

THE STATUTE OF THE CULTURAL FOUNDATION *PENSARE oltre ETS*

Article 1

GENESIS, DENOMINATION AND REFERENCE MODEL

- 1.1 A Foundation named *PENSARE oltre* is constituted.
- 1.2 The Foundation inspires to and applies the principles of the Third Sector and responds to the legal scheme of the Participation Foundation, regulated by the Third Sector Code (L.D. 117/2017) and by the Civil Code.
- 1.3 Following the registration in the records office of the Third Sector, the Foundation will assume the denomination “Cultural Foundation *PENSARE oltre ETS*”.

Article 2

HEADQUARTERS

2.1 The Foundation has its headquarters in Milan, at the address contained in the constitutional act or successively determined by resolution of its Board of Directors and advertised through legal ways. The Board of Directors will be able to open local units and representative offices abroad too.

ARTICLE 3

AIMS AND ACTIVITIES

3.1 The Foundation is no-profit and pursues civic, solidaristic aims and of social utility. The Foundation is apolitical and nondenominational; it has not and doesn't mean to have any links with political parties or religious agencies.

In particular the Foundation pursues the following aims:

- The development and diffusion of a new educational model based on the practice of arts with artists, on valid didactics, on the practice of sports with athletes and on the relation with nature in order to give life to a new Renaissance.

- The absence of homogenization and standardization of learning and talents.
- The promotion of culture, of its expressive forms, of creativity and creative attitudes; the diffusion, training, education, learning, beside cultural and artistic fruition.
- The diffusion of culture by making it possible for people to have access to all the complex thematic which are relative to the world of science, education, art, didactics, learning processes and medicine too.
- The acknowledgment, both in the educational path and in society, of the principles laid out in the Universal Declaration of Human Rights of December 10,1948- in particular article 26, concerning the “right to education “.
- The creation of a responsible conscience to the new generations, through the enhancement of the formation instruments that used to cause the growth of people in great civilizations.
- The education to individual and collective responsibility.
- The overcoming of the present cultural and educational model according to which some of children’s behaviors can be labelled and afterwards dealt as “disorders” and “neurotic diversities” or “functional disabilities”, in the absence of incontrovertible scientific evidence, especially without any attentive assessment of the didactic, educational and familiar context of the single individual.
- The full valorization of each individual’s potential, of their personalities, of their needs, of their role as a founding element of society, of their civil rights to freedom.
- The struggle against any form of discrimination and social distress based on cultural, ethnic, religious, political, linguistic, sexual differences, either based on homogenization or standardization, especially in the field of childhood and adolescence, let alone the protection of subjective differences.

- The disavowal of “scientific claims” of every and any kind, whose truthfulness is not proved through incontrovertible scientific evidence according to Galileo’s principles, whereas they are established through voting, authoritarian principle, correlational factors and all that can alter scientific rigor.

3.2 The Foundation intends to achieve the above mentioned aims by means of the following activities of general interest, either in exclusive or principal ways:

- Education, instruction and professional training, as defined in the act of March 28, 2003, n.53 and successive modifications, including the cultural activities of social interest with educational aim (letter d) of the first sub-paragraph of article 5, legislative decree No 117/2017.
- University and post-university training (letter g) of the first sub-paragraph of article 5 of legislative Decree No 117/2017.
- Organization and management of cultural, artistic or recreational activities of social interest, including editorial activities too, concerning the promotion and diffusion of culture and volunteering practice and also of the above-mentioned activities (letter I) of the first sub-paragraph of article 5 of Legislative Decree No 117/2017.

3.3 To achieve its own institutional goals the Foundation, within the limits of the Law and of the present statute, will have the right to perform all the necessary and appropriate activities such as:

- Organize seminars, master class courses and training sessions
- Produce studies, opinions, advice for national and international public and institutional subjects
- Organize press conferences, institutional conferences, congresses, seminars, training courses, researches, inquiries
- Produce documents, issue books, booklets, newspapers, catalogues, handouts and files.
- Produce audio- visuelle, multimedia materials, videos, films, computer material.

- Organize meetings, public events, exhibitions and displays, tournaments, championships, competitions, marathons
- Organize artistic events, shows, gala events, fundraising events, festivals and award ceremonies
- Perform all the activities aimed at promoting and supporting the Foundation and its purposes.

ARTICLE 4

DIFFERENT, SECONDARY AND INSTRUMENTAL ACTIVITIES

4.1 The Foundation can perform different activities from those mentioned in the previous article 3, provided they are secondary and instrumental as compared to them, always according to the criteria and limits referred to in the Decree issued by the Ministry of Labor and social affairs, within the meaning of article 6 of the Legislative Decree No 117/2017.

