

	Repertorio n.4749	Raccolta n.3684	
	VERBALE DI ASSEMBLEA DELL'ASSOCIAZIONE RICONOSCIUTA		Registrato a Massa Carrara il 08/11/2019 al n. 6218 Serie 1T
	"ISTITUTI PER IL RAGGIUNGIMENTO		
	DEL POTENZIALE UMANO EUROPA - ONLUS"		
	REPUBBLICA ITALIANA		
	L'anno 2019 (duemiladiciannove) il giorno 11 (undici) del mese		
	di ottobre, alle ore undici e minuti trenta.		
	In Massa, Viale Eugenio Chiesa n.5, nel mio studio.		
	Dinanzi a me Dott. Andrea Ferrari, Notaio residente in Massa,		
	iscritto nel Ruolo del Collegio Notarile dei Distretti Notari-		
	li Riuniti di La Spezia e Massa, alla presenza dei signori:		
	Bernardini Eleonora, nata a Carrara il 13 settembre 1982, re-		
	sidente in Carrara, Via Galissano n.3/d,		
	Biancalana Stefano Rinaldo, nato a Viareggio l'8 febbraio		
	1970, residente in San Giuliano Terme, frazione Madonna		
	dell'Acqua, Via Pietrasantina n.13, il quale dichiara di cono-		
	scere sia la lingua italiana sia la lingua inglese,		
	testimoni idonei, come essi affermano, ed a me noti, è presen-		
	te:		
	DOMAN DOUGLAS MAC, nato a Pennsylvania (U.S.A.) l'1 marzo		
	1953, cittadino statunitense, titolare del passaporto		
	n.504253261 rilasciato dall'Autorità competente in data 26		
	febbraio 2013, e in corso di validità, domiciliato per la ca-		
	rica presso la sede associativa, il quale dichiara di interve-		
	nire al presente atto nella sua qualità di Presidente del Con-		

siglio di Amministrazione dell'Associazione "ISTITUTI PER IL RAGGIUNGIMENTO DEL POTENZIALE UMANO EUROPA - ONLUS", iscritta al Registro delle Persone Giuridiche tenuto presso la Prefettura di Pisa al n.335, ed al n.3 del Registro Onlus tenuto dalla Direzione Regionale Toscana, associazione con sede in Fauglia, Via Delle Colline di Lari n.6, Codice Fiscale 92018490497, Partita Iva 01469840506.

Doman Douglas Mac, a mezzo dell'interprete di cui in seguito, mi dichiara di non conoscere la lingua italiana e di conoscere la lingua inglese, da me Notaio non conosciuta, e di sapere e potere sottoscrivere.

Interviene pertanto DEL FREO FRANCESCO, nato a Pietrasanta il 17 agosto 1979, residente in Montignoso, Via Roma n.149, Codice Fiscale DLF FNC 79M17 G628G, in qualità di interprete designato dalle parti.

L'interprete, come sopra nominato, dichiara di avere i requisiti previsti dalla legge per svolgere la funzione di interprete e lo stesso, da me Notaio ammonito sull'importanza delle funzioni che è chiamato a svolgere, giura, dinanzi a me Notaio, di adempiere fedelmente il proprio ufficio. Pertanto, tutte le dichiarazioni rese e ricevute dal signor Doman Douglas Mac, devono intendersi rese e ricevute per mezzo dell'interprete.

Detto comparente, della cui identità personale e qualifica io Notaio sono certo, a mezzo del suddetto interprete, alla pre-

senza dei testimoni, mi dichiara che è stata convocata, in questo giorno, luogo ed ora, l'assemblea della predetta associazione al fine di discutere e deliberare sul seguente

ordine del giorno

"Adeguamento dello statuto sociale al D.Lgs. 117/2017, secondo quanto chiarito nella Nota Direttoriale n.12604 del 29.12.2017, del D.Lgs. 105/2018 e della Circolare del Ministero del Lavoro e delle Politiche Sociali n.20 del 27.2.2018", e mi richiede di redigere il relativo verbale.

Aderendo alla richiesta fattami, io Notaio do atto che l'assemblea si svolge nel seguente modo.

Assume la Presidenza, ai sensi di statuto, lo stesso Doman Douglas Mac, come in comparizione generalizzato, il quale accerta l'identità e la legittimazione dei presenti, e quindi constata che:

- l'assemblea è stata regolarmente convocata ai sensi di legge e di statuto;
- è presente, in proprio e per deleghe, riconosciute valide dal Presidente e conservate agli atti dell'associazione, un numero di associati pari ai 4/5 (quattro quinti) degli associati iscritti nel relativo libro, e precisamente sono presenti:

Doman Douglas Mac, come in comparizione generalizzato;

Martineau Isabelle, nata a Poitiers (Francia) il 22 marzo 1958;

Doman Rosalind, nata a New York (Stati Uniti d'America) il 24 gennaio 1953, per delega a Doman Douglas Mac, come sopra generalizzato;

Doman Spencer Stevenson, nato a Pennsylvania (Stati Uniti d'America) il 23 novembre 1987, per delega a Martineau Isabelle, come sopra generalizzata;

- dei componenti del Consiglio di Amministrazione sono presenti:

Doman Douglas Mac, come in comparizione generalizzato, Presidente;

Martineau Isabelle, nata a Poitiers (Francia) il 22 marzo 1958, Consigliere;

- tutti gli associati presenti, in proprio o per delega, risultano tali in base a quanto consta in data odierna dall'esame del regolarmente vidimato libro degli associati;

- gli associati presenti si dichiarano sufficientemente informati sugli argomenti all'ordine del giorno.

Il Presidente dichiara pertanto l'assemblea validamente costituita ai sensi di legge e statuto, e pertanto pienamente legittimata a deliberare sugli argomenti posti all'ordine del giorno.

Preliminarmente l'Assemblea autorizza il Presidente a trattare unitariamente i capi, data la stretta connessione tra gli stessi esistente.

Il Presidente fa presente che, con riguardo alle Onlus,

l'articolo 102 comma 2, lettera a) del Codice del Terzo Settore statuisce l'abrogazione degli articoli da 10 a 29 del decreto legislativo 4 dicembre 1997, n. 460, fatto salvo l'articolo 13, commi 2, 3 e 4, a decorrere dal termine di cui all'articolo 104, comma 2, ossia dal periodo di imposta successivo all'autorizzazione della Commissione europea sulle misure fiscali, e comunque non prima del periodo di imposta successivo all'operatività del RUNTS (Registro Unico Nazionale del Terzo Settore), con la conseguenza che la disciplina delle Onlus resta in vigore sino a quando non troveranno applicazione le nuove disposizioni fiscali recate dal titolo X del Codice medesimo.

Il Presidente illustra quindi la necessità di adottare il nuovo statuto dell'associazione, entro il termine previsto dall'articolo 101, comma 2, del Codice del Terzo Settore, adeguato alle previsioni normative di cui al Codice stesso, subordinando l'efficacia di tali modifiche alla decorrenza del termine di cui all'articolo 104, comma 2, del Codice stesso, ossia dal periodo di imposta successivo all'autorizzazione della Commissione europea sulle misure fiscali, e comunque non prima del periodo di imposta successivo all'operatività del RUNTS (Registro Unico Nazionale del Terzo Settore).

Il Presidente propone dunque di procedere all'adozione di tale nuovo statuto adeguato alle previsioni normative di cui al Codice del Terzo Settore, precisando pertanto che, nel periodo

transitorio, continuerà a perdurare l'efficacia delle disposizioni recate dal d.lgs. n.460/1997. Quindi il presidente dà lettura agli associati del nuovo testo di statuto, evidenziando tutte le modifiche.

Il Presidente invita quindi l'assemblea a pronunciarsi in merito.

L'assemblea a voti unanimi, espressi in modo palese con alzata di mano, e quindi con le maggioranze richieste dal vigente statuto e dalla legge, delibera:

1) di approvare le nuove norme relative all'organizzazione ed al funzionamento dell'associazione denominate "Statuto", subordinandone l'efficacia alla decorrenza del termine di cui all'articolo 104, comma 2, del D.lgs 3 luglio 2017 (Codice del Terzo Settore), ossia dal periodo di imposta successivo all'autorizzazione della Commissione europea sulle misure fiscali, e comunque non prima del periodo di imposta successivo all'operatività del RUNTS (Registro Unico Nazionale del Terzo Settore), con la conseguenza che la disciplina delle Onlus resterà in vigore sino a quando non troveranno applicazione le nuove disposizioni fiscali recate dal titolo X del Codice medesimo, norme che qui di seguito vengono integralmente trascritte:

"STATUTO"

Articolo 1 - Denominazione, sede, regolamento

E' costituito in Comune di Fauglia con la forma giuridica

dell'associazione riconosciuta, un Ente del Terzo Settore denominato "ISTITUTI PER IL RAGGIUNGIMENTO DEL POTENZIALE UMANO EUROPA - ETS", come tale sottoposto alla disciplina di cui al D.lgs. 3 luglio 2017 n.117 (Codice del Terzo Settore).

Le variazioni di indirizzo all'interno del Comune non costituiscono modificazioni dello Statuto.

E' in facoltà dell'Associazione adottare un regolamento, da approvarsi dall'assemblea, al fine di disciplinare, nel rispetto dello statuto, ulteriori aspetti relativi all'organizzazione ed alle attività.

Articolo 2 Oggetto - Scopo ed attività

L'associazione è apolitica e non ha scopo di lucro. Durante la vita dell'associazione non potranno essere distribuiti, anche in modo indiretto o differito, utili o avanzi di gestione nonché fondi, riserve o capitale.

Essa persegue esclusivamente finalità civiche, solidaristiche, di utilità sociale, e più precisamente si propone di favorire il recupero dei bambini cerebrolesi mediante tecniche di stimolazione sensoriale atte a potenziare ogni capacità lesa dei bambini cerebrolesi sia dal punto di vista fisiologico che fisico ed intellettuale, secondo le metodologie degli Istituti per il Raggiungimento del Potenziale Umano aventi sede in Philadelphia, che perseguono l'obiettivo di aumentare il potenziale intellettuale, sociale, fisico e fisiologico di tutti gli esseri umani.

Per il perseguimento delle finalità e dello scopo di cui al precedente comma, l'associazione pone in essere le seguenti attività di interesse generale:

a) interventi e servizi sociali ai sensi dell'articolo 1, commi 1 e 2, della legge 8 novembre 2000, n.328, e successive modificazioni, e interventi, servizi e prestazioni di cui alla legge 5 febbraio 1992, n.104, e alla legge 22 giugno 2016, n.112, e successive modificazioni;

b) interventi e prestazioni sanitarie;

c) prestazioni socio-sanitarie di cui al decreto del Presidente del Consiglio dei ministri 14 febbraio 2001, pubblicato nella Gazzetta Ufficiale n.129 del 6 giugno 2001, e successive modificazioni;

d) educazione, istruzione e formazione professionale, ai sensi della legge 28 marzo 2003, n.53, e successive modificazioni, nonché le attività culturali di interesse sociale con finalità educativa;

e) organizzazione e gestione di attività culturali, artistiche o ricreative di particolare interesse sociale, incluse attività, anche editoriali, di promozione e diffusione della cultura e della pratica del volontariato e delle attività di interesse generale di cui al presente articolo;

f) beneficenza, sostegno a distanza, cessione gratuita di alimenti o prodotti di cui alla legge 19 agosto 2016, n.166, e successive modificazioni, o erogazione di denaro, beni o ser-

vizi a sostegno di persone svantaggiate o di attività di interesse generale a norma del presente articolo.

Articolo 3 - Durata

La durata dell'associazione è illimitata e la stessa potrà essere sciolta solo nei casi previsti dalla legge o con delibera dell'assemblea degli associati con le maggioranze di cui al successivo articolo 11 (undici).

In caso di scioglimento della associazione il patrimonio residuo è devoluto, previo parere positivo dell'Ufficio Statale del Registro Unico Nazionale del Terzo Settore, di cui all'art.45, comma 1, del D.lgs 3 luglio 2017 n.117 e salva diversa destinazione imposta dalla legge, ad enti del Terzo Settore secondo le disposizioni stabilite nella delibera assembleare di scioglimento. Per quanto non previsto nel presente articolo si applica la disciplina di cui all'art.9 del D.lgs. 3 luglio 2017 n.117.

Articolo 4 - Domanda di ammissione

Possono far parte dell'associazione, in qualità di associati, senza alcuna forma di discriminazione, le persone che, condividendo le finalità e lo spirito di solidarietà dell'ente, ne facciano richiesta e siano dotate di una irrepreensibile condotta morale e civile.

Viene espressamente escluso ogni limite sia temporale che operativo al rapporto associativo medesimo e ai diritti che ne derivano.

Tutti coloro i quali intendono far parte dell'associazione dovranno redigere una domanda scritta contenente l'impegno ad osservare il presente statuto e le norme da esso richiamate e ad attenersi alle deliberazioni degli organi associativi.

La domanda dovrà altresì contenere:

- per le persone fisiche, l'indicazione del nome, cognome, luogo e data di nascita, residenza, codice fiscale, dell'attività lavorativa svolta, nonché dei recapiti telefonici e dell'indirizzo di posta elettronica;

- per gli enti, l'indicazione della denominazione, della sede, del codice fiscale e/o della partita IVA, l'eventuale numero di iscrizione al Registro delle persone giuridiche e/o quello del Registro Unico degli Enti del Terzo Settore nonché, ove vi fosse, anche quello di iscrizione al registro delle imprese, l'attività svolta, l'indicazione del legale o dei legali rappresentanti, nonché dei recapiti telefonici e dell'indirizzo di posta elettronica certificata.

La domanda dovrà essere accettata dal Consiglio Direttivo entro 60 (sessanta) giorni dalla presentazione.

L'ammissione all'associazione non può essere prevista per un periodo temporaneo.

Gli associati vengono iscritti in un apposito libro regolarmente tenuto e vidimato.

La quota associativa non può essere trasferita a terzi o rivalutata.

In caso di mancata ammissione del richiedente, il Consiglio Direttivo deve motivare la deliberazione di rigetto entro 60 (sessanta) giorni dalla presentazione della domanda e comunicarla all'interessato.

L'interessato può, nei successivi 60 (sessanta) giorni, chiedere che sulla delibera di rigetto si pronunci l'assemblea degli associati, i quali deliberano sulle domande non accolte, se non appositamente convocati, in occasione della loro successiva convocazione.

Articolo 5 - Diritti ed obblighi degli associati

A tutti gli associati spetteranno i medesimi diritti e doveri.

Gli associati devono partecipare alle attività della associazione con le loro opere, competenze e conoscenze.

Tutti gli associati godono, al momento dell'ammissione, del diritto di partecipazione alle assemblee sociali, con facoltà di assumere parola, nonché dell'elettorato attivo e passivo.

