



**Italian
Human
Connections**

ITALIAN HUMAN CONNECTIONS ETS

STATUTE

1. Name

The association called: "*Italian Human Connections ETS*", acronymised with "I.H.C. ETS" (hereinafter, the Association) is established.

2. Headquarters

The Association is based in the Municipality of Viterbo and may establish offices and operational headquarters elsewhere by resolution of the administrative body. Any changes to the registered office within the same Municipality can be implemented with a simple resolution of the administrative body and consequent notice to the Revenues Agency, without having to modify the statute. In case of registration in public registers, the change of the headquarters must also be notified to the competent Public Administration.

3. Duration of the Association

The Association has an unlimited duration.

4. Purpose and activities of the Association

The Association is established for the non-profit pursuit of civic, solidarity and social utility purposes through the exclusive or main performance of activities of general interest. To achieve the aforementioned purposes, it will exclusively or primarily exercise the following activities of general interest referred to in Article 5, paragraph 1 of Legislative Decree 3 July 2017 n.117, letter:

- i) organization and management of cultural, artistic or recreational activities of social interest, including activities, including editorial activities, for the promotion and dissemination of the culture and practice of volunteering and activities of general interest referred to in this article;
- k) organization and management of tourist activities of social, cultural or religious interest;

As part of the activities of general interest, the Association aims to promote the exchange of relationships and human relationships in the cultural, touristic and recreational sectors by carrying out cultural, educational and training, information, dissemination, research and updating initiatives and projects, and tourism's promotion.

The Association can carry out different activities, secondary and instrumental with respect to activities of general interest, according to the criteria and limits established by the current

legislation, also through the use of voluntary and free resources. The administrative body is responsible for identifying the various activities that the Association can carry out.

The Association may also carry out fundraising activities in order to finance activities of general interest, in any form, including in an organized and continuous form and by soliciting the public or through the sale or supply of goods or services of modest value, using own and third party resources, including volunteers and employees, in compliance with the principles of truth, transparency and fairness in relations with supporters and the public and in compliance with the legislative provisions.

The Association can make use of volunteers in carrying out its activities. Volunteers who carry out voluntary work on a non-occasional basis are registered in a special register. Volunteers can only be reimbursed for the expenses actually incurred and documented for the activity performed, within maximum limits and under the conditions previously established by the administrative body.

5. Admission, rights and duties of members

Individuals wishing to be part of the Association must submit a written application to the administrative body which decides on the application without discrimination of any kind, consistent with the aims pursued and the activities of general interest carried out. The deliberation of admission must be notified to the interested party and noted, by the administrative body, in the register of members.

In case of rejection of the application, the administrative body must justify the rejection's resolution within 60 days and notify the interested party. The interested party may, within sixty days from the communication of the rejection resolution, request that the assembly be pronounced on the application for admission at the next assembly.

Registrations run from the date the application is accepted.

Membership of the Association is indefinite and cannot be arranged for a temporary period, without prejudice to the right of withdrawal.

Individuals and entities that share the aims of the Association and who participate in the activities of the Association with their work, skills and knowledge can join the Association.

The honorary members are appointed by the Board of Directors, chosen among people who have particularly distinguished themselves in the areas of the Association and are not required to pay the membership fee. Honorary Members take part in the Association's activities, they can participate in the annual Assembly and can speak, but they do not have the right to vote. They are not voters and cannot be elected to corporate offices.

The quality of associate is lost by death, withdrawal or exclusion. The exclusion is resolved by the administrative body with a motivated resolution for arrears, failure to comply with the statutory rules, behavior contrary to the achievement of the association purpose. This provision must be notified to the member declared excluded, who, within thirty days of such communication, may appeal to the assembly by registered letter sent to the president of the Association.

Applications for admission presented by minors must be countersigned by the parental authority. The parent who signs the application represents the minor in all respects towards the Association and answers to the same for all the obligations of the minor associate.

Each member, as long as he has been registered in the register of associates for at least three months, has the right to vote for the approval and modifications of the Statute and any regulations, for the election of the administrative bodies of the Association itself and, if older than age, has the right to propose himself as a candidate for the organs of the Association.

Each member has the right to examine the company books. In order to exercise this right, the member must submit an express request to be inspected by the administrative body, which takes action within the maximum term of the following fifteen days. The inspection is carried out at the headquarters of the Association in the presence of a person indicated by the administrative body.