4.2 Within the above-mentioned limits, the Board of Directors will detect those secondary and instrumental activities.

ARTICLE 5

PATRIMONY

5.1 The Foundation patrimony is used to perform the statutory activities aimed at the exclusive pursuit of civic, solidaristic and socially useful activities.

5.2 The Foundation patrimony is composed of:

- The endowment initial fund estimated in 101.070,00 euros (a hundred thousand and seventy, zero zero), of which the non-available fund is 30.000 euros (thirty thousand, zero zero).
- Eventual contributions from the European Union, the State, territorial institutions or other public/private institutions, also from abroad.

- Contributions or allowances of money, material or immaterial goods, movable or immovable properties, beside other utilities that can be estimated, and all contribution forms released by participants or third parties.
- Movable or immovable properties, material or immaterial goods that come to the Foundation in any capacity.
- Capital revenues.
- The income deriving from both institutional and secondary/instrumental activities.
- Fundraising activities.

The Foundation patrimony including all possible incomes, revenues, profits and differently named money is wholly employed to implement the Foundation activities aimed at the above-mentioned purposes.

Whenever the patrimony proves decreased by over one third of the minimum amount established by the Law, the administrative body must instantly provide to replenish that minimum patrimony, otherwise they must deliberate the transformation and continuation of the activities in the form of unrecognized association, or deliberate either the fusion or the dissolution of the institution.

ARTICLE 6

FINANCIAL MANAGEMENT

6.1 The financial management starts on January 1st and ends on December 31st of every year.

6.2 Within May 31st of every year the Board of Directors approves of the management budget, drafted in conformity with the Article 13 of the Third Sector Code, let alone the social budget where it is due, pursuant to article 14 of the Third Sector.

6.3 The surplus of the yearly managements will have to be employed, first of all, for replenishing the minimum amount fixed by the law which was made necessary after the reduction of that amount due to losses and only for empowering the Foundation activities or else for buying instrumental assets with the aim of increasing or improving its activity.

6.4 The Foundation does not have any lucrative aims and cannot distribute gains and management surplus, funds or reserves however named to anybody, even in case of recess or any other case of individual dissolution of the participation relation, neither directly nor indirectly.

ARTICLE 7

FOUNDATION MEMBERS

7.1 The Foundation members are divided into:

- institutional participants
- regular participants

7.2 The Foundation members have the right to examine the social books; to this purpose, they will have to submit written request to the Board of Directors with advance notice of 15 days at least; the examination will take place at the seat indicated by the Board of Directors, on office time, at the eventual presence of a component of the administration organ and /or control organ. The member can ask to be assisted by a trusted professional expert, who will eventually have to subscribe a confidential engagement. The member who, after examining the social books, will release the data can be expelled. In any case the Foundation member cannot make any copy of the social books.

7.3 All the participants must align with the Foundation principles and share its aims and ethical code.

ARTICLE 8

INSTITUTIONAL PARTICIPANTS

“Institutional participants” are the Founders who are written in the constitutional act, beside the public or private subjects and natural persons who, following to their capital contribution of any kind which is likely to be economically assessed and particularly relevant in favor of the Foundation, are considered worthy of that qualification by the Board of Directors, after their request. The decision of the Board of Directors deciding for their access with the qualification of institutional participant is communicated to the interested parties and recorded in the Participants book.

ARTICLE 9

REGULAR PARTICIPANTS

9.1 “Regular participants” are all the natural persons and the private legal persons who commit themselves to contribute, on annual or multi annual basis, to the increment of the Foundation patrimony through giving money, properties, provisions or any other active element which can be economically assessed.

9.2 The qualification of Regular Participant lasts all over the period for which the contribution has been regularly released, that is to say the regular performance of the performance.

9.3 The admission of the Regular Participant is made by resolution of the Board of Directors on request of the interested party addressed to the Board of Directors itself. The resolution is communicated to the interested party and recorded in the Regular Participants book.

9.4 The Board of Directors must, in thirty days, justify the eventual resolution of reject of the admission request and communicate it to the interested parties.

9.5 Who has submitted the request can, within thirty days from the reject communication, ask the Council of Participants to comment on the instance; the latter will deliberate on the rejected request during its next call, unless it is expressly summoned.

ARTICLE 10

DECADENCE, WITHDRAWAL AND EXCLUSION

10.1 The Regular Participants who, within the deadline of the financial year (31st December) have not performed the performance they were committed to, decay from the qualification.

10.2 Being legal subjects or persons, the decadence can occur also for the following causes:

- Termination, due to any title;
- Opening of liquidation procedure;
- Bankruptcy and/or opening of insolvency proceedings, also extrajudicial.

10.3 The Regular Participants can, in any moment, withdraw from the Foundation, without prejudice to the duty to fulfil the obligations they have taken.