A tutti gli associati, come meglio disciplinato al successivo articolo 11 (undici), spetta il diritto di voto nelle assemblee ed in particolare nelle assemblee per l'approvazione e le modificazioni dello Statuto e dei regolamenti e per la nomina degli organi direttivi dell'associazione.

La qualifica di associato dà diritto a frequentare le iniziative indette dal consiglio direttivo e la sede dell'associazione, secondo le modalità stabilite nell'apposito regolamento.

Gli associati hanno l'obbligo di rispettare e di far rispettare le norme dello statuto e degli eventuali regolamenti e di attivarsi fattivamente per il raggiungimento degli scopi dell'associazione, di versare la quota associativa secondo l'importo, le modalità di versamento e i termini stabiliti dall'assemblea.

Articolo 6 - Decadenza degli associati

Gli associati cessano di appartenere all'associazione nei seguenti casi:

A. recesso esercitato in forma scritta, avente efficacia dal momento della comunicazione della stessa al Consiglio Direttivo;

B. morosità protrattasi per oltre due mesi dalla scadenza del versamento richiesto della quota associativa;

C. esclusione deliberata dalla maggioranza assoluta dei componenti il consiglio direttivo, pronunciata contro il socio che commette azioni ritenute disonorevoli entro e fuori dell'associazione, o che, con la sua condotta, costituisce ostacolo al buon andamento del sodalizio essendosi reso colpevole di atti di indisciplina o di comportamenti scorretti ripetuti costituenti violazione di norme statutarie o regolamentari, o che senza adeguata ragione si metta in condizione di inattività prolungata;

D. morte;

E. scioglimento dell'associazione ai sensi dell'art.19 (di-

ciannove) del presente statuto.

Non è in ogni caso ammesso il rimborso delle quote associative, dei contributi e delle erogazioni a fondo perduto effettuate dagli associati.

Il provvedimento di esclusione di cui alla precedente lettera c), assunto dal consiglio direttivo, deve essere ratificato dall'assemblea. Nel corso di tale assemblea, alla quale deve essere convocato l'associato interessato, si procederà in contraddittorio con l'interessato a una disamina degli addebiti.

In caso di assenza ingiustificata dell'interessato regolarmente convocato, l'Assemblea potrà ugualmente procedere alla ratifica del provvedimento di esclusione. Il provvedimento di esclusione rimane sospeso fino alla data di svolgimento dell'assemblea.

L'associato escluso non può essere più ammesso.

Articolo 7 - Dipendenti

L'associazione per il perseguimento delle proprie finalità potrà assumere lavoratori dipendenti o avvalersi di prestazioni di lavoro autonomo.

In caso di assunzione di lavoratori dipendenti, gli stessi avranno diritto ad un trattamento economico e normativo non inferiore a quello previsto dai contratti collettivi di cui all'articolo 51 del D.lgs 15 giugno 2015 n.81 in conformità a quanto prescritto dall'articolo 16 del D.lgs 3 luglio 2017 n.117.

Articolo 8 - Volontari

L'associazione potrà avvalersi nello svolgimento delle proprie attività di volontari, così come definiti dall'articolo 17 comma 2 del D.lgs. 3 luglio 2017 n.117; i volontari che svolgono la loro attività in modo non occasionale dovranno essere iscritti in un apposito registro.

L'attività del volontario non può essere retribuita in alcun modo nemmeno dal beneficiario. Al volontario potranno essere rimborsate soltanto le spese effettivamente sostenute e documentate per l'attività prestata entro i limiti massimi e alle condizioni preventivamente stabilite. Sono in ogni caso vietati rimborsi di spese di tipo forfetario. Si applica al riguardo la disposizione dell'articolo 17 comma 4 del D.lgs. 3 luglio 2017 n.117.

La qualità di volontario è incompatibile con qualsiasi forma di apporto di lavoro subordinato e autonomo e con ogni altro rapporto di lavoro retribuito.

Nel caso in cui l'associazione si avvalga di volontari gli stessi devono essere assicurati contro gli infortuni e le malattie connessi allo svolgimento dell'attività di volontariato nonché per la responsabilità civile verso terzi.

Articolo 9 - Libri dell'Associazione

Oltre le scritture prescritte dalle norme di legge ai fini contabili e fiscali, l'associazione deve tenere:

a) il libro degli associati;

b) il libro delle adunanze e delle deliberazioni delle assemblee, in cui devono essere trascritti anche i verbali redatti per atto pubblico;

c) il libro delle adunanze e delle deliberazioni del Consiglio Direttivo e dell'organo di controllo, se nominato;

d) il registro dei volontari che svolgono le attività in modo non occasionale.

I libri di cui alle lettere a), b) e d) del comma 1, sono tenuti a cura del Consiglio Direttivo. I libri di cui alla lettera c) sono tenuti a cura dell'organo cui si riferiscono.

Gli associati hanno diritto di esaminare i libri dell'associazione facendone apposita istanza al Consiglio Direttivo.

Articolo 10 - Organi

Gli organi sociali sono:

- a) l'assemblea generale degli associati,
- b) il consiglio direttivo,
- c) il presidente,
- d) l'organo di controllo, se nominato,
- e) il revisore legale dei conti, se nominato.

Articolo 11 - Assemblea degli Associati

A) Funzioni

L'assemblea degli associati:

- nomina e revoca i componenti del Consiglio Direttivo, dell'Organo di controllo e il Revisore;

- approva il bilancio;

- delibera sulla responsabilità degli organi sociali;

- delibera sulle modificazioni dell'atto costitutivo e dello Statuto;

- approva i regolamenti;

- delibera sullo scioglimento, la trasformazione, la fusione e la scissione dell'Associazione;

- delibera sulle impugnazioni delle delibere del Consiglio Direttivo che respingono domande di ammissione o che procedono all'esclusione di un associato;

- delibera sugli altri oggetti ad essa attribuiti dalla Legge o dal presente Statuto.

B) Convocazione

L'Assemblea è convocata dall'Organo Amministrativo, presso la sede dell'Associazione o in altro luogo in Italia, almeno una volta all'anno, entro 120 (centoventi) giorni dalla chiusura dell'esercizio, per l'approvazione del bilancio di esercizio e, se richiesto, del bilancio sociale e per il rinnovo delle cariche venute a scadere.

L'assemblea deve inoltre essere convocata ogniqualevolta il Consiglio Direttivo ne ravvisi la necessità o quando ne sia fatta richiesta motivata da almeno un decimo degli associati aventi diritto di voto.

L'assemblea è convocata mediante avviso, contenente l'indicazione del giorno, dell'ora, del luogo dell'adunanza,

dell'eventuale data di seconda convocazione e l'elenco delle materie da discutere, inviato ad ogni associato a mezzo di strumento di comunicazione che garantisca la prova dell'avvenuta ricezione almeno sette giorni prima dell'assemblea.

La convocazione è in ogni caso valida se inoltrata all'indirizzo, anche di posta elettronica, comunicato dall'associato nella domanda di ammissione o successivamente variato mediante comunicazione scritta validamente pervenuta all'Associazione.

L'avviso di convocazione deve pervenire agli aventi diritto almeno 7 (sette) giorni prima della data fissata per l'assemblea.

C) Diritto di voto

Hanno diritto di voto tutti gli associati iscritti da almeno 90 (novanta) giorni. Si considera quale data d'iscrizione quella in cui è stata adottata la delibera di ammissione dell'associato.

Ciascun associato esprime un solo voto.

Ciascun associato può farsi rappresentare in assemblea da altro associato mediante speciale delega scritta, apponibile anche in calce all'avviso di convocazione. Un associato può ricevere al massimo 3 (tre) deleghe, ovvero 5 (cinque) deleghe nel caso che l'Associazione abbia non meno di 500 (cinquecento) associati. Si applicano i commi quarto e quinto

dell'art.2372 del codice civile.

Il voto si esercita in modo palese.

D) Svolgimento

L'Assemblea è presieduta dal Presidente dell'Associazione o, in sua assenza, dal componente più anziano in carica del Consiglio Direttivo o, in assenza anche di questo, dall'Associato indicato dall'assemblea stessa; la verbalizzazione dei contenuti dell'assemblea è affidata ad un segretario nominato dal Presidente dell'Assemblea, ovvero ad un Notaio nei casi previsti dalla legge o qualora il Consiglio Direttivo ne ravvisi l'opportunità. Il relativo verbale è trascritto nel libro verbali dell'Assemblea.

Il Presidente dell'Assemblea ha generali poteri ordinatori al fine di assicurare un lineare svolgimento della riunione e garantire a ciascuno dei partecipanti il libero e sereno esercizio dei propri diritti di associato; il Presidente dell'Assemblea può ammettere l'intervento alla riunione, in qualità di esperti, di persone non associate al fine di consentire ai presenti l'informazione necessaria al consapevole esercizio del diritto di voto.

L'assemblea si svolge normalmente alla presenza contestuale degli associati partecipanti nel luogo fissato dall'avviso di convocazione.

Nei casi ritenuti opportuni dal Consiglio Direttivo, indicati nell'avviso di convocazione, le riunioni dell'assemblea posso-

no svolgersi anche con modalità non contestuali ossia in audio o video conferenza, purché ricorrano le seguenti condizioni, di cui si darà atto nel verbale:

a) che sia consentito al Presidente dell'assemblea l'accertamento dell'identità degli intervenuti non personalmente presenti;

b) che sia consentito al verbalizzante di percepire il modo adeguato i fatti e gli atti compiuti nella riunione;

c) che sia consentito a tutti gli intervenuti di partecipare alla discussione e alla votazione simultanea agli argomenti posti all'ordine del giorno, nonché di visionare, ricevere e trasmettere documenti.

Verificandosi tali presupposti l'assemblea si ritiene svolta nel luogo ove sono compresenti il Presidente ed il verbalizzante.

E) Maggioranze

L'Assemblea è validamente costituita alla presenza della metà più uno degli associati aventi diritto di voto e delibera a maggioranza dei voti espressi dai presenti.

In seconda convocazione l'Assemblea delibera con il voto favorevole della maggioranza dei voti espressi dai presenti, qualunque sia il numero degli associati intervenuti.

Per le deliberazioni riguardanti modifiche dello Statuto occorre la presenza di almeno 3/4 (tre quarti) degli associati e il voto favorevole della maggioranza dei presenti.

	Per le deliberazioni riguardanti lo scioglimento	
	dell'Associazione e la devoluzione del patrimonio occorre il	
	voto favorevole di almeno 3/4 (tre quarti) degli associati.	
	Nelle deliberazioni che riguardano la loro responsabilità i	
	componenti il Consiglio Direttivo non hanno diritto di voto.	
	Articolo 12 - Consiglio Direttivo	
	A) Funzioni	
	È l'Organo preposto alla gestione ed amministrazione	
	dell'Associazione.	
	È investito dei più ampi poteri di gestione ordinaria e	
	straordinaria dell'Associazione.	
	Spetta al Consiglio Direttivo di:	
	- assicurare il conseguimento delle finalità istituzionali;	
	- convocare l'Assemblea degli associati;	
	- redigere il bilancio di esercizio e se richiesto il bilancio	
	sociale;	
	- predisporre regolamenti e norme sul funzionamento	
	dell'Associazione;	
	- compiere tutti gli atti a contenuto e valenza patrimoniale	
	referiti o riferibili all'Associazione, fra i quali acquistare	
	o alienare beni mobili ed immobili, accettare e/o rinunciare	
	ad eredità e legati o donazioni, determinare l'impiego dei	
	contributi e più in generale dei mezzi finanziari	
	dell'Associazione, contrarre con Banche e Istituti di credito,	
	con altre istituzioni pubbliche e private e con la Pubblica	

Amministrazione;

- determinare le quote associative annuali ed eventuali quote di ingresso;

- deliberare in merito all'ammissione ed esclusione degli associati;

- sottoporre all'assemblea proposte e mozioni;

- consentire la partecipazione dell'Associazione a bandi, gare, procedure selettive ad evidenza pubblica comunque denominate anche mediante partecipazioni ad ATS (Associazioni Temporanee di Scopo), Consorzi, o altre modalità simili o assimilate;

- conferire mandati/incarichi a soggetti terzi per il compimento di singoli atti;

- promuovere e organizzare gli eventi associativi;

- compiere qualunque atto di gestione che non sia espressamente demandato all'assemblea o di competenza di altri Organi.

Il Consiglio può attribuire ad uno o più dei propri componenti specifiche deleghe per il compimento di atti o categorie di atti determinati.

B) Composizione

Il Consiglio Direttivo si compone di un numero di membri variabile da 3 (tre) ad 11 (undici) determinato dall'assemblea in sede di nomina.

I componenti il Consiglio Direttivo possono essere anche non associati, ma in ogni caso la maggioranza degli amministratori

è scelta tra le persone fisiche associate ovvero indicate dagli enti giuridici associati.

I componenti del Consiglio Direttivo durano in carica 3 (tre) esercizi, cioè fino all'assemblea convocata per l'approvazione del bilancio del terzo esercizio successivo a quello nel corso del quale la nomina è stata effettuata. Essi sono rieleggibili.

I componenti il Consiglio Direttivo devono essere in possesso dei seguenti requisiti:

- onorabilità personale, proveniente dal proprio vissuto e dall'esperienza professionale;
- professionalità misurata sulle specifiche attività istituzionali;
- indipendenza da interessi che siano divergenti o confliggenti con quelli propri dell'associazione.

Dalla funzione di componente il Consiglio Direttivo si decade per revoca, in presenza di giusta causa, dimissioni, morte, sopravvenuta incapacità o incompatibilità per Legge.

Il Consiglio Direttivo nomina al suo interno il Presidente, eventualmente un Vice Presidente, un Segretario Generale, un Tesoriere.

Qualora nel corso del mandato vengano a mancare uno o più consiglieri, gli altri provvedono a sostituirli; i consiglieri così nominati restano in carica sino all'assemblea convocata per l'approvazione del bilancio dell'anno nel corso del quale

la sostituzione è avvenuta.

C) Funzionamento

Il Consiglio Direttivo si riunisce previa convocazione da effettuarsi mediante avviso contenente l'indicazione del giorno, dell'ora, del luogo dell'adunanza e l'elenco delle materie da discutere, spedito a mezzo di strumento di comunicazione che in ogni caso garantisca la prova dell'avvenuta ricezione.

La convocazione deve pervenire a ciascuno degli aventi diritto almeno 7 (sette) giorni prima della riunione; nei casi di indifferibile urgenza può essere convocato con un preavviso di almeno 48 (quarantotto) ore.

Alle riunioni del Consiglio Direttivo hanno diritto di intervenire, senza diritto di voto, i componenti l'Organo di Controllo.