Associates have the duty to:

- a) adopt behavior in accordance with the spirit and aims of the Association, protecting its name, as well as in the relations between the members and between the latter and the corporate bodies;
- b) comply with the Articles of Association, any internal regulations and the resolutions adopted by the corporate bodies;
- c) pay any membership fee to the extent and within the terms set annually by the administrative body.

The sums paid as a membership fee are non-refundable, revaluable and transferable and are not linked to the ownership of shares or quotas of a patrimonial nature.

6. Organs of the Association

The bodies of the Association are:

- assembly of associates;
- administrative body (board of directors);
- president;
- control body, mandatorily appointed when the requisites established by law are met;
- board of arbitrators, if appointed.

7. Elections to associative positions

The election of the organs of the Association cannot in any way be bound or limited and is based on criteria of maximum freedom of participation in the active and passive electorate.

Those who intend to be elected or re-elected in the associative positions must present their candidacy at least 7 days before the date established for the convocation of the assembly, giving written notice to the president of the Association.

To be able to apply, the member must be up to date with the payment of his/her membership fees.

Failure in the course of the mandate of the above requirement entails immediate forfeiture of office.

8. Assembly of associates

The Association has its sovereign body in the assembly, which determines the general guidelines of the Association and the fundamental decisions of direction which all the corporate bodies must comply with.

All members registered for at least three months in the register of members and in good standing with the payment of membership fees, for which the principle of single voting exists, have the right to participate in the assembly with the right to vote. The rights to participate in the meetings and to vote may be exercised by each member also by means of a written proxy to another member. Each associate cannot represent more than 3 associates.

The following mandatory tasks are assigned to the ordinary assembly:

- appoints and revokes the members of the associative bodies;
- appoints and dismisses, when required, the person in charge of the statutory audit;
- approves the balance sheet, budget and, when this is required by law or deemed appropriate, the social balance;
- decides on the responsibility of the members of the corporate bodies and promotes liability action against them;
- approves any regulations for the meeting proceedings;
- deliberates on the other objects attributed by the law, by the articles of association or by the statute to its composition.

The extraordinary assembly has the following mandatory tasks:

- resolution on the transformation, merger and dissolution of the Association;
- deliberates on amendments to the articles of association or the statute;
- deliberates on the other objects attributed by the law, by the articles of association or by the articles of association to its competence.

9. Operation of the assembly of associates

The shareholders' meeting is convened at least once a year in the ordinary way for the approval of the financial statements and the social financial statements (where the preparation of the latter is mandatory or deemed appropriate); it is also convened on an extraordinary basis, for statutory changes and for the dissolution of the Association or for the adoption of the merger, demerger and transformation resolution; it is also called when requested by the administrative body or, with written motivation, by at least 10% of the members in good standing with the payment of the membership fee.

In the ordinary and extraordinary assemblies, the members registered in the shareholders' register for at least three months and in good standing with the payment of the membership fee have the right to vote.

Each member has the right to vote. Article 2373 of the Italian Civil Code applies, as compatible. The associates can be represented in the assembly only by another associate, through written proxy.

Unless otherwise provided, the assembly on first call is valid if it is present (personally or by proxy) at least half plus one of the members with voting rights; in second call the validity is regardless of the number of those present. Resolutions are passed with the favorable vote of the majority of those attending the meeting validly constituted.

For the extraordinary assembly which deliberates any statutory changes or the merger, the split or the transformation of the Association, the presence of at least three quarters of the members entitled to the right and the favorable vote of the majority of those present must be present.

The meeting can be held in audio / video connection through remote communication tools (videoconference, teleconference, etc.), provided that:

- the chairman is allowed to ascertain the identity and legitimacy of those present, regulate the conduct of the meeting, ascertain and announce the results of the vote;
- the person taking the minutes is allowed to adequately capture the meeting's events in his/her minutes;
- attendees are allowed to participate in the discussion and simultaneous voting on the items on the agenda.

10. Administrative body (Board of Directors)

The administrative body has all the powers of ordinary and extraordinary administration (which it can also delegate to some of its members), within the framework of the principles and general guidelines established by the assembly.

The representation of the association belongs to the president.

The majority of the directors are chosen from among the members or indicated by the associated legal entities. The first administrative body is appointed in the articles of association and, subsequently, by the Assembly of associates.

