

SOCIAL STATUTE - Registered on 07/11/2022 N° 3843 series 1T

TITLE I - Constitution, Name and Headquarters

Art. 1 - A Cultural Center called "Antiqua Marca Firmana" has been set up (active since November 1993 with Tax Code 90013210449 and since 2007 with VAT number 01907700445) which will be integrated with "Antiqua Marca Firmana" Third Sector Organization or, in short, "AMF-ETS" following registration in the relevant register.

Art. 2 - The association has its registered office in the municipality of Fermo (FM). The transfer of the registered office, within the same municipality, does not involve a change in the statute, but the obligation to notify the competent offices.

TITLE II - Purposes and Duration

Art. 3 - The association is not for profit.

Art. 4 - The purpose of the association is to organise, manage and promote cultural, artistic, sporting or recreational activities of social interest, including activities, including publishing, to promote and disseminate the culture and practice of volunteering and in particular of general interest pursuant to art. 5 paragraph 1 of Legislative Decree no. 117 of 2017 letter i).

The Association wants to be a moment of aggregation and exchange of ideas also aimed at enhancing national and international talents of Fermo and its territory.

Art. 5 - In particular, in order to achieve the purpose referred to in the previous paragraph, the association intends, among others, to:

- promote cultural events,
- organize personal and collective exhibitions,
- organize competitions, fairs, concerts and events in general,
- organize and carry out training courses, lessons, conferences, libraries and/or seminars for members and non-members, and technical courses;
- edition and/or publication of information and communication tools,
- adopt and develop inventiveness of its own associates.

Art. 6 - The association makes use of every instrument useful for the achievement of the social aims, among others, the collaboration with local authorities, also through the signing of special agreements, the participation in other associations, companies or entities having similar purposes or connected to their own.

Art. 7 - The association may, exclusively for the purpose of self-financing and provided that they assume a secondary and instrumental nature, carry out various activities pursuant to art. 6 of Legislative Decree 117/2017, in full compliance with the provisions of this article. The Board of Directors documents the secondary and instrumental nature of the activities in question in the financial statements.

Art. 8 - The duration of the association is unlimited.

TITLE III - Assets, Economic Resources, Accounting Entries and Financial Statements

Art. 9 - The assets of the association are used to carry out the statutory activities for the exclusive pursuit of the intended purposes.

Art. 10 - The Association is forbidden to distribute, even indirectly, profits and operating surpluses as well as funds, reserves or capital during its life, pursuant to art. 8 paragraph 2 of Legislative Decree 117/2017.

Art. 11 - As a guarantee for creditors and third parties, the association establishes an endowment fund of 15,000.00 (fifteen thousand) Euros, which is an ideal part of the association's assets. If the assets have decreased below the legal minimum 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 resolve on its reinstatement or the continuation of the activity in the form of an association without legal personality.

Art. 12 - The economic resources of the association consist of:

- membership fees and any entry fees;
- public and private contributions;
- donations and bequests;
- patrimonial annuities;
- fundraising activities;
- refunds from agreements;
- income from activities of general interest and from various activities pursuant to art. 6 of Legislative Decree 117/2017;
- funds received from public collections carried out occasionally, also through the offer of low-value goods and services;
- any other income admitted pursuant to Legislative Decree 117/2017.

Art. 13 - The financial year begins on January 1st and ends on December 31st of each year.

Art. 14 - The Board of Directors manages the accounting records of the association in full compliance with the provisions of Legislative Decree 117/2017.

Art. 15 - The financial statements are prepared by the Board of Directors and are approved by the assembly within 6 months of the end of the financial year. It is drawn up in compliance with the provisions of Legislative Decree 117/2017.

Art. 16 - The Board of Directors must draw up a budget to be submitted to the approval of the assembly, when approving the financial statements. The budget must contain the amount of the membership fees and the program of the association's activity for the current year must be attached to it.

TITLE IV - The Associates

Art. 17 - The number of associates is unlimited. Individuals, legal persons and entities that share the aims of the association and can guarantee an effective contribution to the realization of its institutional aims can be members of the association, without any form of discrimination. Temporary participation in the life of the association is excluded.