Il Consiglio è in ogni caso validamente costituito, anche in assenza di formale convocazione, quando siano presenti tutti i suoi componenti in carica, purché i componenti l'Organo di Controllo siano stati informati e non vi si oppongano.

Il Consiglio delibera sempre a maggioranza dei suoi componenti; in caso di parità prevale il voto del Presidente.

Le riunioni del Consiglio possono svolgersi anche con modalità non contestuali, ossia in audio o video conferenza purché ricorrano le seguenti condizioni, di cui si darà atto nel verbale:

a) che sia consentita al Presidente del Consiglio

	l'accertamento dell'identità degli intervenuti non personal-	
	mente presenti;	
	b) che sia consentito al verbalizzante di percepire il modo	
	adeguato i fatti e gli atti compiuti nella riunione;	
	c) che sia consentito a tutti gli intervenuti di partecipare	
	alla discussione e alla votazione simultanea agli argomenti	
	posti all'ordine del giorno, nonché visionare, ricevere e tra-	
	smettere documenti.	
	Verificandosi tali presupposti la riunione si ritiene svolta	
	nel luogo ove sono compresenti il Presidente ed il verbaliz-	
	zante.	
	Di ogni deliberazione si redige processo verbale firmato dal	
	Presidente e dal segretario, trascritto sul Libro dei verbali	
	del Consiglio.	
	D) Doveri dell'ufficio	
	I componenti il Consiglio Direttivo sono tenuti a partecipare	
	all'attività in modo attivo e personale. Il consigliere che,	
	senza giustificazione, non partecipi a tre riunioni consecuti-	
	ve è considerato dimissionario.	
	Ciascun consigliere deve astenersi dall'intraprendere attività	
	o dall'assumere incarichi che per loro natura siano incompati-	
	bili con lo scopo dell'Associazione o in concorrenza con le	
	attività istituzionali, in modo tale da recare danno	
	all'immagine dell'Ente o al buon corso dell'attività.	
	I componenti il Consiglio Direttivo devono astenersi	

dall'agire in conflitto di interessi; verificandosi tale caso

sono tenuti ad avvisare il Consiglio astenendosi

dall'esercitare il diritto di voto.

I componenti il Consiglio Direttivo rispondono nei confronti

dell'Associazione, dei creditori dell'Associazione, degli as-

sociati e dei terzi ai sensi degli artt. 2392, 2393, 2393-bis,

2394, 2395 e 2409 del codice civile.

Si applica in ogni caso il disposto dell'art. 2475-ter del co-

dice civile.

Articolo 13 - Presidente dell'Associazione

Il Presidente rappresenta legalmente l'Associazione nei con-

fronti dei terzi e in giudizio.

Il Presidente esercita tutti i poteri di iniziativa necessari

per il buon funzionamento amministrativo e gestionale

dell'associazione; in particolare, il Presidente cura le rela-

zioni con enti, istituzioni e imprese pubbliche e private ed

altri organismi, anche al fine di instaurare rapporti di col-

laborazione e sostegno delle singole iniziative

dell'associazione anche al fine di incrementare le risorse

utili agli scopi associativi.

È eletto all'interno del Consiglio Direttivo che presiede, cu-

randone l'esecuzione delle deliberazioni e coordinandone il

lavoro. Dura in carica 3 (tre) esercizi ed è rieleggibile.

In caso di temporanea impossibilità ad agire personalmente, il

Presidente può delegare a terzi le proprie attribuzioni me-

diante procura speciale per il compimento di atti determinati.

Articolo 14 - Organo di Controllo

A) Funzioni

Nei casi previsti dalla Legge, ovvero qualora sia ritenuto opportuno, l'assemblea nomina un Organo di Controllo monocratico o collegiale secondo le determinazioni assunte in sede di nomina.

L'Organo di Controllo vigila sull'osservanza della Legge e dello Statuto, sul rispetto dei principi di corretta amministrazione, sull'adeguatezza dell'assetto organizzativo, amministrativo e contabile dell'Associazione e sul suo concreto ordinamento. Può inoltre esercitare la revisione legale dei conti.

I componenti l'Organo di Controllo hanno diritto a partecipare, senza diritto di voto, alle riunioni del Consiglio Direttivo e a quelle dell'assemblea che approva il bilancio.

B) Composizione

Se collegiale, l'Organo di Controllo è composto di tre membri scelti fra persone non associate, almeno una delle quali deve essere iscritta nel registro dei revisori legali.

I componenti l'Organo di Controllo durano in carica 3 (tre) esercizi e sono rieleggibili.

Ai componenti l'Organo di Controllo si applicano le disposizioni dell'art. 2399 cod. civ.

La funzione di componente l'Organo di Controllo è incompatibi-

le con quella di componente il Consiglio Direttivo.

Articolo 15 - Revisione legale dei conti

Nei casi previsti dalla Legge o qualora sia ritenuto opportuno l'Assemblea nomina un revisore legale dei conti o una società di revisione iscritti nell'apposito registro.

La revisione legale dei conti può essere affidata all'Organo di Controllo; in tal caso tutti i suoi componenti devono essere scelti fra revisori legali iscritti nell'apposito registro.

Articolo 16 - Denuncia al Tribunale ed ai componenti

dell'organo di controllo

Se vi è fondato sospetto che i Consiglieri, in violazione ai loro doveri, abbiano compiuto gravi irregolarità nella gestione che possano arrecare danno all'associazione, gli associati che rappresentino almeno un decimo del totale possono denunciare i fatti al Tribunale con ricorso notificato anche alla associazione. Si applicano, in quanto compatibili, le disposizioni dell'art.2409 codice civile.

Ogni associato può denunciare i fatti che ritiene censurabili all'organo di controllo, se nominato, il quale deve tenere conto della denuncia nella relazione alla assemblea. Se la denuncia è fatta da almeno un ventesimo degli associati dell'ente, l'organo di controllo deve agire ai sensi dell'articolo 2408, 2 comma, codice civile.

Articolo 17 - Patrimonio dell'Associazione

A) Composizione

Il patrimonio dell'Associazione è l'insieme dei beni, mobili ed immobili di proprietà dell'Ente, provenienti da contributi degli associati e dalle quote associative, dai redditi patrimoniali, dalle erogazioni e contributi di cittadini, Enti pubblici e privati, dai proventi di attività di raccolta fondi anche mediante sollecitazione al pubblico, da donazioni, eredità e lasciti generali, da eccedenze di bilancio e da ogni altra entrata ammessa ai sensi del D.lgs 3 luglio 2017 n.117.

Si compone di:

a) un Fondo di Dotazione di valore non inferiore ad Euro 15.000,00 (quindicimila virgola zero zero), che costituisce il patrimonio minimo dell'associazione strumentale al conseguimento ed al mantenimento della personalità giuridica.

Il Fondo di Dotazione è rappresentato da denaro ovvero da beni diversi, purché suscettibili di valutazione economica, il cui valore deve risultare da una perizia giurata redatta da un revisore legale o società di revisione regolarmente iscritti nel registro dei revisori legali.

Il valore del Fondo di Dotazione deve essere mantenuto nella sua consistenza. Qualora risulti che sia diminuito di oltre un terzo in conseguenza di perdite, il Consiglio Direttivo o, in caso di sua inerzia, l'Organo di Controllo devono senza indugio convocare l'Assemblea per deliberare la sua ricostituzione ovvero la continuazione dell'attività nella forma di associazione senza personalità giuridica, ovvero la fusione, ovvero

la trasformazione ovvero lo scioglimento dell'ente;

b) un fondo di gestione che comprende il valore di tutti gli altri beni.

B) Funzione

Il patrimonio è destinato allo svolgimento dell'attività istituzionale così come definita dal presente Statuto all'articolo 2 (due).

In coerenza con l'assenza di ogni scopo di lucro, è vietata la distribuzione anche indiretta di utili e avanzi di gestione, fondi e riserve comunque denominate a favore di associati, lavoratori, collaboratori, amministratori ed altri componenti gli organi sociali, anche in occasione di recesso o cessazione individuale del rapporto associativo.

Sono considerate operazioni di distribuzioni indiretta di utili le seguenti attività:

- la corresponsione ad amministratori, sindaci e a chiunque rivesta cariche sociali, di compensi individuali non proporzionati all'attività svolta, alle responsabilità assunte e alle specifiche competenze, o comunque superiori a quelli previsti in enti che operano nei medesimi o analoghi settori e condizioni;

- la corresponsione a lavoratori subordinati o autonomi di retribuzioni o compensi superiori del quaranta per cento rispetto a quelli previsti, per le medesime qualifiche, dai contratti collettivi di lavoro, salvo comprovate esigenze attinenti

alla necessità di acquisire specifiche competenze ai fini dello svolgimento delle attività di interesse generale;

- l'acquisto di beni o servizi per corrispettivi che, senza valide ragioni economiche, siano superiori al loro valore normale;

- le cessioni di beni e le prestazioni di servizi, a condizioni più favorevoli di quelle di mercato, a soci, associati o partecipanti, ai fondatori, ai componenti gli organi amministrativi e di controllo, a coloro che a qualsiasi titolo operino per l'organizzazione o ne facciano parte, ai soggetti che effettuano erogazioni liberali a favore dell'organizzazione, ai loro parenti entro il terzo grado ed ai loro affini entro il secondo grado, nonché alle società da questi direttamente o indirettamente controllate o collegate, esclusivamente in ragione della loro qualità, salvo che tali cessioni o prestazioni non costituiscano l'oggetto dell'attività di interesse generale;

- la corresponsione a soggetti diversi dalle banche e dagli intermediari finanziari autorizzati, di interessi passivi, in dipendenza di prestiti di ogni specie, superiori di quattro punti al tasso annuo di riferimento.

C) Patrimoni destinati ad uno specifico affare

Qualora l'associazione sia iscritta nel registro delle imprese, con deliberazione del Consiglio Direttivo, sentito l'Organo di Controllo, possono essere istituiti patrimoni de-

stinati ad uno specifico affare o al rimborso di finanziamenti destinati ad uno specifico affare.

Articolo 18 - Bilancio

L'esercizio associativo è annuale e si chiude il 31 (trentuno) dicembre di ogni anno.

Entro centoventi giorni dalla chiusura dell'esercizio il Consiglio Direttivo deve sottoporre all'assemblea degli associati per l'approvazione un bilancio di esercizio redatto nei modi di Legge e formato dallo stato patrimoniale e dal rendiconto gestionale, con l'indicazione di proventi e oneri dell'Ente, oppure dal rendiconto di cassa nei casi previsti dall'articolo 13 del Codice del Terzo Settore; detto bilancio è accompagnato da una relazione che illustra le singole poste, riferisce circa l'andamento economico e gestionale dell'Ente, le modalità di perseguimento delle finalità istituzionali, nonché il carattere secondario e strumentale delle attività diverse da quelle istituzionali; in detta relazione si dà conto di eventuali osservazioni o suggerimenti provenienti dall'Organo di Controllo e/o dal Revisore.

Il bilancio così formato, una volta approvato dall'Assemblea, è depositato nel Registro Unico Nazionale del Terzo Settore a cura del Consiglio Direttivo.

Ricorrendo le condizioni di Legge, il Consiglio Direttivo deve predisporre e depositare nel Registro Unico Nazionale del Terzo Settore il bilancio sociale redatto con le modalità previ-

ste dalla Legge.

Il bilancio sociale, nei casi previsti dalla Legge, deve essere pubblicato annualmente anche nel sito internet dell'Associazione o nel sito internet della rete associativa di appartenenza, con l'indicazione degli emolumenti, compensi o corrispettivi attribuiti ai componenti del Consiglio Direttivo, all'Organo di Controllo, ai Dirigenti, nonché agli associati.

Articolo 19 - Scioglimento e devoluzione del patrimonio

L'associazione si scioglie nei casi previsti dalla legge o quando lo deliberi l'assemblea degli associati. L'assemblea che dichiara lo scioglimento o accerta il verificarsi di una causa di scioglimento nomina uno o più liquidatori scelti tra i propri associati.

In caso di estinzione o scioglimento il patrimonio residuo è devoluto, previo conforme parere del competente Ufficio del regionale del Registro del Terzo settore, e salva diversa destinazione imposta dalla legge, ad altri Enti del Terzo Settore, secondo le disposizioni dell'organo sociale competente, o, in mancanza, alla Fondazione Italia Sociale.

Articolo 20 -Disposizioni Finali

Per tutto quanto non espressamente previsto dal presente statuto, dagli eventuali regolamenti interni e dalle deliberazioni degli organi associativi, si applica quanto previsto dal D.lgs 3 luglio 2017 n.117 e successive modifiche e, in quanto

compatibile, dal codice civile.

Null'altro essendovi da deliberare e nessuno chiedendo la parola il Presidente dichiara sciolta l'adunanza essendo le ore tredici e minuti trenta.

Il presente atto è esente dall'imposta di registro e dall'imposta di bollo ai sensi e per gli effetti dell'art.82, comma 3, secondo periodo, e comma 5, del D. Lgs. 3 luglio 2017, n.117.