Anything that is not exclusively pertaining to the assembly or other associative bodies by law or by statute falls within the sphere of competence of the administrative body. In particular, and among others, the tasks of this body are:

- carry out the resolutions of the assembly;
- formulate the associative activity programs on the basis of the guidelines approved by the assembly;
- draw up and approve the internal regulations of the Association;
- determine the annual membership fee;
- prepare the financial statements and any social financial statements in the cases and with the methods envisaged for reaching the legal thresholds;
- prepare all the elements useful to the assembly for forecasting and economic planning for the year;
- approve the admission of associates;

- decide on the appointment of honorary members;
- approve disciplinary actions against members;
- stipulate all the deeds and contracts relating to the associative activities;
- takes care of the management of all movable and immovable property owned by the Association or entrusted to it;
- if necessary, transfer the registered office of the Association to the Municipality in which it is located.

The administrative body meets as often as the president deems it necessary or if requested by at least 1/3 of its members and, in any case, at least twice a year. It is convened by letter or e-mail containing the agenda, sent 3 days before the date set for the meeting.

The meeting of the administrative body is chaired by the president or, in his absence, by the vice president; in the absence of both, by the most senior councilor.

At the opening of each meeting, a secretary is appointed from among those present, who draws up the minutes.

The president and the secretary, who has the task of drawing up the minutes, must be physically present at the meeting. The administrative body is validly constituted when the majority of the members are present.

The resolutions of the administrative body are taken by a majority of those who are present. In the event of parity, the vote of the president prevails.

The administrative body meets at the registered office or at the different place indicated in the notice of meeting and can take place via audio / video connection through remote communication tools (videoconference, teleconference, etc.), provided that:

- the chairman can ascertain the identity and legitimacy of those attending, regulate the conduct of the meeting, ascertain and communicate the results of the vote;
- the person taking the minutes is allowed to adequately capture the meeting events in his/her minutes;
- attendees are allowed to participate in the discussion and simultaneous voting on the items on the agenda.

11. Composition of the administrative body

The Association will be administered by an administrative body composed of a minimum of 3 to a maximum of 11 members appointed by the ordinary assembly.

The interdicted, disabled, bankrupt, or anyone who has been sentenced to a penalty that implies the interdiction, even temporary, from public offices or loses cannot be a member of the administrative body. 'inability to exercise managerial offices pursuant to art. 2382 of the Italian Civil Code

The majority of the directors are chosen from among the associated natural persons or indicated by the associated bodies.

The first Board of Directors is appointed in the deed of incorporation and, subsequently, by the assembly of the members.

The administrative body remains in office for 5 years. At the end of their mandate, the members of the administrative body can be re-elected.

In the event of resignation or death of an administrator, the administrative body convenes a meeting within 30 days to replace him.

In the event of resignation or temporary impediment of the chairman of the administrative body to carry out his duties, the relative functions will be carried out by the deputy chairman until the appointment of the new chairman who must take place at the first subsequent meeting.

The administrative body must be considered forfeited if, due to resignation or for any other cause, the majority of its members, including the president, are lost. Upon the occurrence of this event, and in any case no later than the term of thirty days, the ordinary meeting must be called without delay for the appointment of the new administrative body. Until its new constitution and limited to urgent business and the management of the ordinary administration of the Association, the functions will be carried out by the decayed administrative body.

12. Duties of the president and vice president

The president legally represents the Association in internal and external relations, towards third parties and in court and carries out all the acts that bind it towards the outside.

The president is elected by the assembly from among its members by a majority of those present.

The president remains in office as long as the administrative body and terminates due to the expiry of the mandate, voluntary resignation or possible revocation decided by the assembly for serious reasons, with the majority of those present.

At least one month before the end of the mandate of the administrative body, the president calls the assembly to appoint the new president.

The president convenes and chairs the assembly and the administrative body, carries out the ordinary administration on the basis of the directives of these bodies, reporting on the activities performed.

In particular, the president oversees the implementation of the resolutions of the members' assembly and of the board of directors.

The vice president replaces the president in case of his absence or temporary impediment and in those tasks in which he is expressly delegated.

13. Supervisory body

Where this is required by law or by free determination, the shareholders' meeting appoints a control body composed by three people, of which at least one is chosen among the categories of persons referred to in art. 2397, second paragraph, of the Italian Civil Code. A single control body may also

be appointed, among the categories of subjects referred to in art. 2397 second paragraph of the Italian Civil Code. The members of the control body are subject to art. 2399 of the Italian Civil Code.

The control body monitors the compliance with the law and the Statute, compliance with the principles of correct administration and in particular the adequacy of the organizational, administrative and account structure adopted by the Association and its concrete functioning.

It also carries out tasks of monitoring compliance with the solidarity and social utility purposes of the Association and certifies that the social report, in the event that its preparation is mandatory or is deemed appropriate, has been drawn up in accordance with the guidelines referred to in Art. 14 of Legislative Decree 3 July 2017 n. 117.

