and passive electorate.
- 11.3 The members of the Board of Directors and the Control Body may be paid a remuneration within the limits of the provisions of Article 8, paragraph 3) of Legislative Decree 117/2017.
- 11.4 Members of the Association's bodies may also be reimbursed for expenses incurred for the performance of their functions and approved in advance by the Board of Directors.

Art. 12 - L'Assemblea

- 12.1 The Assembly of members is the highest deliberative body of the Association and is convened in ordinary and extraordinary sessions. It is the sovereign body of the Association, and the administrative body implements the decisions taken by it.
- 12.2 Members who are up to date with the payment of the membership fee for the current year and who have been registered in the membership register for at least three months have the right to vote in the assemblies. Each member may be represented at the Assembly by another member with a written proxy. Each member cannot receive more than 3 proxies.
- 12.3 The Assembly is convened by the President of the Board of Directors at least once a year for the approval of the balance sheet or final report and whenever the President himself or at least two thirds of the members of the Board of Directors or one tenth of the members deem it appropriate.
- 12.4 The Assembly is chaired by the President of the Board of Directors or, in his absence, by the Vice-President and in the absence of both by another member of the Board of Directors elected by those present.
- 12.5 Invitations must be made by the President by means of a written notice in paper and/or electronic form containing the agenda, date, time, place (physical or virtual) of the meeting - sent by registered letter, certified or simple e-mail message, provided that proof of receipt is guaranteed in any case - to be delivered at least 7 days before the date of the meeting.
- 12.6 It is permissible to provide for the possibility of participating in the meeting by means of telecommunications or the expression of the vote by mail or electronically, provided that it is possible to ascertain the identity of the member who participates and votes.
- 12.7 In particular, the meetings of the Shareholders' Meeting may also be held, if necessary, with speakers located in several places, contiguous or distant, audio/video connected provided that:
 - a) the participants are allowed to participate in the discussion, in the contextual vote on the items on the agenda;
 - b) the chairman of the meeting is allowed to ascertain the identity of those present, regulate the conduct of the meeting, ascertain and announce the results of the vote, as well as to view, receive or transmit documents;
 - c) the person taking the minutes is allowed to adequately perceive the events of the meeting that is the subject of the minutes.
- 12.7 The Assembly is validly constituted on first call when at least half of the members are present or represented. On the second call, which cannot take place on the same day as the first, the Assembly is validly constituted regardless of the number of members present or represented, at least 30 minutes after the time of the call.

12.8 The resolutions of the Ordinary Assembly are adopted by majority vote.

The Ordinary Shareholders' Meeting:

- a) appoints and dismisses the members of the corporate bodies;
- b) appoints and dismisses, when required, the person in charge of the statutory audit of the accounts;
- c) approves the final balance sheet and the social report, where mandatory on the basis of the provisions of art. 14 of Legislative Decree 117/17;
- d) resolves on the liability of the members of the corporate bodies and promotes liability actions against them;
- e) resolves on the exclusion of members in the event of recourse to it by the excluded member;
- f) deliberates on the rejection of applications for admission of new members in the event of recourse to it by the aspiring member who is not admitted;
- g) approves any regulations for the work of the Shareholders' Meeting;
- h) it establishes the guidelines for the annual activity;
- i) allocates any operating surpluses to institutional activities;
- j) it deliberates on the other objects attributed to it by law, by the deed of incorporation or by the Articles of Association to the Board of Directors.

12.9 The Extraordinary Assembly deliberates on amendments to the statute, on the transformation, merger or demerger and dissolution of the Association.

12.10 To amend the statute, the presence of at least three-quarters of the members and the favorable vote of the majority of those present are required.

12.11 To resolve on the dissolution of the association and the devolution of the assets, the favourable vote of at least three-quarters of the members is required.

12.12 In the resolutions of the budget and in those concerning their responsibility, the members of the Board of Directors do not have the right to vote.

Art. 13 - The Board of Directors

13.1 The Board of Directors is the Board of Directors of the Association. It is made up of a number of members not less than three and not more than seven elected by the Assembly of members. The members of the Board of Directors remain in office for three financial years and may be re-elected. All members must be chosen from among the associated natural persons or indicated, among their members, by the associated entities.

13.2 In the event that, due to resignation or other causes, one of the members of the Board of Directors loses his or her office, the Assembly of members shall replace him or her in the immediately following session.

13.3 In the event that - for any reason - more than half of the members of the Board cease to exist, the entire Board of Directors shall be deemed to have lapsed. In this case, the President shall convene an Assembly without delay in order to proceed with the election of new members on the basis of the provisions of this statute. A person who has been disqualified, incapacitated, bankrupt, or who has been sentenced to a penalty involving the interdiction, even temporary, from public office or the inability to exercise managerial offices cannot be elected councillor, and if elected, forfeits his office.

13.4 Within 30 days of the notice of their election, the councillors must apply for registration in the Single National Register of the Third Sector, when established, indicating for each of them the name, surname, place and date of birth, domicile and citizenship, as well as to which of them the representation of the entity is attributed, specifying whether severally or jointly; the power of representation attributed to directors is general and any limitations cannot be invoked against third parties if they are not registered in the Single National Register of the Third Sector.