Ai soli fini della voltura catastale, da effettuarsi subordinatamente all'efficacia della modifica, il comparente dichiara che fanno parte del patrimonio dell'associazione i seguenti diritti su immobili siti in Comune di Fauglia, e precisamente:

1) piena ed esclusiva proprietà su porzioni immobiliari distinte al Catasto Fabbricati del Comune di Fauglia al foglio 14 particelle:

- n.293, Via Botra n.6, piano S1-T-1, categoria A/7, classe 2, consistenza vani 16,5, superficie catastale totale 453 metri quadrati, totale escluse aree scoperte 437 metri quadrati, rendita Euro 1.857,70;

- n.294, Via Botra, piano T, categoria C/2, classe 2, consistenza 13 metri quadrati, superficie catastale totale 61 metri quadrati, rendita catastale Euro 30,21;

- n.295 subalterno 2, Via Botra, piano T, categoria A/4, classe 2, consistenza vani 5,5, superficie catastale totale 101 metri quadrati, totale escluse aree scoperte 100 metri quadra-

ti, rendita Euro 372,11;

- n.295 subalterno 4, Via Botra SNC, piano T, categoria A/10, classe U, consistenza vani 6, superficie catastale totale 206 metri quadrati, rendita Euro 1.476,55;

2) piena ed esclusiva proprietà su appezzamenti di terreno distinti al Catasto Terreni del Comune di Fauglia al foglio 14 particelle:

- n.79, pascolo cespugliato, classe U, are 10,50, reddito dominicale Euro 0,22, reddito agrario Euro 0,16;

- n.80, pascolo cespugliato, classe U, are 14,00, reddito dominicale Euro 0,29, reddito agrario Euro 0,22;

- n.81, pascolo cespugliato, classe U, are 57,70, reddito dominicale Euro 1,19, reddito agrario Euro 0,89;

- n.85, pascolo cespugliato, classe U, are 99,90, reddito dominicale Euro 2,06, reddito agrario Euro 1,55;

- n.98, bosco ceduo, classe 1, are 1.85,10, reddito dominicale Euro 20,08, reddito agrario Euro 5,74;

- n.99, seminativo, classe 4, are 1.11,80, reddito dominicale Euro 15,01, reddito agrario Euro 17,32;

- n.101, seminativo, classe 4, are 6,70, reddito dominicale Euro 0,90, reddito agrario Euro 1,04;

- n.102, seminativo, classe 3, are 68,00, reddito dominicale Euro 16,15, reddito agrario Euro 14,05;

- n.103, bosco alto, classe 2, are 24,10, reddito dominicale Euro 0,50, reddito agrario Euro 0,50;

- n.119, bosco alto, classe 2, are 22,70, reddito dominicale Euro 0,47, reddito agrario Euro 0,47;

- n.226, seminativo, classe 4, are 36,70, reddito dominicale Euro 4,93, reddito agrario Euro 5,69;

- n.274, seminativo, classe 4, are 29,40, reddito dominicale Euro 3,95, reddito agrario Euro 4,56;

- n.292, seminativo, classe 4, are 28,00, reddito dominicale Euro 4,34, reddito agrario Euro 4,34;

- n.296, bosco ceduo, classe 1, are 50,20, reddito dominicale Euro 6,48, reddito agrario Euro 1,56;

- n.78, pascolo cespugliato, classe U, are 45,90, reddito dominicale Euro 0,95, reddito agrario Euro 0,71;

- n.97, pascolo cespugliato, classe U, are 36,20, reddito dominicale Euro 0,75, reddito agrario Euro 0,56;

3) piena ed esclusiva proprietà su immobile distinto al Catasto Terreni del Comune di Fauglia al foglio 14 particella 100, ente urbano, are 19,10;

4) quota di comproprietà indivisa pari ad 1/4 (un quarto) dell'intero su appezzamento di terreno distinto al Catasto Terreni del Comune di Fauglia al foglio 14 particella 270, seminativo arborato, classe 3, are 25,20, reddito dominicale Euro 6,64, reddito agrario Euro 4,56.

Le spese del presente atto e conseguenti sono a carico dell'associazione.

E richiesto io Notaio ho ricevuto il presente atto che nel suo

originale in lingua italiana in parte è stato dattiloscritto ai sensi di legge da persona di mia fiducia ed in parte è stato scritto di mia mano, mentre la traduzione in lingua inglese è stata redatta e dattiloscritta contestualmente dall'interprete.

Il testo italiano di questo atto è stato da me Notaio letto al comparente alla presenza dei testimoni e dell'interprete, mentre la traduzione dell'atto è stata letta al comparente, presenti i testimoni e me Notaio, dall'interprete.

Il comparente, alla presenza dei testimoni, mi dichiara, a mezzo dell'interprete, di approvare il presente atto e lo sottoscrive con l'interprete, i testimoni e me Notaio alle ore tredici e minuti cinquanta.

Il presente atto, quanto all'originale in lingua italiana, consta di dieci fogli per trentanove facciate intere e fin qui della quarantesima, e, quanto alla traduzione in lingua inglese, consta di nove fogli per trentacinque facciate intere e parte della trentaseiesima, e quindi complessivamente il presente atto occupa diciannove fogli per settantacinque facciate intere e parte della settantaseiesima.

Firmato: Douglas Mac Doman, Francesco Del Freo, Eleonora Bernardini, Stefano Rinaldo Biancalana, Andrea Ferrari Notaio (Sigillo)

Directory n.4749 Collection n.3684

	"INSTITUTES FOR ACHIEVEMENT	
	OF HUMAN POTENTIAL EUROPE - ONLUS"	
	ITALIAN REPUBLIC	
	The year 2019 (two thousand and nineteen) on the 11th (eleven)	
	of the month of October, at the hours 11.30 a.m. (eleven -	
	thirteen)	
	In Massa, Viale Eugenio Chiesa n. 5, in my office.	
	In front of me Dr. Andrea Ferrari, Notary resident in Massa,	
	registered in the Role of the Notary Board of the Notarial Di-	
	stricts of La Spezia and Massa, in the presence of the gentle-	
	men:	
	Bernardini Eleonora, born in Carrara on 13 September 1982, re-	
	sident in Carrara, Via Galissano n.3/d,	
	Biancalana Stefano Rinaldo, born in Viareggio on 8 February	
	1970, residing in San Giuliano Terme, in the Madonna dell'Ac-	
	qua district, Via Pietrasantina n.13, which declares that he	
	knows both the Italian language and the English language,	
	suitable witnesses, as they claim, and known to me, are:	
	DOMAN DOUGLAS MAC, born in Pennsylvania (USA) on March 1,	
	1953, US citizen, holder of passport No. 504253261 issued by	
	the competent authority on February 26, 2013, and valid, domi-	
	ciled for the office at the association's headquarters, which	
	declares to intervene at present deed in his capacity as	
	Chairman of the Board of Directors of the Association "INSTI-	
	TUTIONS FOR THE ACHIEVEMENT OF HUMAN POTENTIAL EUROPE - ON-	

LUS", registered in the Register of Legal Affairs held o the Prefecture of Pisa at No. 355, and No. 3 of the Onlus Register held by the Regional Directorate of Tuscany, association based in Fauglia, Via Delle Colline di Lari n.6, Tax Code 92018490497, VAT Registration Number: 01469840506.

Doman Douglas Mac, by means of the interpreter mentioned below, declares to me that he does not know the Italian language and that he knows the English language, which I, the Notary, not known, and of knowing and being able to sign.

Del Freo Francesco, born in Pietrasanta on August 17th, 1979, residing in Italy - Montignoso, Via Roma n.149, acting as an interpreter designated by the parties, spoke.

The interpreter, as mentioned above, declares that he has the requisites required by law to perform the function of interpreter and the same, I Notary admonished about the importance of the functions he is called upon to perform, he swears, before me No-taio, to faithfully fulfill his office. Therefore, all the statements made and received by Mr. Doman Douglas Mac, are to be understood as having been made and received by the interpreter.

Said appearing party, of whose personal identity and qualify I, the Notary, am certain, by the aforementioned interpreter, in the presence of the witnesses, declares to me that the assembly of the aforementioned association has been called, in this day, place and time, to discuss and decide on the follo-

wing agenda

"Adaptation of the bylaws to Legislative Decree 117/2017, as clarified in the Guidelines Note n. 12604 of December 29th, 2017, of Legislative Decree 105/2018 and of Memorandum n. 20 of February 27th, 2018 of the Ministry of Labor and Social Policies.

and asks me to write the related report.

Adhering to the request made to me, I, Notary, acknowledged that the meeting was held as follows.

President Doman Douglas Mac assumes the Presidency, in accordance with the bylaws, as in a generalized appearance, which acknowledges the identity and legitimacy of those present, and therefore notes that:

- the shareholders' meeting was duly convened pursuant to the law and the articles of association;

- a number of associates equal to 4/5 (four fifths) of the associates registered in the Members Book is present, in first person and by proxy, recognized as valid by the President and kept in the association's records, and specifically are present:

Doman Douglas Mac, as in generalized appearance;

Martineau Isabelle, born in Poitiers (France) on March 22, 1958;

Doman Rosalind, born in New York (U.S.A.) on January 24, 1953, by proxy to

Doman Douglas Mac, as in generalized appearance;

Doman Spencer Stevenson, born in Pennsylvania (U.S.A.) on November 23, 1987, by proxy to

Martineau Isabelle, born in Poitiers (France) on March 22, 1958;

- the following are present at the meeting of the Board of Directors:

Doman Douglas Mac, as in generalized appearance, President;

Martineau Isabelle, born in Poitiers (France) on March 22, 1958, Councilor;

- all the associates present, on their own or by proxy, are the same on the basis of what is established today by the exam of the regularly endorsed book of the associates;

- the associates present declare themselves sufficiently informed on the topics on the agenda.

The Chairman therefore declares the meeting validly constituted pursuant to the law and the articles of association, and therefore fully authorized to resolve on the items on the agenda.

First of all, the Assembly authorizes the President to deal jointly with the leaders, given the close connection between them.

The President pointed out that, with regard to the non-profit organizations, article 102, paragraph 2, letter a) of the Code of the Third Sector sets up the repeal of articles 10 to 29 of

the legislative decree 4 December 1997, n. 460, without prejudice to article 13, paragraphs 2, 3 and 4, starting from the term referred to in article 104, paragraph 2, ie from the subsequent tax period to the authorization of the European Commission on the measures tax, and in any case not before the tax period following the operation of the RUNTS (Single National Register of the Third Sector), with the consequence that the non-profit organization remains in force until the new fiscal provisions are applied bearing the title X of the same Code.

The Chairman then illustrates the need to adopt the new statute of the association, within the time limit set by article 101, paragraph 2 of the Code, adequate to the regulatory provisions of the Code, subordinating the effectiveness of these changes to the effective date of the term referred to in article 104, paragraph 2, of the Code itself, ie from the tax period following the authorization of the European Commission on tax measures, and in any case not before the tax period following the operation of the RUNTS (National Register of Third sector).

The Chairman therefore proposes to proceed with the adoption of the new by-laws in accordance with the provisions of the Third Sector Co-rule, also specifying that in the transitional period the effectiveness of the provisions established by Legislative Decree No. 466/1997 continues to persist. Then the

president reads to the associates the new text of the statute highlighting all the changes.

The Chairman therefore invites the shareholders to give their opinion.

The assembly has unanimous votes, expressed openly by a show of hands, and therefore with the majorities required by the current statute and by the law, deliberates:

1) to approve the new rules relating to the organization and operation of the association called "Statute", subordinating the effectiveness of the term pursuant to article 104, paragraph 2, of Legislative Decree 3 July 2017 (Third Sector Code), ie from the tax period following the authorization of the European Commission on tax measures, and in any case not before the tax period following the operation of the RUNTS (National Register of Third sector), rules that are completely transcribed below:

"STATUTE"

Article 1 - Name, address, regulation

A Third Sector Body established in the Municipality of Fauglia with the juridical form of the recognized association, called "INSTITUTES FOR THE ACHIEVEMENT OF THE HUMAN POTENTIAL EUROPE - ETS", as such subject to the discipline of Legislative Decree 3 July 2017 n.117 (Third Sector Code).

Changes of address within the Municipality do not constitute changes to the Statute.

The Association has the faculty to adopt a regulation, to be approved by the assembly, in order to regulate, in the respect of the statute, further aspects related to the organization and activities.

Article 2 - Object - Purpose and activity

The association is non-political and non-profit. During the life of the association, profits or operating surpluses may not be distributed, even indirectly or deferred, as may funds, reserves or capital.

It pursues exclusively civic, solidaristic, socially useful purposes, and more precisely it aims to favor the recovery of brain-injured children through sensory stimulation techniques aimed at enhancing any injured ability of brain-injured children both from the physiological and physical point of view and intellectual, according to the methods of the Institutes for the INSTITUTES of the Human Potential based in Philadelphia, which pursue the objective of increasing the intellectual, social, physical and physiological potential of all human beings.

For the pursuit of the aims and purpose of the previous paragraph, the association carries out the following activities of general interest:

- a) social interventions and services pursuant to Article 1, paragraphs 1 and 2, of the Law of 8 November 2000, No. 288, and subsequent modifications, and interventions, services and

performances pursuant to the Law of 5 February 1992, n.104, and to the law of 22nd June 2016, n.112, and subsequent amendments;

b) health interventions and services

c) social and health services pursuant to the Decree of the President of the Council of Ministers of 14 February 2001, published in the Official Journal n.129 of 6 June 2001, and subsequent amendments;

d) education, training and vocational training, pursuant to law n. 53 of March 28th 2003, and subsequent modifications, as well as cultural activities of social interest for educational purposes;

e) organization and management of cultural, artistic or recreational activities of particular social interest, including activities, including editorial activities, to promote and disseminate the culture and practice of volunteering and activities of general interest referred to in this article;

f) charity, distance support, free transfer of food or products referred to in the law of 19 August 2016, n.166, and subsequent modifications, or provision of money, goods or services in support of disadvantaged people or activities of general interest pursuant to this article.

Article 3 - Duration

The duration of the association is unlimited and the same may be dissolved only in the cases provided for by law or by reso-

lution of the assembly of the associates with the majorities referred to in article 11 (eleven) below.

In the event of dissolution of the association, the returned property is donated, subject to the positive opinion of the State Office of the Single National Register of the Third Sector, referred to in Article 45, paragraph 1, of Legislative Decree no. and unless otherwise specified by the law, to entities of the Third Sector according to the provisions established in the assembly resolution of dissolution. For matters not provided for in this article, the provisions of Article 9 of Legislative Decree no. 117 of 3 July 2017 apply.

Article 4 - Application for admission

Persons who, sharing the aims and the spirit of solidarity of the organization, request it and have an unimpeachable moral attitude and can do part of the association can be part of the association, without any form of discrimination. civil.

Any temporal or operational limitation to the association relationship itself and to the rights deriving from it is expressly excluded.

All those who intend to be part of the association must draw up a written request containing the commitment to observe the present statute and the rules it refers to and to abide by the resolutions of the associative bodies.

The application must also contain:

- for natural persons, the indication of the name, surname,

place and date of birth, residence, tax identification number, the work carried out, as well as telephone numbers and e-mail address;

- for institutions the indication of the name, registered office, tax code and / or VAT number, any registration number in the Register of Legal Persons and / or that of the Single Register of Entities of the Third Sector as well as, where there is were, also that of registration in the register of companies, the activity carried out, the indication of the legal representative or legal representatives, as well as telephone numbers and the certified e-mail address.

The application must be accepted by the Board of Directors within 60 (sixty) days of the presentation.

Admission to the association cannot be foreseen for a temporary period.

The associates are registered in a special book that is regularly kept and authenticated.

The membership fee cannot be transferred to third parties or apportioned.

If the applicant is not admitted, the Board of Directors must justify the rejection resolution within 60 (sixty) days from the presentation of the application and communicate it to the interested party.

The interested party may, in the following 60 (sixty) days, request that the assembly of the associates be decided on the

rejection resolution, which resolve on the applications that are not accepted, if not specifically called, on the occasion of their success. cited call.

Article 5 - Rights and obligations of members

All members will have the same rights and duties.

Associates must participate in the association's activities with their works, skills and knowledge.

All members enjoy, at the time of admission, the right to participate in company meetings, with the power to take up the floor, as well as the active and passive electorate.

All the associates, as better regulated in the following article 11 (eleven), have the right to vote in the assemblies and in particular in the assemblies for the approval and the modifications of the Statute and the regulations and for the appointment of the directive organs of the 'Association.

The status of associate gives the right to attend the initiatives announced by the board of directors and the headquarters of the association, according to the procedures established in the specific regulation.