10.4 The Participants can withdraw with a six-month notice.

10.5 The Participants can, on resolution of the Board of Directors, be excluded from the Foundation if they do not take part in four consecutive meetings of the Participants Council at least, as well as in case of serious violations of the ethical code, of definitive penal sentences for crimes against the person or the patrimony.

10.6 The excluded participants can appeal within the terms specified in the previous art. 9.5.

ARTICLE 11

SUPPORTERS

“Supporters” are the natural or legal persons, both public and private, who contribute to the life of the Foundation without taking part in it, by means of:

- a. Annual or multi annual contributions;
- b. Performance of professional activities too, functional to the pursuit of institutional goals;
- c. Allocation of material or immaterial assets.

11.2 The qualification of Supporter is attributed by the Board of Directors on request of the interested parties too.

11.3 The qualification of Supporter is automatically lost after three years from the allocation of the last important contribution or from the performance of the last obligation in favor of the Foundation.

11.4 The Supporters have the right to be informed on the Foundation activities according to the terms established in the specific regulation.

ARTICLE 12

ORGANS AND OFFICES OF THE FOUNDATION

12.1 Organs of the Foundation are:

- Assembly of the Participants;
- The Board of Directors;
- The Supervisory Board (Sole Mayor);

12.2 The General Director and the Administrative Secretary, whereas appointed, are offices of the Foundation.

12.3 The Ambassadors of Arts are honorary members.

ARTICLE 13

ASSEMBLY OF PARTICIPANTS

13.1 The Assembly of Participants is constituted by all the participants, both institutional and regular. All the participants have the right to vote; the Regular Participants who have not complied with any due annual contribution do not have the right to vote.

13.2 The assembly of Participants:

- appoints the monocratic organ of control, deciding its compensation;
- appoints and decides the compensation of the legal Auditor;
- proposes projects and strategic development guidelines;
- appoints the Board of Directors in case all the members of that Board give out;
- proposes the candidates to the designation of Ambassador of Arts;
- formulates advisory views and proposals on the activities, programs and goals of the Foundation, which have already been outlined or to be detected.

13.3 The Assembly of Participants is summoned by the President of the Board of Directors, either of his own accord or on request of, at least, one third of its members, by means of suitable ways to prove the occurred receipt ten days before the date fixed for the meeting.

13.4 The call notice must contain the agenda, the location and the time. At the same time the call notice can specify the date and time of the second call, which must be fixed not less than a 24 hours' time lapse from the first one.

13.5 The meetings are chaired by the President of the Board of Directors or, in case of his absence or impediment, by the Vice-President, if appointed, or in alternative by the eldest administrative advisor.

13.6 Special minutes of the Assembly of Participants meetings are drafted and signed by the Chairman and the secretary to be recorded in the specific register.

13.7 The Assemblies of Participants can be held through teleconference under the following conditions, which will be acknowledged in the relative minutes:

- a) the Assembly President is consented to ascertain the speakers' identities, to regulate the meeting course, note and announce the voting outcome;
- b) the verbalizing person must be consented to adequately understand the events occurring in the meeting he has to verbalize;
- c) The speakers must be consented to take part in the debate and simultaneous voting on the issues in the agenda, beside viewing, receiving or conveying documents.

ARTICLE 14

DELIBERATIONS OF THE ASSEMBLY OF PARTICIPANTS

14.1 The Assembly of Participants validly meets, on first summoning, with the presence of the majority of participants.

14.2 On the second summoning the Assembly is validly constituted with any number of present members.

14.3 Each Participant is allowed one vote and deliberations are taken with the favorable vote of the majority of the present members.

ARTICLE 15

BOARD OF DIRECTORS

15.1 The Board of Directors is composed of three members, including the President. The first components are appointed in the Article of Association.

15.2 Save for resignation, death or withdrawal, the Counsellors are appointed for an unlimited period.

15.3 The member that, without any justifiable reason, does not take part in five successive meetings can be declared decayed from the Board of Directors itself.

15.4 If, for any cause, one or more members of the Board of Directors fail, the remaining members appoint the lacking ones. In case all the Council members fail the new appointments will be made by the Assembly of Participants.

15.5 The Board of Directors carries out the ordinary and extraordinary administration of the Foundation according to criteria of economy, effectiveness and efficiency.

15.6 In particular, the Board of Directors:

- Prepares the programs and the objectives to be presented to the Assembly of Participants;
- Prepares, where appropriate, the regulations of the Foundation and its ethical code;
- Deliberates upon the acceptance of legacies, donations and contributions;
- Prepares and approves of the budget year beside the social budget if required by the law;
- Appoints, where appropriate, the General Director and the Administrative Secretary determining their compensations, qualifications, duties, nature and duration of the assignment.