13.5 The Board of Directors:

- a) appoints a President, a Vice-President and a Secretary from among its members;
- b) it takes care of the execution of the resolutions of the Assembly;
- c) prepares financial statements;
- d) establishes the amount of the annual membership fee;
- e) deliberates on applications for new memberships and on measures to exclude members;
- f) deliberates on any internal regulations and related variations;
- g) provides for ordinary and extraordinary administration activities that are not the responsibility of the Shareholders' Meeting.

13.6 The Board of Directors is chaired by the President or, in the event of his absence, by the Vice-President and in the absence of both, by the oldest member, and is convened with a notice containing the agenda, date, time, place (physical or virtual) of the meeting, sent by registered letter, certified or simple e-mail message, provided that proof of receipt is guaranteed in any case, at least 7 days before the date of the meeting or, in case of urgency, at least 1 day before. In the absence of this formality, the Council is in any case validly constituted if all the directors are present.

13.8 As a rule, it is convened every four months and whenever the President or the Vice-President on his behalf deems it appropriate, or when at least two-thirds of the members request it.

13.9 Assume le proprie deliberazioni con la presenza della maggioranza dei suoi membri ed il voto favorevole della maggioranza degli intervenuti.

13.10 In the event that it is composed of only three members, it is validly constituted and deliberates when all are present.

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

Art. 14 - The President

- 14.1 The President, appointed by the Board of Directors, has the task of presiding over the same as well as the Assembly of members, establishes the agenda of the meetings of the Board of Directors, chairs them and coordinates the activities of the Association with criteria of initiative for all matters not exceeding ordinary administration.
- 14.2 The President is the legal representative of the association and has the use of the social signature. It lasts in office as long as the Board of Directors. He is authorized to collect payments of any kind and for any reason and to issue receipts.
- 14.3 The President is assigned the legal representation of the Association before third parties and in court.
- 14.4 In the event of his absence or impediment, his functions are the responsibility of the Vice-President, who is also appointed by the administrative body. In the event of ascertained definitive impediment or resignation, it is up to the Vice-President to convene the Board of Directors within 30 days for the election of the new President.
- 14.5 The President is responsible for the execution of the resolutions of the Board of Directors and, in exceptional cases of necessity and urgency, assumes its powers. In this case, he must simultaneously convene the Board of Directors for the ratification of his work.

Art. 15 - Statutory Audit and Control Body

- 15.1 The Supervisory Body, whether single-member or collegial, is appointed by the Shareholders' Meeting in the cases provided for by art. 30 of Legislative Decree 117/2017.
- 15.2 If a collegial body is appointed, it will consist of 3 members. The members of the Supervisory Body must be selected from among the categories of subjects referred to in Article 2397, second paragraph, of the Civil Code. In the case of a collegial body, the aforementioned requirements must be met by at least 1 of the members.
- 15.3 The members of the Supervisory Body remain in office for three financial years, i.e. until the approval of the final financial statements for the third financial year following their appointment and may be reconfirmed.
- 15.4 The Supervisory Body monitors compliance with the law and the Articles of Association, compliance with the principles of proper administration, also with reference to the provisions of Legislative Decree No. 231 of 8 June 2001, if applicable, as well as the adequacy of the organisational, administrative and accounting structure adopted by the Association, as well as its proper functioning. The Control Body also carries out monitoring tasks of monitoring compliance with civic, solidarity and socially useful purposes and certifies that the social report is drawn up in compliance with the guidelines set out in the Ministerial Decree of 4 July 2019 and subsequent amendments.
- 15.5 If the conditions set out in Article 31 of Legislative Decree 117/17 are met or the Shareholders' Meeting deems it appropriate, the Supervisory Body may also carry out a statutory audit of the accounts. In this case, it must be made up of a statutory auditor(s) registered in the appropriate register.
- 15.6 Alternatively, the Shareholders' Meeting may appoint a statutory auditor or an auditing firm registered in the appropriate register, who will remain in office for three financial years, i.e. until the approval of the final financial statements for the third financial year following the appointment and may be reconfirmed.

Article 16 - Company Books

The company books are kept by each body of the Association pursuant to art. 15 of Legislative Decree 117/2017.

Art. 17 - Dissolution

The dissolution of the Association must be resolved by the Extraordinary Assembly with the favourable vote of at least three quarters of the members with voting rights. In the event of dissolution of the Association, the residual assets are devolved, subject to the positive opinion of the Office referred to in Article 45 paragraph 1 of Legislative Decree 117/ and subject to destination imposed by law, to other third sector bodies, or, failing that, to the Fondazione Italia sociale. Under no circumstances may assets, profits and reserves be distributed to shareholders.

Art. 18 - Postponement

For anything not expressly stated in this statute, reference is made to the Civil Code, Legislative Decree 117/17 and other laws in force on the subject.

Piacenza, 2 February 2024