The associates have the obligation to respect and to respect the norms of the statute and of the eventual regulations and to take active action for the attainment of the goals of the association, to pay the associative quota according to the amount, the modalities of payment and terms established by the assembly.

Article 6 - Forfeiture of members

The associates cease to belong to the association in the following cases:

A. withdrawal exercised in writing, having effect from the time of communication of the same to the Directive Council;

B. arrears continued for over two months from the expiry of the requested payment of the membership fee;

C. deliberate exclusion by an absolute majority of the members of the board of directors, pronounced against the member who commits actions considered dishonorable within and outside the association, or who, with his conduct, constitutes an obstacle to the good progress of the association having become guilty of number of acts of indiscipline or improper behavior that constitute a violation of statutory or regulatory provisions, or that without adequate reason puts in a condition of prolonged inactivity;

D. death;

E. dissolution of the association pursuant to article 19 (di-cinnove) of this statute.

In any case, reimbursement of the associated fees, contributions and grants made by the associates is not permitted.

The exclusion provision referred to in letter c) above, taken by the board of directors must be ratified by the assembly.

During this meeting, to which the interested party must be summoned, he will proceed in a cross-examination with the in-

interested party to examine the objections. In case of unjustified absence of the person regularly called, the Assembly may also proceed with the ratification of the exclusion provision. The exclusion provision remains suspended until the date of the meeting.

The excluded associate cannot be admitted.

Article 7 - Employees

The association for the pursuit of its purposes may employ employees or use self-employment services.

In the event of hiring employees, they will be entitled to economic and regulatory treatment no less than that provided for by the collective agreements referred to in Article 51 of Legislative Decree No. 81 of 15 June 2015 in accordance with the provisions of the article 16 of the Legislative Decree 3 July 2017 n.117.

Article 8 - Volunteers

The association will be able to make use of volunteers in the performance of its activities, as defined by Article 17, paragraph 2 of Legislative Decree no. 117 of 3 July 2017; volunteers who carry out their activities in a non-occasional manner must be registered in a special register.

The activity of the volunteer cannot be remunerated in any way even by the beneficiary. The volunteer can only be reimbursed for the expenses actually incurred and documented for the activity performed within the maximum limits and under the pre-

viously established conditions. In any case, you are not allowed to pay for flat-rate expenses. The provision of Article 17, paragraph 4 of Legislative Decree no. 3 July 2017 n.117.

The quality of volunteer is incompatible with any form of employment and self-employment and with any other paid employment relationship.

In the event that the association makes use of volunteers, they must be insured against accidents and illnesses connected with the performance of voluntary work and for civil liability towards third parties.

Article 9 - Association Books

In addition to the entries required by law for accounting and tax purposes. The association must keep:

- a) the book of members;
- b) the book of meetings and resolutions of the assemblies, in which the minutes drawn up by public deed must also be transcribed;
- c) the book of meetings and resolutions of the Board of Directors and the control body, if appointed;
- d) the register of volunteers who carry out the activities in a non-occasional manner.

The books referred to in letters a), b) and d) of paragraph 1, are kept by the Board of Directors. The books referred to in letter c) are kept by the body to which they refer.

The associates have the right to examine the books of the as-

sociation by making a special request to the Governing Council.

Article 10 - Bodies

The corporate bodies are:

- a) the general assembly of the members;
- b) the board of directors.
- c) the president;
- d) the control body if mentioned
- e) the Statutory audit of accounts if mentioned

Article 11 - Assembly of Associates

A) Functions

The assembly of associates:

- appoints and dismisses the members of the Board of Directors, the Control Body and the Auditor;
- approves the financial statements;
- resolves on the responsibility of the corporate bodies;
- resolves on amendments to the articles of association and the Articles of Association;
- approves the regulations;
- decides on the dissolution, transformation, merger and division of the Association;
- resolves on appeals against resolutions of the Administrative Council that reject applications for admission or that exclude an associate;
- decides on other objects attributed to it by the Law or by

this Statute.

B) Convening

The Assembly is convened by the Administrative Body, at the headquarters of the Association or in another place in Italy, at least once a year, within 120 (one hundred and twenty) days from the end of the financial year, for the approval of the financial statements and, if required, of the social budget and for the renewal of the positions that have expired.

The assembly must also be called whenever the Board of Directors deems it necessary or when a motivated request is made by at least one tenth of the members with the right to vote.

The meeting is convened by notice, containing an indication of the day, time, place of the meeting, any date of second call and the list of subjects to be discussed, sent to each member by means of an instrument communication that guarantees proof of receipt at least seven days before the meeting.

The convocation is in any case valid if forwarded to the address, including e-mail, communicated by the associate in the application for admission or subsequently changed by written communication validly received by the Association.

The call notice must be received by the entitled parties at least 7 (seven) days before the date set for the meeting.

C) Right to vote

All members registered for at least 90 (ninety) days have the right to vote. The date on which the approval of the associate

was adopted is considered the date of registration.

Each member expresses a single vote.

Each member may be represented at the meeting by another member through a special written proxy, which can also be placed at the bottom of the notice of the meeting. An associate can receive a maximum of 3 (three) proxies, or 5 (five) proxies if the Association has no less than 500 (five hundred) associates. The fourth and fifth commissions of Article 2372 of the Civil Code apply.

The vote is exercised clearly.

D) Development

The Assembly is chaired by the President of the Association or, in his absence, by the oldest member in charge of the Board of Directors or, in the absence thereof, by the Associate indicated by the assembly itself; the minutes of the minutes of the meeting are entrusted to a secretary appointed by the Chairman of the Shareholders' Meeting, or to a Notary in the cases provided for by the law or if the Board of Directors deems it appropriate. The relative minutes are transcribed in the verbal book of the Assembly.

The President of the Assembly has general authorizing powers in order to ensure a linear course of the meeting and to guarantee to each of the participants the free and serene exercise of his / her associated rights; the President of the Assembly may admit the participation in the meeting, as experts, of

non-associated persons in order to allow those present the information necessary for the conscious exercise of the right to vote.

The meeting normally takes place with the simultaneous presence of the participating members in the place set by the notice of call.

In the cases deemed appropriate by the Board of Directors, indicated in the notice of the meeting, the meetings of the assembly may also be held in non-contextual ways, that is, in audio or video conference, provided that the following conditions are met, which will be noted in the minutes:

- a) that the Chairman of the meeting is allowed to ascertain the identity of the participants who are not personally present;
- b) that the minutes are allowed to perceive the facts and acts performed in the meeting in an appropriate manner;
- c) that all participants be allowed to participate in the discussion and vote simultaneously on the items on the agenda, as well as to view, receive and transmit documents.

Once these conditions are met, the meeting is deemed to take place in the place where the Chairman and the person taking the minutes are present.

E) Majorities

The Assembly is validly constituted in the presence of half plus one of the members with voting rights and decides by a

majority of the votes cast by those present.

In the second call, the Assembly decides with the favorable vote of the majority of the votes cast by those present, regardless of the number of members present.

For resolutions concerning amendments to the Statute, there must be at least 3/4 (three quarters) of the members and the favorable vote of the majority of those present.

For resolutions concerning the dissolution of the Association and the devolution of assets, a favorable vote of at least 3/4 (three quarters) of the members is required. In the deliberations concerning their responsibility the members of the Executive Council do not have the right to vote.

Article 12 - Board of Directors

A) Functions

It is the body in charge of the management and administration of the Association.

It is invested with the broadest powers of ordinary and extraordinary management of the Association.

It is up to the Board of Directors to:

- ensuring the achievement of institutional goals;
- convene the Assembly of members;
- draft the financial statements and, if required, the social report;
- prepare regulations and rules on the functioning of the Association;

- carry out all the acts with a patrimonial content and value referring or referable to the Association, such as buying or selling movable and immovable property, accepting and / or renouncing inheritances and legacies or donations, determining the use of contributions and more generally of the financial resources of the Association, contracting with Banks and Credit Institutions, with other public and private institutions and with the Public Administration;

- determine the annual membership fees and any entrance fees;
- to deliberate on the admission and exclusion of members;
- submit proposals and motions to the assembly;
- allow the participation of the Association in calls for tenders, public selection procedures with public evidence, in any case also denominated through participation in ATS (Time-related Associations of Purposes), Consortia, or other similar or similar methods;
- confer mandates / assignments to third parties for the accomplishment of single acts;
- promote and organize associative events;
- carry out any management act that is not expressly delegated to the assembly or to the competence of other bodies.

The Board may assign specific powers to one or more of its members to carry out deeds or categories of specific deeds.

B) Composition

The Board of Directors consists of a number of members that

can be changed from 3 (three) to 11 (eleven) determined by the assembly at the time of appointment.

The members of the Board of Directors may also be non-members, but in any case the majority of the directors is chosen from the associated natural persons or indicated by the associated legal entities.

The members of the Board of Directors remain in office for 3 (three) years, that is, until the meeting called to approve the financial statements of the third year subsequent to the one in which the appointment was made. They are re-elected.

The members of the Board of Directors must meet the following requirements:

- personal reputation, coming from one's own experience and professional experience;
- professionalism measured on specific institutional activities;
- independence from interests that are divergent or conflicting with those of the association.

From the function of member of the Board of Directors, it is terminated by revocation, in the presence of just cause, resignation, death, supervening incapacity or incompatibility by law.

The Board of Directors appoints internally the President, possibly a Vice President, a General Secretary, a Treasurer.

If, during the mandate, one or more counselors are missing,

the others will replace them; the directors appointed in this way remain in office until the shareholders' meeting called to approve the financial statements for the year in which the replacement took place.

C) Operation

The Board of Directors meets by prior call to be carried out by a notice containing the indication of the day, time, place of the meeting and the list of subjects to be discussed, sent by means of communication tool which in any case guarantees proof of receipt.

The convocation must reach each of the entitled parties at least 7 (seven) days before the meeting; in cases of non-differing urgency it can be called with at least 48 (forty-eight) hours notice.

The members of the Control Body have the right to hold meetings of the Board of Directors without the right to vote.

In any case, the Board is validly constituted, even in the absence of a formal convocation, when all of its members in office are present, provided that the members of the Control Body have been informed and are not opposed to it.

The Council always decides by a majority of its members; in case of parity the vote of the President prevails.

Board meetings may also be held in non-contextual ways, ie in audio or video conference provided the following conditions are met, which will be acknowledged in the verba-la:

a) that the President of the Council is allowed to ascertain the identity of the participants who are not personally present;

b) that the minutes are allowed to perceive the facts and acts performed in the meeting in an appropriate manner;

c) that all attendees be allowed to participate in the discussion and simultaneous voting on the items on the agenda, as well as view, receive and send documents.

Once these conditions are met, the meeting is deemed to take place in the place where the Chairman and the person taking the minutes are present.

Minutes are drafted of every resolution signed by the President and the secretary, transcribed in the Council's Book of Minutes.

D) Duties of the office

The members of the Board of Directors are required to participate in the activity in an active and personal way. The director who, without justification, does not attend three consecutive meetings is considered to have resigned.

Each director must abstain from undertaking activities or from assignments that by their nature are incompatible with the purpose of the Association or in competition with institutional activities, so as to cause damage to the image of the Entity or to the good course of activity.

The members of the Board of Directors must refrain from acting

in conflict of interest; if this occurs, they are required to notify the Board abstaining from exercising their right to vote.

The members of the Board of Directors are accountable to the Association, the creditors of the Association, the associates and third parties pursuant to articles 2392, 2393, 2393-bis, 2394, 2395 and 2409 of the civil code.

The provisions of art. 2475-ter of the civil code.

Article 13 - President of the Association

The President legally represents the Association in relation to third parties and in court.

The President exercises all the powers of initiative necessary for the good administrative and managerial functioning of the association; in particular, the President is in charge of relations with public and private bodies, institutions and companies and other bodies, also for the purpose of establishing relations of collaboration and support for the individual initiatives of the association also in order to increase the resources useful to the association purposes. He is elected within the Executive Council which presides over the execution of the deliberations and co-ordinates the work. He remains in office for 3 (three) years and can be re-elected.

In the event of temporary impossibility to act personally, the President may delegate his powers to third parties by special power of attorney for the performance of specific acts.

Article 14 – Control Body

A) Functions

In the cases provided for by law, or if deemed appropriate, the assembly appoints a monocratic or collective Control Body according to the determinations made in the context of the non-ministry.

The Control Body supervises compliance with the Law and the Bylaws, compliance with the principles of correct administration, the adequacy of the organizational, administrative and accounting structure of the Association and its concrete ordering. It can also carry out a statutory audit.

The members of the Control Body have the right to participate, without the right to vote, in the meetings of the Board of Directors and in those of the assembly that approves the financial statements.

B) Composition

If collegiate, the Control Body is composed of three members chosen from non-associated persons, at least one of which must be registered in the register of statutory auditors.

The members of the Control Body remain in office for 3 (three) years and may be re-elected.

The provisions of the art. Are applied to the members of the Control Body. 2399 cod. civ.

The function of member of the Control Body is incompatible with that of member of the Executive Council.

Article 15 - Statutory audit of accounts

In the cases provided for by the Law or if it is deemed appropriate, the Meeting shall appoint a statutory auditor or an auditing company registered in the appropriate register.

The statutory audit of the accounts can be entrusted to the Control Body; in this case all its members must be chosen from legal auditors registered in the specific register.

Article 16 - Complaint to the Court and members of the control body

If there is reason to suspect that the Directors, in violation of their duties, have made serious irregularities in the management that can cause damage to the association, the associates who represent at least a tenth of the total, can denounce the facts to the Court with appeal also notified to the association. The provisions of article 2409 of the civil code apply, insofar as they are compatible.

Each member may denounce the facts that it deems censurable to the control body, if appointed, which must take the complaint into account in the report to the shareholders' meeting. If the declaration is made by at least one twentieth of the associates of the entity, the control body must act pursuant to article 2408, paragraph 2, of the civil code.

Article 17 - Assets of the Association

A) Composition

The patrimony of the Association is the set of assets, movable

and immovable property belonging to the Entity, coming from the contributions of the associates and from the associative quotas, from the patrimonial incomes, from the disbursements and contributions of citizens, Public bodies , from the proceeds of fund raising activities also through solicitation to the public, from donations, inheritances and general legacies, from budget surpluses and from any other revenue admitted pursuant to Legislative Decree 3 July 2017 n.117.

It consists of:

a) an Endowment Fund with a value of not less than Euro 15,000.00 (fifteen thousand point zero zero), which constitutes the minimum assets of the association instrumental to the achievement and maintenance of legal personality.

The Endowment Fund is represented by money or other assets, as long as they are capable of economic evaluation, the value of which must result from a sworn appraisal drawn up by a legal reviewer or auditing company regularly registered in the register of statutory auditors.