Art. 18 - Whoever intends to be admitted as a member must present the relative request to the Board of Directors, undertaking to abide by the present statute and to observe any regulations and resolutions adopted by the bodies of the association. The Board of Directors may ask the aspirant associate for any useful documentation in order to evaluate the application for admission. Legal persons and entities wishing to become members of the association must present a specific request signed by their legal representative. The Board of Directors will decide, within sixty days of the presentation of the application for admission, on the admission or otherwise of the new member within the association. The resolution rejecting the application for admission must be justified and sent to the interested party, who may request the re-examination of the application, within sixty days of receipt of the rejection, at the first meeting subsequently convened, accompanying the application for admission with the documentation deemed more appropriate. Upon acceptance of the request by the association, the applicant will acquire the status of member for all purposes and will be entered in the register of members.

Art. 19 - Members have equal rights and duties towards the association which is organized according to the general principle of the democratic nature of the structure and the absence of discrimination between people.

Art. 20 - Members have the right to:

- vote in the Assembly; each member has the right to one vote provided that he has been registered for at least thirty days in the register of members and is of age.
- elect the corporate bodies and to be elected in them, if entitled to vote;
- be informed about the activities of the association and monitor its progress;
- be reimbursed for the expenses actually incurred and documented for the activity performed, in accordance with the law;

- take note of the agenda of the meetings, view the financial statements, consult the minutes of the meeting, as well as request access to view the other association documents;

Members have a duty to:

- comply with this statute and any internal regulations;
- carry out one's activity in favor of the association and the common good in a personal, spontaneous and free of charge way, on a non-profit basis, even indirectly, and exclusively for solidarity purposes;
- pay the membership fee and any entry fee according to the amount established by the board of directors. These fees are personal, non-refundable and cannot be transferred to third parties or revalued.

Art. 21 - The quality of associate is lost for:

- a) death;
- b) resignation: each member can withdraw from the association at any time by giving written notice to the board of directors; this withdrawal will have immediate effect. The obligation to pay the membership fee for the current year remains unaffected;
- c) expulsion: the assembly decides on expulsion at the request of the Board of Directors, subject to prior notification of charges and having heard the associated member concerned, if possible and requested by himself, for acts carried out in contrast with the provisions of this statute or if serious reasons which make the continuation of the associative relationship incompatible have arisen.
- d) in the event of non-payment of the membership fees, the assembly decides, on the proposal of the Board of Directors, three months after the non-payment.

Members who have in any case ceased to belong to the association cannot request the contributions paid and have no right to the assets of the association itself.

Art. 22 - The association can avail itself of the work of volunteers in carrying out its activities.

Volunteers are Members who by free choice carry out activities in favor of the association or the association's projects, making their time and skills available in a personal and free way not for profit, even indirectly. The status of volunteer is incompatible with any form of employment or self-employment relationship and with any other paid employment relationship with the association.

TITLE V - Bodies of the Association

Art. 23 - The bodies of the association are:

- a) the Assembly;
- b) the Administrative Body (Board of Directors);
- c) the President;
- d) the Supervisory Body (if elected);
- e) the Auditor (if elected).

With the exception of the Supervisory Body and the Auditor, the members of the bodies of the association do not receive any remuneration. However, they may be reimbursed for the expenses actually incurred and documented for the activity performed for the purpose of carrying out their function.

Assembly

Art. 24 - The assembly is composed of the associates of the association and is its sovereign body.

It is chaired by the President of the association or, in his absence, by the Vice-President, or by the member designated by the assembly itself. It is convened at least once a year, for the approval of the financial statements, on the initiative of the Board of Directors by the President of the Association or by whoever is acting in his place by means of a written notice containing the date of the meeting, the time, the place, the agenda and the possible date of the second call. The communication of the convocation can take place by letter, fax, e-mail, and with any other means of communication that guarantees proof of receipt and must be sent at least 12 days (8 in the case of communication other than the letter) before the date fixed for the shareholders' meeting at the address shown in the register of associates. The Assembly is also convened at the request of at least a quarter of the associates entitled to vote or when the Board of Directors deems it necessary. Associates may be

represented at the meeting only by other associates, other than directors, statutory auditors or auditors, by granting a written proxy. Each associate can be the bearer of a maximum number of one proxy. Voting by mail or electronically is not permitted.