Upon exceeding the limits referred to in art. 31 paragraph 1 of Legislative Decree 3 July 2017 n. 117, it may exercise the legal audit of the accounts. In this case, the shareholders' meeting appoints a statutory auditor or a statutory auditing company registered in the appropriate register.

If the members of the control body are registered in the register of auditors, they can also perform the function of statutory auditors, in the event that a person in charge is not appointed for this purpose.

The control body may at any time proceed, even individually, with inspection and control acts, and to this end, they may ask the directors for information on the progress of company operations or on specific business.

The office of member of the control body is not compatible with any other corporate position.

14. Board of Arbitrators

The assembly can appoint the board of arbitrators composed of three members chosen from among the adult members in good standing with the payment of the membership fee.

The board of arbitrators remains in office for three years and its members can be re-elected.

The college of arbitrators is chaired by a president elected by a majority of its members.

The board of arbitrators decides on disputes that may arise between members, between them and the Association or its bodies. It is possible to appeal to the ordinary judge against the judgment of the college.

The office of member of the board of arbitrators is incompatible with any other corporate office.

15. Assets of the Association

The Association cannot distribute, even indirectly, profits and / or operating surpluses as well as funds, reserves in any case denominated to founders, associates, workers and collaborators, administrators and other members of the corporate bodies, even in the case of withdrawal or in any other hypothesis of individual dissolution of the associative relationship.

The Association has the obligation to use the assets, including any revenues, income, proceeds, revenue however denominated, for the performance of the statutory activity for the exclusive pursuit of civic, solidarity and social utility purposes.

16. Economic resources

The Association can draw the economic resources, necessary for its functioning and the carrying out of its business, from different sources, such as: membership fees, public and private contributions, donations and bequests, assets, income from fundraising activities as well as from activities other than those of general interest.

All income and any management surpluses are intended exclusively for the realization of the Association's purposes.

17. Allocation of operating surpluses

The Association is prohibited from distributing, even indirectly, profits or operating surpluses, however denominated, as well as funds, reserves or capital during the life of the Association itself, unless the destination or distribution is required by law.

The Association is obliged to use the profits or management surpluses for the realization of the institutional activities and those directly connected and ancillary to them.

18. Duration of the contribution period

The ordinary contributions paid are valid for one year (365 days). In the event of non-renewal, the status of associate is lost.

19. Rights of associates to the corporate assets

Membership of the Association does not involve funding obligations or additional outlays with respect to the original payment at the time of admission and payment of the annual registration fee. However, members of the Association have the right to make further payments than those prescribed.

Payments to the corporate assets can be of any size, except for the minimum payments established for admission and annual registration, and are in any case non-repayable. Payments are therefore not re-evaluable nor repeatable in any case. In the event of dissolution of the Association, in the event of death, withdrawal or exclusion from the Association, therefore, the reimbursement of the amount paid to the Association by way of payment to the social assets cannot be made.

The payment does not create other participation rights and, in particular, does not create undivided participation shares that can be transmitted to third parties. These shares may not be transmitted either by particular succession, or by universal succession, or by deed between living persons, or by death.

20. Financial year and budget

The membership is annual and ends on December 31 of each year.

Within one hundred and twenty days from the end of the financial year, the Administrative Body must submit to the Assembly of associates for approval a financial statement consisting of the balance sheet, the management report and the mission report, or the cash statement in the cases provided for by current legislation.

The administrative body documents the secondary and instrumental nature of the various activities possibly carried out in the financial statements documents.

Where this is deemed appropriate by the administrative body or the legal requirements are met, the administrative body, within the same deadlines set for the financial statements, prepares the corporate financial statements, to be submitted to the shareholders' meeting for final approval in the same terms provided above for the financial statements.

21. Dissolution and liquidation of the Association

The assembly that approves the dissolution appoints a liquidator preferably chosen from among its members. It also decides on the destination of the assets remaining from the liquidation itself, within the limits referred to in the following paragraph.

In the event of dissolution, transfer or termination of the Association, the residual assets, after liquidation, will be devolved, subject to the positive opinion of the Single National Register of the Third Sector, from when it will be operational, and unless otherwise required by law, to other Bodies of the Third Sector, in accordance with the provisions of Legislative Decree 117/2017.

22. Reference rule

For anything not provided for by this Statute, the current regulations on Third Sector Entities apply (and, in particular, the Law 6 June 2016, n. 106 and the Legislative Decree 3 July 2017, n. 117 and subsequent amendments) and , although not provided for in them and as compatible, the rules of the civil code.