The value of the Endowment Fund must be maintained in its consistency. If it appears that it has decreased by more than a third as a result of losses, the Board of Directors or, in the event of inaction, the Supervisory Body must, without delay, convene the Assembly to decide on its reconstitution or continuation of the activity. in the form of association without legal personality, or the merger, or rather the transformation

or the dissolution of the entity;

b) a management fund that includes the value of all other assets.

B) Function

The patrimony is destined to the performance of the institutional activity as defined by the present Statute in article 2 (two).

Consistent with the absence of any profit-making purpose, the indirect distribution of profits and operating surpluses, funds and reserves however named in favor of associates, workers, collaborators, administrators and other members of the corporate bodies, even on the occasion of individual withdrawal or termination of the associative relationship.

The following activities are considered indirect distribution operations:

- the payment to directors, statutory auditors and whoever holds corporate offices, of individual remuneration not proportionate to the activity carried out, to the responsibilities assumed and to the specific competences, or in any case superior to those foreseen in entities operating in the same or similar sectors and conditions;

- the payment to subordinate or self-employed workers of reimbursements or compensation of forty per cent higher than those provided, for the same qualifications, by collective bargaining agreements, unless there are proven needs relating to the

need to acquire specific skills for for the purpose of carrying out activities of general interest;

- the purchase of goods or services for fees that, without valid economic reasons, are higher than their normal value;

- the supply of goods and services, at conditions more favorable than those of the market, to members, associates or participants, founders, members of the administrative and control bodies, to those who for any reason - for the organization or are part of it, to those who make donations in favor of the organization, to their relatives by the third degree and to their relatives by the second degree, as well as to the companies directly or indirectly controlled or connected by them , exclusively on account of their quality, unless such supplies or services do not constitute the object of the activity of general interest;

- the payment to parties other than banks and authorized financial intermediaries of interest expense, depending on loans of any kind, four points higher than the reference annual rate.

C) Assets destined for a specific business

If the association is registered in the register of companies, By resolution of the Board of Directors, after consulting the Control Body, assets may be set aside for a specific business or for repayment of loans for a specific business.

Article 18 - Budget

The association exercise is annual and closes on the 31st (thirty-first) December of each year.

Within one hundred and twenty days from the end of the financial year the Board of Directors must submit to the assembly of the associates for approval a financial statement drawn up in the manner of Law and formed by the balance sheet and the management statement, with the indication of income and charges of the Entity or of the cash-flow statement in the cases provided for by article 13 of the Code of the Third Sector; said balance sheet is accompanied by a report that illustrates the individual items, reports about the economic and management trend of the Entity, the methods of pursuing the institutional aims, as well as the secondary and instrumental nature of activities other than institutional ones; in this report, any comments or suggestions from the Control Body and / or the Auditor are reported.

The budget thus formed, once approved by the Assembly, is deposited in the Single National Register of the Third Sector by the Board of Directors.

If the conditions of the law are fulfilled, the Board of Directors must prepare and deposit in the Single National Register of the Third-Sector the social report drafted in the manner prescribed by law.

The social report, in the cases provided for by the Law, must be published annually also on the website of the Association

or on the website of the membership network to which it belongs, with the indication of the emoluments, fees or fees attributed to the members of the Board of Directors. tive, to the Control Body, to the Managers, and to the associates.

Article 19 - Dissolution and transfer of assets

The association is dissolved in the cases provided for by the law or when the assembly of the members decides. The meeting that declares the dissolution or verifies the occurrence of a dissolution cause names one or more liquidators chosen from its members.

In case of extinction or dissolution the residual assets are devolved, subject to the prior opinion of the competent Office of the Regional Register of the Third Sector, and unless otherwise deferred by law, to other Entities of the Third Sector, according to the provisions of the competent social body, or, failing that, the Fondazione Italia Sociale.

Article 20 - Final Provisions

For all matters not expressly provided for by this statute, by any internal regulations and by the resolutions of the associative bodies, the provisions of Legislative Decree no. 117 of 3 July 2017 and subsequent amendments are applied and, insofar as it is compatible, the code civil.

There being nothing else to discuss and no one asking for the word, the President declares the meeting dissolved as it is hours 13.30 (thirteen - tharty)

The present act is exempted from the registration tax and the stamp tax pursuant to **article** 82, comma 3, second period, and comma 5, of Legislative Decree n. 117 of July 3, 2017.

For the sole purposes of the cadastral transfer, to be carried out subordinately to the effectiveness of the modification, the appearer declares that the following rights on the real estate properties located in the municipality of Fauglia are part of the partimony of the association:

Full and exclusive property on real estate portions mentioned by the Buildings Register of the Municipality of Fauglia on page number 14, sections:

- n.293, Via Botra n.6, piano S1-T-1, categoria A/7, classe 2, consistenza vani 16,5, superficie catastale totale 453 metri quadrati, totale escluse aree scoperte 437 metri quadrati, rendita Euro 1.857,70;

- n.294, Via Botra, piano T, categoria C/2, classe 2, consistenza 13 metri quadrati, superficie catastale totale 61 metri quadrati, rendita catastale Euro 30,21;

- n.295 subalterno 2, Via Botra, piano T, categoria A/4, classe 2, consistenza vani 5,5, superficie catastale totale 101 metri quadrati, totale escluse aree scoperte 100 metri quadrati, rendita Euro 372,11;

- n.295 subalterno 4, Via Botra SNC, piano T, categoria A/10, classe U, consistenza vani 6, superficie catastale totale 206 metri quadrati, rendita Euro 1.476,55.

2) full and exclusive property of portions of land mentioned by the Buildings Register of the Municipality of Fauglia on page 14, sections:

- n.79, pascolo cespugliato, classe U, are 10,50, reddito dominicale Euro 0,22 reddito agrario Euro 0,16;

- n.80, pascolo cespugliato, classe U, are 14,00, reddito dominicale Euro 0,29 reddito agrario Euro 0,22;

- n.81, pascolo cespugliato, classe U, are 57,70, reddito dominicale Euro 1,19 reddito agrario Euro 0,89;

- n.85, pascolo cespugliato, classe U, are 99,90, reddito dominicale Euro 2,06 reddito agrario Euro 1,55;

- n.98, bosco ceduo, classe 1, are 1.85,10, reddito dominicale Euro 20,08 reddito agrario Euro 5,74;

- n.99, seminativo, classe 4, are 1.11,80, reddito dominicale Euro 15,01 reddito agrario Euro 17,32;

- n.101, seminativo, classe 4, are 6,70, reddito dominicale Euro 0,90 reddito agrario Euro 1,04;

- n.102, seminativo, classe 3, are 68,00, reddito dominicale Euro 16,15 reddito agrario Euro 14,05;

- n.103, bosco alto, classe 2, are 24,10, reddito dominicale Euro 0,50 reddito agrario Euro 0,50;

- n.119, bosco alto, classe 2, are 22,70, reddito dominicale Euro 0,47 reddito agrario Euro 0,47;

- n.226, seminativo, classe 4, are 36,70, reddito dominicale Euro 4,93 reddito agrario Euro 5,69;

- n.274, seminativo, classe 4, are 29,40, reddito dominicale Euro 3,95 reddito agrario Euro 4,56;

- n.292, seminativo, classe 4, are 28,00, reddito dominicale Euro 4,34 reddito agrario Euro 4,34;

- n.296, bosco ceduo, classe 1, are 50,20, reddito dominicale Euro 6,48 reddito agrario Euro 1,56;

- n.78, pascolo cespugliato, classe U, are 45,90, reddito dominicale Euro 0,95, reddito agrario Euro 0,71;

- n.97, pascolo cespugliato, classe U, are 36,20, reddito dominicale Euro 0,75, reddito agrario Euro 0,56;

3) full and exclusive property on building mentioned by the Building Registry of the Municipality of Fauglia on paper 14, section 100, ente urbano, are 19,10;

4)share of undivided co-ownership equal to $\frac{1}{4}$ (one fourth) of the entire portion of land mentioned by the Building Registry of the Municipality of Fauglia on paper 14, section 270; seminativo arborato, classe 3, are 25,20, reddito dominicale Euro 6,64, reddito agrario Euro 4,56.

The expenses related to the present act and consequent expenses are to be covered by the association.

I, the Notary, have received the present deed which in its original in the Italian language was partly typed in accordance with the law by a trusted person and partly written by me, while the translation into English was drawn up and typewritten at the same time by the interpreter.

The Italian text of this deed was read by me, Notary, to the appearing party in the presence of witnesses and the interpreter, while the translation of the deed was read to the appearing party, including witnesses and me, Notary, by the interpreter.

The appearing party, in the presence of the witnesses, declares to me, by means of the interpreter, to approve the present act and subtract it with the interpreter, the witnesses and me Notary at the hours 13.50 (thirteen - fifty).

The present act, as regards the original in Italian, consists of ten sheets for thirtynine entire facades and so far of 40th (fourty), and, as regards the translation into English, consists of nine sheets for thirtyfive whole facades and part of the 36th (thirty six), and therefore the present act as a whole occupies 19 (nineteen)sheets for 75 (seventy five) entire facades and part of the 76th (seventy -six).

Firmato: Douglas Mac Doman, Francesco Del Freo, Eleonora Bernardini, Stefano Rinaldo Biancalana, Andrea Ferrari Notaio (Sigillo)

Directory n.4749

Collection n.3684

MINUTES OF THE RECOGNIZED ASSOCIATION ASSEMBLY

"INSTITUTES FOR ACHIEVEMENT

OF HUMAN POTENTIAL EUROPE - ONLUS"

ITALIAN REPUBLIC

The year 2019 (two thousand and nineteen) on the 11th (eleven) of the month of October, at the hours 11.30 a.m. (eleven - thirteen)

In Massa, Viale Eugenio Chiesa n. 5, in my office.

In front of me Dr. Andrea Ferrari, Notary resident in Massa, registered in the Role of the Notary Board of the Notarial Districts of La Spezia and Massa, in the presence of the gentlemen:

Bernardini Eleonora, born in Carrara on 13 September 1982, resident in Carrara, Via Galissano n.3/d,

Biancalana Stefano Rinaldo, born in Viareggio on 8 February 1970, residing in San Giuliano Terme, in the Madonna dell'Acqua district, Via Pietrasantina n.13, which declares that he knows both the Italian language and the English language, suitable witnesses, as they claim, and known to me, are:

DOMAN DOUGLAS MAC, born in Pennsylvania (USA) on March 1, 1953, US citizen, holder of passport No. 504253261 issued by the competent authority on February 26, 2013, and valid, domiciled for the office at the association's headquarters, which declares to intervene at present deed in his capacity as

Chairman of the Board of Directors of the Association "INSTITUTIONS FOR THE ACHIEVEMENT OF HUMAN POTENTIAL EUROPE - ONLUS", registered in the Register of Legal Affairs held o the Prefecture of Pisa at No. 355, and No. 3 of the Onlus Register held by the Regional Directorate of Tuscany, association based in Fauglia, Via Delle Colline di Lari n.6, Tax Code 92018490497, VAT Registration Number: 01469840506.

Doman Douglas Mac, by means of the interpreter mentioned below, declares to me that he does not know the Italian language and that he knows the English language, which I, the Notary, not known, and of knowing and being able to sign.

Del Freo Francesco, born in Pietrasanta on August 17th, 1979, residing in Italy - Montignoso, Via Roma n.149, acting as an interpreter designated by the parties, spoke.

The interpreter, as mentioned above, declares that he has the requisites required by law to perform the function of interpreter and the same, I Notary admonished about the importance of the functions he is called upon to perform, he swears, before me No-taio, to faithfully fulfill his office. Therefore, all the statements made and received by Mr. Doman Douglas Mac, are to be understood as having been made and received by the interpreter.

Said appearing party, of whose personal identity and qualify I, the Notary, am certain, by the aforementioned interpreter, in the presence of the witnesses, declares to me that the as-

sembly of the aforementioned association has been called, in this day, place and time, to discuss and decide on the following agenda

"Adaptation of the bylaws to Legislative Decree 117/2017, as clarified in the Guidelines Note n. 12604 of December 29th, 2019, of Legislative Decree 105/2018 and of Memorandum n. 20 of February 27th, 2018 of the Ministry of Labor and Social Policies.

and asks me to write the related report.

Adhering to the request made to me, I, Notary, acknowledged that the meeting was held as follows.

President Doman Douglas Mac assumes the Presidency, in accordance with the bylaws, as in a generalized appearance, which acknowledges the identity and legitimacy of those present, and therefore notes that:

- the shareholders' meeting was duly convened pursuant to the law and the articles of association;

- a number of associates equal to 4/5 (four fifths) of the associates registered in the Members Book is present, in first person and by proxy, recognized as valid by the President and kept in the association's records, and specifically are present:

Doman Douglas Mac, as in generalized appearance;

Martineau Isabelle, born in Poitiers (France) on March 22, 1958;

Doman Rosalind, born in New York on November 24, 1953, by proxy to

Doman Douglas Mac, as in generalized appearance;

Doman Spencer, born in Pennsylvania on November 23, 1987, by proxy to

Martineau Isabelle, born in Poitiers (France) on March 22, 1958;

- the following are present at the meeting of the Board of Directors:

Doman Douglas Mac, as in generalized appearance, President;

Martineau Isabelle, born in Poitiers (France) on March 22, 1958, Councilor;

- all the associates present, on their own or by proxy, are the same on the basis of what is established today by the exam of the regularly endorsed book of the associates;

- the associates present declare themselves sufficiently informed on the topics on the agenda.

The Chairman therefore declares the meeting validly constituted pursuant to the law and the articles of association, and therefore fully authorized to resolve on the items on the agenda.

First of all, the Assembly authorizes the President to deal jointly with the leaders, given the close connection between them.

The President pointed out that, with regard to the non-profit

organizations, article 102, paragraph 2, letter a) of the Code of the Third Sector sets up the repeal of articles 10 to 29 of the legislative decree 4 December 1997, n. 460, without prejudice to article 13, paragraphs 2, 3 and 4, starting from the term referred to in article 104, paragraph 2, ie from the subsequent tax period to the authorization of the European Commission on the measures tax, and in any case not before the tax period following the operation of the RUNTS (Single National Register of the Third Sector), with the consequence that the non-profit organization remains in force until the new fiscal provisions are applied bearing the title X of the same Code.

The Chairman then illustrates the need to adopt the new statute of the association, within the time limit set by article 101, paragraph 2 of the Code, adequate to the regulatory provisions of the Code, subordinating the effectiveness of these changes to the effective date of the term referred to in article 104, paragraph 2, of the Code itself, ie from the tax period following the authorization of the European Commission on tax measures, and in any case not before the tax period following the operation of the RUNTS (National Register of Third sector).