In resolutions approving the financial statements and in those concerning their responsibility, the directors do not have the right to vote. The votes are open, except those concerning people. The functions of secretary are performed by the Secretary of the association or, in case of impediment, by a person appointed by the assembly. The minutes of the meetings of the assembly are drawn up, signed by the President and the Secretary and conserved at the headquarters of the association, for free viewing by all the associates.

Art. 25 - The powers of the assembly are:

- a) appoints and dismisses the members of the bodies of the associations;
- c) approves the budget;
- d) deliberates on the liability of the members of the corporate bodies and promotes liability actions against them;
- e) decides on amendments to the deed of incorporation or of the statute;
- f) approves any regulations;
- g) resolves on the dissolution, liquidation as well as the devolution of assets, transformation, merger or division of the association;
- h) decides on the exclusion of associates, as well as on the appeals of the decisions of the Board of Directors concerning the rejection of applications for admission to associateship;
- i) decides on the other matters assigned by the law, by the deed of incorporation or by the statute to its competence.

Art. 26 - The Assembly can be ordinary or extraordinary. The one convened for the modification of the statute and the dissolution of the association is extraordinary. It is ordinary in all other cases.

The ordinary assembly is duly constituted on first call with the presence of half plus one of the members, present on their own or by proxy, and on second call whatever the number of associates present, on their own or by proxy. The ordinary assembly decides by majority vote of those present and represented with the right to vote. The extraordinary assembly modifies the statute of the association with the presence of at least three quarters of the associates and the favorable vote of the majority of those present and represented, entitled to vote, and decides on the dissolution and liquidation as well as the devolution of the assets with the vote in favor of at least three quarters of the members entitled to vote. The decisions taken by the assembly, both ordinary and extraordinary, bind all associates, both dissenting and absent.

Board of Directors

Art. 27 - The Board of Directors is elected by the Assembly and is composed of a minimum of three to a maximum of eleven members, determined by the assembly at the time of appointment. The majority of the members must be chosen among the associates. The members remain in office from one to three years, the time determined by the assembly at the time of appointment, and in any case until the approval of the financial statements for the last year of office, and they can be re-elected. The member of the Board of Directors is forfeited if he is unjustifiably absent for three consecutive meetings. In its first meeting, the Board of Directors elects a President, one or more Vice-Presidents, the Secretary who also acts as Treasurer from among its members. The Board of Directors meets, upon convocation by the President, when at least one third of the members request it or on the initiative of the President. In the first hypothesis, the meeting must take place within twenty days of receipt of the request. The convocation must reach each member at least 5 days before the meeting; in urgent cases it may be convened with at least forty-eight hours' notice. The notice of call must contain the date, time, place of the meeting as well as the matters to be discussed and sent by any means of communication that guarantees proof of receipt. The Board of Directors is in any case validly constituted, even in the absence of a formal convocation, when all the members in office are present and no one objects. External experts and representatives of any internal work sections may be invited to participate in the meetings. The Board of Directors decides by majority

of its members, and in the event of a tie, the vote of the President prevails. Each director must refrain from undertaking activities or from taking on assignments which by their nature are incompatible with the aims of the association or in competition with institutional activities, in such a way as to cause damage to the image of the association or to the smooth running of the activity. In the event that one or more Directors are missing, the Chairman will have to convene the assembly for replacement by 45 days; the components so named will expire with the other components. When the majority of the Directors is missing, the entire Board of Directors will be considered decayed and will have to be renewed.