- 15.7 The Board of Directors may delegate part of its powers to one or more among its members.
- 15.8 The Board of Directors is summoned at the initiative of the President or on request of a single member via mail, also not certified, or by any other means apt to guarantee its reception and the information of all the members.
- 15.9 The Board of Directors is validly constituted with the presence of the majority of the appointed members and resolution by the qualified majority of the present members.
- 15.10 The meetings of the Board of Directors can be held through teleconference too, under the terms written in the previous article 13.7.
- 15.11 Special minutes of the meetings of the Board of Directors are drafted and signed by the chairman and the secretary.
- 15.12 The components of the Board of Directors have the right to receive a reimbursement of the expenses made on account of the assignment and proven. The components of the Board of Directors may be paid an office remuneration that is fixed by the Board itself, who determines the individual annual sums in the limits set by article 8, sub paragraph 3, letter a) of legislative decree No. 117/2017; the remuneration must be proportionate to the performed activity, to the responsibilities and specific competences; in any case it won't be superior to the one given by agencies that operate in the same or similar sectors. The amount of the remuneration will have to be approved by the control organ.

ARTICLE 16

PRESIDENT OF THE BOARD OF DIRECTORS

DEPUTY VICE PRESIDENT

16.1 The President of the Board of Directors is appointed by the Board among its members, except for the President who was named on the Foundation constitution.

16.2 The President of the Board of Directors is the legal representative of the institution in front of the third parties, he can act and resist before any administrative or jurisdictional authority by nominating lawyers.

16.3 The President of the Board of Directors, moreover, deals with the relations with agencies, institutions, public and private companies and other organizations, also with the aim of forming relationships of cooperation and support of the Foundation single initiatives.

16.4 The Board of Directors can appoint, among its members, a Vice President who exclusively has a deputy function, in case the President is absent or unable to be present, without any additional compensation.

ARTICLE 17

SCIENTIFIC-CULTURAL CONSULTANTS

17.1 The scientific-cultural consultants are intellectuals, science and medicine researchers, famous people from arts and culture, teachers, education and didactics experts, experts of artistic and sporting performances, as well as consultants operating in the field of culture, training and artistic expressions in general.

17.2 The scientific-cultural consultants are invited and appointed by the Board of Directors.

17.3 Their office lasts until the 31st December of the year following their nomination but it is tacitly renewed unless they are addressed a contrary communication.

In particular cases, when their nomination is linked to a specific project, on the appointment day, the Board of Directors can decide to make the nomination last until that project has been concluded.

17.4 The office of scientific-cultural consultant can always be revoked by the Board of Directors with a motivated decision.

The scientific-cultural consultants represent the intellectual and cultural image and patrimony of the Foundation for what concerns the cultural and research contributions, elaborations, studies, analysis, articles, editorial issues and also all the projects requiring high-level professional knowledge, competences and experiences.

Therefore, the scientific-cultural consultants must represent the different categories of experts from the scientific, cultural, social, artistic world.

ARTICLE 18

AMBASSADORS FOR ARTS

18.1 The Ambassadors for Arts represent the image and artistic prestige of the Foundation, they are the testimonials of the artistic, cultural and educational message of the Foundation.

18.2 They are all renown people with a twenty-year- long career at least, icons of the artistic languages and national and/or international excellences of Art in their countries. They collaborate and participate, according to the Foundation activities, to artistic manifestations and gala events, official and/or institutional presentations and conferences, radio and Tv participations and media interviews.

18.3 Therefore the Ambassadors for Arts are the representatives of all the Arts, both scientific and figurative arts, beside all the artistic disciplines of contemporary society, cinema, photography, cartoons, digital painting and so on.

ARTICLE 19

CONTROL ORGAN AND SOLE AUDITOR

19.1 The control organ is monocratic, appointed by the Assembly of Participants.

19.2 The Foundation must appoint a legal auditor collegially or monocratically. The first legal auditor is appointed on the Foundation constitution. When the control organ is a registered legal auditor, he can be entrusted with the competence of the legal audit function.

19.3 The control organ is subjected to the rules of article 30 in the Third Sector Code.

19.4 The legal auditor is subjected to the discipline of article 31 in the Third Sector Code.

ARTICLE 20

THE FOUNDATION TERMINATION

20.1 In case of termination of the Foundation for any cause, its patrimony will be devolved, after the Board of Directors' decision who will appoint and determine the powers of the financial liquidator, to other institutions that pursue similar aims and belonging to the third sector, by agreement of the bureau referred to in article 9 of the third sector code.

ARTICLE 21

REFERRAL CLAUSE

21.1 As for what is not provided in the present statute the dispositions contained in the third sector code are applied, as well as those contained in the civil code and the legislation in force on the matter.

Signed by the Founder

Elisabetta Armiato, Bruno Perugini,

Witness

Fabio Pasqualini, Giuliano Rigatti.

Signed by the Notary Maria Nieves Iannaccone (L.T.)

In Milan October 22, 2019