The Chairman therefore proposes to proceed with the adoption of the new by-laws in accordance with the provisions of the Third Sector Co-rule, also specifying that in the transitional

period the effectiveness of the provisions established by Legislative Decree No. 466/1997 continues to persist. Then the president reads to the associates the new text of the statute highlighting all the changes.

The Chairman therefore invites the shareholders to give their opinion.

The assembly has unanimous votes, expressed openly by a show of hands, and therefore with the majorities required by the current statute and by the law, deliberates:

1) to approve the new rules relating to the organization and operation of the association called "Statute", subordinating the effectiveness of the term pursuant to article 104, paragraph 2, of Legislative Decree 3 July 2017 (Third Sector Code), ie from the tax period following the authorization of the European Commission on tax measures, and in any case not before the tax period following the operation of the RUNTS (National Register of Third sector), rules that are completely transcribed below:

"STATUTE"

Article 1 - Name, address, regulation

A Third Sector Body established in the Municipality of Fauglia with the juridical form of the recognized association, called "INSTITUTES FOR THE ACHIEVEMENT OF THE HUMAN POTENTIAL EUROPE - ETS", as such subject to the discipline of Legislative Decree 3 July 2017 n.117 (Third Sector Code).

Changes of address within the Municipality do not constitute changes to the Statute.

The Association has the faculty to adopt a regulation, to be approved by the assembly, in order to regulate, in the respect of the statute, further aspects related to the organization and activities.

Article 2 - Object - Purpose and activity

The association is non-political and non-profit. During the life of the association, profits or operating surpluses may not be distributed, even indirectly or deferred, as may funds, reserves or capital.

It pursues exclusively civic, solidaristic, socially useful purposes, and more precisely it aims to favor the recovery of brain-injured children through sensory stimulation techniques aimed at enhancing any injured ability of brain-injured children both from the physiological and physical point of view and intellectual, according to the methods of the Institutes for the INSTITUTES of the Human Potential based in Philadelphia, which pursue the objective of increasing the intellectual, social, physical and physiological potential of all human beings.

For the pursuit of the aims and purpose of the previous paragraph, the association carries out the following activities of general interest:

a) social interventions and services pursuant to Article 1,

paragraphs 1 and 2, of the Law of 8 November 2000, No. 288, and subsequent modifications, and interventions, services and performances pursuant to the Law of 5 February 1992, n.104, and to the law of 22nd June 2016, n.112, and subsequent amendments;

b) health interventions and services

c) social and health services pursuant to the Decree of the President of the Council of Ministers of 14 February 2001, published in the Official Journal n.129 of 6 June 2001, and subsequent amendments;

d) education, training and vocational training, pursuant to law n. 53 of March 28th 2003, and subsequent modifications, as well as cultural activities of social interest for educational purposes;

e) organization and management of cultural, artistic or recreational activities of particular social interest, including activities, including editorial activities, to promote and disseminate the culture and practice of volunteering and activities of general interest referred to in this article;

f) charity, distance support, free transfer of food or products referred to in the law of 19 August 2016, n.166, and subsequent modifications, or provision of money, goods or services in support of disadvantaged people or activities of general interest pursuant to this article.

Article 3 - Duration

The duration of the association is unlimited and the same may be dissolved only in the cases provided for by law or by resolution of the assembly of the associates with the majorities referred to in article 11 (eleven) below.

In the event of dissolution of the association, the returned property is donated, subject to the positive opinion of the State Office of the Single National Register of the Third Sector, referred to in Article 45, paragraph 1, of Legislative Decree no. and unless otherwise specified by the law, to entities of the Third Sector according to the provisions established in the assembly resolution of dissolution. For matters not provided for in this article, the provisions of Article 9 of Legislative Decree no. 117 of 3 July 2017 apply.

Article 4 - Application for admission

Persons who, sharing the aims and the spirit of solidarity of the organization, request it and have an unimpeachable moral attitude and can do part of the association can be part of the association, without any form of discrimination. civil.

Any temporal or operational limitation to the association relationship itself and to the rights deriving from it is expressly excluded.

All those who intend to be part of the association must draw up a written request containing the commitment to observe the present statute and the rules it refers to and to abide by the resolutions of the associative bodies.

The application must also contain:

- for natural persons, the indication of the name, surname, place and date of birth, residence, tax identification number, the work carried out, as well as telephone numbers and e-mail address;

- for institutions the indication of the name, registered office, tax code and / or VAT number, any registration number in the Register of Legal Persons and / or that of the Single Register of Entities of the Third Sector as well as, where there is were, also that of registration in the register of companies, the activity carried out, the indication of the legal representative or legal representatives, as well as telephone numbers and the certified e-mail address.

The application must be accepted by the Board of Directors within 60 (sixty) days of the presentation.

Admission to the association cannot be foreseen for a temporary period.

The associates are registered in a special book that is regularly kept and authenticated.

The membership fee cannot be transferred to third parties or apportioned.

If the applicant is not admitted, the Board of Directors must justify the rejection resolution within 60 (sixty) days from the presentation of the application and communicate it to the interested party.

The interested party may, in the following 60 (sixty) days, request that the assembly of the associates be decided on the rejection resolution, which resolve on the applications that are not accepted, if not specifically called, on the occasion of their success. cited call.

Article 5 - Rights and obligations of members

All members will have the same rights and duties.

Associates must participate in the association's activities with their works, skills and knowledge.

All members enjoy, at the time of admission, the right to participate in company meetings, with the power to take up the floor, as well as the active and passive electorate.

All the associates, as better regulated in the following article 11 (eleven), have the right to vote in the assemblies and in particular in the assemblies for the approval and the modifications of the Statute and the regulations and for the appointment of the directive organs of the 'Association.

The status of associate gives the right to attend the initiatives announced by the board of directors and the headquarters of the association, according to the procedures established in the specific regulation.

The associates have the obligation to respect and to respect the norms of the statute and of the eventual regulations and to take active action for the attainment of the goals of the association, to pay the associative quota according to the

amount, the modalities of payment and terms established by the assembly.

Article 6 – Forfeiture of members

The associates cease to belong to the association in the following cases:

- A. withdrawal exercised in writing, having effect from the time of communication of the same to the Directive Council;
- B. arrears continued for over two months from the expiry of the requested payment of the membership fee;
- C. deliberate exclusion by an absolute majority of the members of the board of directors, pronounced against the member who commits actions considered dishonorable within and outside the association, or who, with his conduct, constitutes an obstacle to the good progress of the association having become guilty of number of acts of indiscipline or improper behavior that constitute a violation of statutory or regulatory provisions, or that without adequate reason puts in a condition of prolonged inactivity;
- D. death;
- E. dissolution of the association pursuant to article 19 (diciannove) of this statute.

In any case, reimbursement of the associated fees, contributions and grants made by the associates is not permitted.

The exclusion provision referred to in letter c) above, taken by the board of directors must be ratified by the ordinary as-

sembly. During this meeting, to which the interested party must be summoned, he will proceed in a cross-examination with the interested party to examine the objections. In case of unjustified absence of the person regularly called, the Assembly may also proceed with the ratification of the exclusion provision. The exclusion provision remains suspended until the date of the meeting.

The excluded associate cannot be admitted.

Article 7 - Employees

The association for the pursuit of its purposes may employ employees or use self-employment services.

In the event of hiring employees, they will be entitled to economic and regulatory treatment no less than that provided for by the collective agreements referred to in Article 51 of Legislative Decree No. 81 of 15 June 2015 in accordance with the provisions of the article 16 of the Legislative Decree 3 July 2017 n.117.

Article 8 - Volunteers

The association will be able to make use of volunteers in the performance of its activities, as defined by Article 17, paragraph 2 of Legislative Decree no. 117 of 3 July 2017; volunteers who carry out their activities in a non-occasional manner must be registered in a special register.

The activity of the volunteer cannot be remunerated in any way even by the beneficiary. The volunteer can only be reimbursed

for the expenses actually incurred and documented for the activity performed within the maximum limits and under the previously established conditions. In any case, you are not allowed to pay for flat-rate expenses. The provision of Article 17, paragraph 4 of Legislative Decree no. 3 July n.117.

The quality of volunteer is incompatible with any form of employment and self-employment and with any other paid employment relationship.

In the event that the association makes use of volunteers, they must be insured against accidents and illnesses connected with the performance of voluntary work and for civil liability towards third parties.

Article 9 - Association Books

In addition to the entries required by law for accounting and tax purposes. The association must keep:

- a) the book of members;
- b) the book of meetings and resolutions of the assemblies, in which the minutes drawn up by public deed must also be transcribed;
- c) the book of meetings and resolutions of the Board of Directors and the control body, if appointed;
- d) the register of volunteers who carry out the activities in a non-occasional manner.

The books referred to in letters a), b) and d) of paragraph 1, are kept by the Board of Directors. The books referred to in

letter c) are kept by the body to which they refer.

The associates have the right to examine the books of the association by making a special request to the Governing Council.

Article 10 - Bodies

The corporate bodies are:

- a) the general assembly of the members;
- b) the board of directors.
- c) the president;
- d) the control body if mentioned
- e) the Statutory audit of accounts if mentioned

Article 11 - Assembly of Associates

A) Functions

The assembly of associates:

- appoints and dismisses the members of the Board of Directors, the Control Body and the Auditor;
- approves the financial statements;
- resolves on the responsibility of the corporate bodies;
- resolves on amendments to the articles of association and the Articles of Association;
- approves the regulations;
- decides on the dissolution, transformation, merger and division of the Association;
- resolves on appeals against resolutions of the Administrative Council that reject applications for admission or that ex-

clude an associate;

- decides on other objects attributed to it by the Law or by this Statute.

B) Convening

The Assembly is convened by the Administrative Body, at the headquarters of the Association or in another place in Italy, at least once a year, within 120 (one hundred and twenty) days from the end of the financial year, for the approval of the financial statements and, if required, of the social budget and for the renewal of the positions that have expired.

The assembly must also be called whenever the Board of Directors deems it necessary or when a motivated request is made by at least one tenth of the members with the right to vote.

The meeting is convened by notice, containing an indication of the day, time, place of the meeting, any date of second call and the list of subjects to be discussed, sent to each member by means of an instrument communication that guarantees proof of receipt at least seven days before the meeting.

The convocation is in any case valid if forwarded to the address, including e-mail, communicated by the associate in the application for admission or subsequently changed by written communication validly received by the Association.

The call notice must be received by the entitled parties at least 7 (seven) days before the date set for the meeting.

C) Right to vote

All members registered for at least 90 (ninety) days have the right to vote. The date on which the approval of the associate was adopted is considered the date of registration.

Each member expresses a single vote.

Each member may be represented at the meeting by another member through a special written proxy, which can also be placed at the bottom of the notice of the meeting. An associate can receive a maximum of 3 (three) proxies, or 5 (five) proxies if the Association has no less than 500 (five hundred) associates.

The vote is exercised clearly.

D) Development

The Assembly is chaired by the President of the Association or, in his absence, by the oldest member in charge of the Board of Directors or, in the absence thereof, by the Associate indicated by the assembly itself; the minutes of the minutes of the meeting are entrusted to a secretary appointed by the Chairman of the Shareholders' Meeting, or to a Notary in the cases provided for by the law or if the Board of Directors deems it appropriate. The relative minutes are transcribed in the verbal book of the Assembly.

The President of the Assembly has general authorizing powers in order to ensure a linear course of the meeting and to guarantee to each of the participants the free and serene exercise of his / her associated rights; the President of the Assem-

bly may admit the participation in the meeting, as experts, of non-associated persons in order to allow those present the information necessary for the conscious exercise of the right to vote.

The meeting normally takes place with the simultaneous presence of the participating members in the place set by the notice of call.

In the cases deemed appropriate by the Board of Directors, indicated in the notice of the meeting, the meetings of the assembly may also be held in non-contextual ways, that is, in audio or video conference, provided that the following conditions are met, which will be noted in the minutes:

a) that the Chairman of the meeting is allowed to ascertain the identity of the participants who are not personally present;

b) that the minutes are allowed to perceive the facts and acts performed in the meeting in an appropriate manner;

c) that all participants be allowed to participate in the discussion and vote simultaneously on the items on the agenda, as well as to view, receive and transmit documents.

Once these conditions are met, the meeting is deemed to take place in the place where the Chairman and the person taking the minutes are present.

E) Majorities

The Assembly is validly constituted in the presence of half

plus one of the members with voting rights and decides by a majority of the votes cast by those present.

In the second call, the Assembly decides with the favorable vote of the majority of the votes cast by those present, regardless of the number of members present.

For resolutions concerning amendments to the Statute, there must be at least 3/4 (three quarters) of the members and the favorable vote of the majority of those present.

For resolutions concerning the dissolution of the Association and the devolution of assets, a favorable vote of at least 3/4 (three quarters) of the members is required. In the deliberations concerning their responsibility the members of the Executive Council do not have the right to vote.

Article 12 - Board of Directors

A) Functions

It is the body in charge of the management and administration of the Association.

It is invested with the broadest powers of ordinary and extraordinary management of the Association.

It is up to the Board of Directors to:

- ensuring the achievement of institutional goals;
- convene the Assembly of members;
- draft the financial statements and, if required, the social report;
- prepare and issue regulations and rules on the functioning

of the Association;

- carry out all the acts with a patrimonial content and value referring or referable to the Association, such as buying or selling movable and immovable property, accepting and / or renouncing inheritances and legacies or donations, determining the use of contributions and more generally of the financial resources of the Association, contracting with Banks and Credit Institutions, with other public and private institutions and with the Public Administration;

- determine the annual membership fees and any entrance fees;
- to deliberate on the admission and exclusion of members;
- submit proposals and motions to the assembly;
- allow the participation of the Association in calls for tenders, public selection procedures with public evidence, in any case also denominated through participation in ATS (Time-related Associations of Purposes), Consortia, or other similar or similar methods;
- confer mandates / assignments to third parties for the accomplishment of single acts;
- promote and organize associative events;
- carry out any management act that is not expressly delegated to the assembly or to the competence of other bodies.

The Board may assign specific powers to one or more of its members to carry out deeds or categories of specific deeds.

B) Composition

The Board of Directors consists of a number of members that can be changed from 3 (three) to 11 (eleven) determined by the assembly at the time of appointment.

The members of the Board of Directors may also be non-members, but in any case the majority of the directors is chosen from the associated natural persons or indicated by the associated legal entities.

The members of the Board of Directors remain in office for 3 (three) years, that is, until the meeting called to approve the financial statements of the third year subsequent to the one in which the appointment was made. They are re-elected.

The members of the Board of Directors must meet the following requirements:

- personal reputation, coming from one's own experience and professional experience;
- professionalism measured on specific institutional activities;
- independence from interests that are divergent or conflicting with those of the association.

From the function of member of the Board of Directors, it is terminated by revocation, in the presence of just cause, resignation, death, supervening incapacity or incompatibility by law.