Art. 28 - The Executive Council is responsible for:

- a) carrying out all acts of ordinary and extraordinary administration;
- b) establishing the rules for the functioning of the Association, as well as preparing any regulations to be submitted to the assembly;
- c) drawing up the financial statements, and submitting a budget for the approval of the Assembly by the date of approval of the financial statements relating to the previous year;
- d) determining the work programme, promoting and coordinating the activity and authorizing the related expenses;
- e) electing the President;
- f) appointing the Vice President and the Secretary who also acts as Treasurer;
- g) accepting or rejecting applications from aspiring associates;
- h) ratifying, in the first subsequent meeting, the measures falling within the competence of the Council adopted by the President for reasons of necessity and urgency;
- i) recruiting the personnel strictly necessary for the continuity of the management not ensured by the members and in any case within the limits permitted by the availability foreseen by the budget;
- l) setting up working section or groups whose coordinators, who may also be non-associates, may be invited to participate in the meetings of the Board of Directors and in the Assemblies even if they are not entitled; conferring mandates or assignments to individuals for the performance of single deeds;
- m) determining the annual membership fees and any entry fees;
- n) deliberating on the convocation of the Assembly, and submit to it possible proposals and motions.

President - Bureau

Art. 29 - The President legally represents the association and carries out all the acts that bind it towards the outside world. He must be chosen on the basis of the requisites of integrity, professionalism and independence; in this case, article 2382 of the civil code applies.

The President is elected by the Board of Directors from among its members, remains in office for the same period as the Board of Directors and ceases due to expiry of the mandate, voluntary resignation or possible revocation decided by the assembly. The President convenes the Board of Directors, as well as the Assembly on the initiative of the Board of Directors; he presides over the two bodies and takes care of the execution of the resolutions of the Board of Directors. In case of necessity and urgency, the President assumes the provisions within the competence of the Board of Directors, submitting them for ratification in the first subsequent meeting.

Art. 30 - The Vice-President, appointed by the Board of Directors from among its members, replaces the President in all his duties whenever the latter is unable to perform his duties.

Art. 31 - The secretary, appointed by the board of directors from among its members, implements the decisions of the president, assists the latter in the implementation of the resolutions of the board of directors, draws up the minutes of the meetings, attends to correspondence and as treasurer takes care of the administration of the association and is responsible for keeping the accounting books as well as collections and payments. The Board of Directors can grant him autonomy of decision for specific subjects and for specific spending limits. The same director can assume the office of Vice-President and Secretary at the same time.

Supervisory body

Art. 32 - The appointment of the supervisory body is optional, except as provided by law. If appointed, the Supervisory Body remains in office for three years, and expires with the approval of the financial statements for the third year following the appointment. The control body can be constituted by a single auditor or by a Board, composed and operating in accordance with current legislation. The assembly that makes the appointment establishes the composition of the body.

Auditor

Art. 33 - When the limits that make it mandatory are exceeded, the assembly appoints an auditor, appointed and operating in accordance with current legislation.

The assembly can assign the exercise of the legal audit to the Supervisory Body, if the required legal requirements are present.

TITLE VI - Dissolution, final and reference rules

Art. 34 - In the event of extinction or dissolution, the remaining assets are devolved, unless otherwise assigned by law, to other entities of the Third sector, according to the provisions and in the manner prescribed by Legislative Decree 117/20.

Art. 35 - The Board of Directors ensures the substantial publicity and transparency of the deeds relating to the association's activity, with particular reference to the balance sheets and the obligatory association books, including the members' book, the meeting book and resolutions of the assembly and of the board of directors. These association documents must be made available to members for consultation, if they request it, even if they are kept by professionals the association makes use of. Requests for access to the documentation must be addressed to the Board of Directors.

Art. 36 - The association is governed by this statute, and acts within the limits of Legislative Decree 3 July 2017 n. 117, of the relative implementing rules, of the regional law and of the general principles of the legal system.

Art. 37 - The statute binds the members of the association to its observance; it constitutes the fundamental rule of conduct of the activity of the association itself.

Art. 38 - For anything not provided for in this statute, reference is made to the regulations in force on the matter, with particular reference to Legislative Decree 117/2017, and to the general principles of the legal system.