The Board of Directors appoints internally the President, possibly a Vice President, a General Secretary, a Treasurer.

If, during the mandate, one or more counselors are missing, the others will replace them; the directors appointed in this way remain in office until the shareholders' meeting called to approve the financial statements for the year in which the replacement took place.

C) Operation

The Board of Directors meets by prior call to be carried out by a notice containing the indication of the day, time, place of the meeting and the list of subjects to be discussed, sent by means of communication tool which in any case guarantees proof of receipt.

The convocation must reach each of the entitled parties at least 7 (seven) days before the meeting; in cases of non-differing urgency it can be called with at least 48 (forty-eight) hours notice.

The members of the Control Body have the right to hold meetings of the Board of Directors without the right to vote.

In any case, the Board is validly constituted, even in the absence of a formal convocation, when all of its members in office are present, provided that the members of the Control Body have been informed and are not opposed to it.

The Council always decides by a majority of its members; in case of parity the vote of the President prevails.

Board meetings may also be held in non-contextual ways, ie in audio or video conference provided the following conditions

are met, which will be acknowledged in the verba-la:

- a) that the President of the Council is allowed to ascertain the identity of the participants who are not personally present;
- b) that the minutes are allowed to perceive the facts and acts performed in the meeting in an appropriate manner;
- c) that all attendees be allowed to participate in the discussion and simultaneous voting on the items on the agenda, as well as view, receive and send documents.

Once these conditions are met, the meeting is deemed to take place in the place where the Chairman and the person taking the minutes are present.

Minutes are drafted of every resolution signed by the President and the secretary, transcribed in the Council's Book of Minutes.

D) Duties of the office

The members of the Board of Directors are required to participate in the activity in an active and personal way. The director who, without justification, does not attend three consecutive meetings is considered to have resigned.

Each director must abstain from undertaking activities or from assignments that by their nature are incompatible with the purpose of the Association or in competition with institutional activities, so as to cause damage to the image of the Entity or to the good course of activity.

The members of the Board of Directors must refrain from acting in conflict of interest; if this occurs, they are required to notify the Board abstaining from exercising their right to vote.

The members of the Board of Directors are accountable to the Association, the creditors of the Association, the associates and third parties pursuant to articles 2392, 2393, 2393-bis, 2394, 2395 and 2409 of the civil code.

The provisions of art. 2475-ter of the civil code.

Article 13 - President of the Association

The President legally represents the Association in relation to third parties and in court.

The President exercises all the powers of initiative necessary for the good administrative and managerial functioning of the association; in particular, the President is in charge of relations with public and private bodies, institutions and companies and other bodies, also for the purpose of establishing relations of collaboration and support for the individual initiatives of the association also in order to increase the resources useful to the association purposes. He is elected within the Executive Council which presides over the execution of the deliberations and co-ordinates the work. He remains in office for 3 (three) years and can be re-elected.

In the event of temporary impossibility to act personally, the President may delegate his powers to third parties by special

power of attorney for the performance of specific acts.

Article 14 – Control Body

A) Functions

In the cases provided for by law, or if deemed appropriate, the assembly appoints a monocratic or collective Control Body according to the determinations made in the context of the no-ministry.

The Control Body supervises compliance with the Law and the Bylaws, compliance with the principles of correct administration, the adequacy of the organizational, administrative and accounting structure of the Association and its concrete ordering. It can also carry out a statutory audit.

The members of the Control Body have the right to participate, without the right to vote, in the meetings of the Board of Directors and in those of the assembly that approves the financial statements.

B) Composition

If collegiate, the Control Body is composed of three members chosen from non-associated persons, at least one of which must be registered in the register of statutory auditors.

The members of the Control Body remain in office for 3 (three) years and may be re-elected.

The provisions of the art. Are applied to the members of the Control Body. 2399 cod. civ.

The function of member of the Control Body is incompatible

with that of member of the Executive Council.

Article 15 - Statutory audit of accounts

In the cases provided for by the Law or if it is deemed appropriate, the Meeting shall appoint a statutory auditor or an auditing company registered in the appropriate register.

The statutory audit of the accounts can be entrusted to the Control Body; in this case all its members must be chosen from legal auditors registered in the specific register.

Article 16 - Complaint to the Court and members of the control body

If there is reason to suspect that the Directors, in violation of their duties, have made serious irregularities in the management that can cause damage to the association, the associates who represent at least a tenth of the total, can denounce the facts to the Court with appeal also notified to the association. The provisions of article 2409 of the civil code apply, insofar as they are compatible.

Each member may denounce the facts that it deems censurable to the control body, if appointed, which must take the complaint into account in the report to the shareholders' meeting. If the declaration is made by at least one twentieth of the associates of the entity, the control body must act pursuant to article 2408, paragraph 2, of the civil code.

Article 17 - Assets of the Association

A) Composition

The patrimony of the Association is the set of assets, movable and immovable property belonging to the Entity, coming from the contributions of the associates and from the associative quotas, from the patrimonial incomes, from the disbursements and contributions of citizens, Public bodies , from the proceeds of fund raising activities also through solicitation to the public, from donations, inheritances and general legacies, from budget surpluses and from any other revenue admitted pursuant to Legislative Decree 3 July 2017 n.117 n.117 / 2017.

It consists of:

a) an Endowment Fund with a value of not less than Euro 15,000.00 (fifteen thousand point zero zero), which constitutes the minimum assets of the association instrumental to the achievement and maintenance of legal personality.

The Endowment Fund is represented by money or other assets, as long as they are capable of economic evaluation, the value of which must result from a sworn appraisal drawn up by a legal reviewer or auditing company regularly registered in the register of statutory auditors.

The value of the Endowment Fund must be maintained in its consistency. If it appears that it has decreased by more than a third as a result of losses, the Board of Directors or, in the event of inaction, the Supervisory Body must, without delay, convene the Assembly to decide on its reconstitution or continuation of the activity. in the form of association without

legal personality, or the merger, or rather the transformation or the dissolution of the entity;

b) a management fund that includes the value of all other assets.

B) Function

The patrimony is destined to the performance of the institutional activity as defined by the present Statute in article 2 (two).

Consistent with the absence of any profit-making purpose, the indirect distribution of profits and operating surpluses, funds and reserves however named in favor of associates, workers, collaborators, administrators and other members of the corporate bodies, even on the occasion of individual withdrawal or termination of the associative relationship.

The following activities are considered indirect distribution operations:

- the payment to directors, statutory auditors and whoever holds corporate offices, of individual remuneration not proportionate to the activity carried out, to the responsibilities assumed and to the specific competences, or in any case superior to those foreseen in entities operating in the same or similar sectors and conditions;
- the payment to subordinate or self-employed workers of reimbursements or compensation of forty per cent higher than those provided, for the same qualifications, by collective bargai-

ning agreements, unless there are proven needs relating to the need to acquire specific skills for for the purpose of carrying out activities of general interest;

- the purchase of goods or services for fees that, without valid economic reasons, are higher than their normal value;

- the supply of goods and services, at conditions more favorable than those of the market, to members, associates or participants, founders, members of the administrative and control bodies, to those who for any reason - for the organization or are part of it, to those who make donations in favor of the organization, to their relatives by the third degree and to their relatives by the second degree, as well as to the companies directly or indirectly controlled or connected by them , exclusively on account of their quality, unless such supplies or services do not constitute the object of the activity of general interest;

- the payment to parties other than banks and authorized financial intermediaries of interest expense, depending on loans of any kind, four points higher than the reference annual rate.

C) Assets destined for a specific business

By resolution of the Board of Directors, after consulting the Control Body, assets may be set aside for a specific business or for repayment of loans for a specific business.

Article 18 - Budget

The association exercise is annual and closes on the 31st (thirty-first) December of each year.

Within one hundred and twenty days from the end of the financial year the Board of Directors must submit to the assembly of the associates for approval a financial statement drawn up in the manner of Law and formed by the balance sheet and the management statement, with the indication of income and charges of the Entity or of the cash-flow statement in the cases provided for by article 13 of the Code of the Third Sector; said balance sheet is accompanied by a report that illustrates the individual items, reports about the economic and management trend of the Entity, the methods of pursuing the institutional aims, as well as the secondary and instrumental nature of activities other than institutional ones; in this report, any comments or suggestions from the Control Body and / or the Auditor are reported.

The budget thus formed, once approved by the Assembly, is deposited in the Single National Register of the Third Sector by the Board of Directors.

If the conditions of the law are fulfilled, the Board of Directors must prepare and deposit in the Single National Register of the Third-Sector the social report drafted in the manner prescribed by law.

The social report, in the cases provided for by the Law, must be published annually also on the website of the Association

or on the website of the membership network to which it belongs, with the indication of the emoluments, fees or fees attributed to the members of the Board of Directors. tive, to the Control Body, to the Managers, and to the associates.

Article 19 - Dissolution and transfer of assets

The association is dissolved in the cases provided for by the law or when the assembly of the members decides. The meeting that declares the dissolution or verifies the occurrence of a dissolution cause names one or more liquidators chosen from its members.

In case of extinction or dissolution the residual assets are devolved, subject to the prior opinion of the competent Office of the Regional Register of the Third Sector, and unless otherwise deferred by law, to other Entities of the Third Sector, according to the provisions of the competent social body, or, failing that, the Fondazione Italia Sociale.

Article 20 - Final Provisions

For all matters not expressly provided for by this statute, by any internal regulations and by the resolutions of the associative bodies, the provisions of Legislative Decree no. 117 of 3 July 2017 and subsequent amendments are applied and, insofar as it is compatible, the code civil.

There being nothing else to discuss and no one asking for the word, the President declares the meeting dissolved as it is hours 13.30 (thirteen - tharty)

The present act is exempted from the registration tax and the stamp tax pursuant to article 82, comma 3, second period, and comma 5, of Legislative Decree n. 117 of July 3, 2017.

For the sole purposes of the cadastral transfer, to be carried out subordinately to the effectiveness of the modification, the appearer declares that the following rights on the real estate properties located in the municipality of Fauglia are part of the partimony of the association:

Full and exclusive property on real estate portions mentioned by the Buildings Register of the Municipality of Fauglia on page number 14, sections:

- n.293, Via Botra n.6, piano S1-T-1, categoria A/7, classe 2, consistenza vani 16,5, superficie catastale totale 453 metri quadrati, totale escluse aree scoperte 437 metri quadrati, rendita Euro 1.857,70;

- n.294, Via Botra, piano T, categoria C/2, classe 2, consistenza 13 metri quadrati, superficie catastale totale 61 metri quadrati, rendita catastale Euro 30,21;

- n.295 subalterno 2, Via Botra, piano T, categoria A/4, classe 2, consistenza vani 5,5, superficie catastale totale 101 metri quadrati, totale escluse aree scoperte 100 metri quadrati, rendita Euro 372,11;

- n.295 subalterno 4, Via Botra SNC, piano T, categoria A/10, classe U, consistenza vani 6, superficie catastale totale 206 metri quadrati, rendita Euro 1.476,55.

2) full and exclusive property of portions of land mentioned by the Buildings Register of the Municipality of Fauglia on page 14, sections:

- n.79, pascolo cespugliato, classe U, are 10,50, reddito dominicale Euro 0,22 reddito agrario Euro 0,16;

- n.80, pascolo cespugliato, classe U, are 14,00, reddito dominicale Euro 0,29 reddito agrario Euro 0,22;

- n.81, pascolo cespugliato, classe U, are 57,70, reddito dominicale Euro 1,19 reddito agrario Euro 0,89;

- n.85, pascolo cespugliato, classe U, are 99,90, reddito dominicale Euro 2,06 reddito agrario Euro 1,55;

- n.98, bosco ceduo, classe 1, are 1.85,10, reddito dominicale Euro 20,08 reddito agrario Euro 5,74;

- n.99, seminativo, classe 4, are 1.11,80, reddito dominicale Euro 15,01 reddito agrario Euro 17,32;

- n.101, seminativo, classe 4, are 6,70, reddito dominicale Euro 0,90 reddito agrario Euro 1,04;

- n.102, seminativo, classe 3, are 68,00, reddito dominicale Euro 16,15 reddito agrario Euro 14,05;

- n.103, bosco alto, classe 2, are 24,10, reddito dominicale Euro 0,50 reddito agrario Euro 0,50;

- n.119, bosco alto, classe 2, are 22,70, reddito dominicale Euro 0,47 reddito agrario Euro 0,47;

- n.226, seminativo, classe 4, are 36,70, reddito dominicale Euro 4,93 reddito agrario Euro 5,69;

- n.274, seminativo, classe 4, are 29,40, reddito dominicale Euro 3,95 reddito agrario Euro 4,56;

- n.292, seminativo, classe 4, are 28,00, reddito dominicale Euro 4,34 reddito agrario Euro 4,34;

- n.296, bosco ceduo, classe 1, are 50,20, reddito dominicale Euro 6,48 reddito agrario Euro 1,56;

- n.78, pascolo cespugliato, classe U, are 45,90, reddito dominicale Euro 0,95, reddito agrario Euro 0,71;

- n.97, pascolo cespugliato, classe U, are 36,20, reddito dominicale Euro 0,75, reddito agrario Euro 0,56;

3) full and exclusive property on building mentioned by the Building Registry of the Municipality of Fauglia on paper 14, section 100, ente urbano, are 19,10;

4)share of undivided co-ownership equal to $\frac{1}{4}$ (one fourth) of the entire portion of land mentioned by the Building Registry of the Municipality of Fauglia on paper 14, section 270; seminativo arborato, classe 3, are 25,20, reddito dominicale Euro 6,64, reddito agrario Euro 4,56.

The expenses related to the present act and consequent expenses are to be covered by the association.

I, the Notary, have received the present deed which in its original in the Italian language was partly typed in accordance with the law by a trusted person and partly written by me, while the translation into English was drawn up and typewritten at the same time by the interpreter.

The Italian text of this deed was read by me, Notary, to the appearing party in the presence of witnesses and the interpreter, while the translation of the deed was read to the appearing party, including witnesses and me, Notary, by the interpreter.

The appearing party, in the presence of the witnesses, declares to me, by means of the interpreter, to approve the present act and subtract it with the interpreter, the witnesses and me Notary at the hours 13.50 (thirteen - fifty)

The present act, as regards the original in Italian, consists of ten sheets for thirtynine entire facades and so far of 40th (fourty), and, as regards the translation into English, consists of nine sheets for thirtyfive whole facades and part of the 36th (thirty six), and therefore the present act as a whole occupies 19 (nineteen)sheets for 75 (seventy five) entire facades and part of the 76th (seventy -six)

Firmato: Douglas Mac Doman, Francesco Del Freo, Eleonora Bernardini, Stefano Rinaldo Biancalana, Andrea Ferrari Notaio (Sigillo)