

## **STATUTE OF THE CULTURAL ASSOCIATION ‘INPERFORMAT’**

### **Art. 1 – Denomination**

The not-for-profit cultural Association denominated ‘InPerformat’ is hereby founded.

The Association is established in compliance with the laws of Italian Constitution, the civil code and the legislation in force.

### **Art. 2 – Registered office**

a) The legally registered head office of the Association is located in Navacchio, Cascina (PI), Via Giuntini 25.

b) The head office may be moved with a deliberation of the Assembly. A possible transfer of the head office does not entail any modifications to the Statute.

c) The Directing Council may approve to open or close secondary offices or sections in other cities in Italy.

### **Art. 3 – Duration**

The Association has an unlimited duration and the Assembly may dissolve it having an extraordinary meeting.

### **Art. 4 – Goals**

InPerformat is a not-for-profit Association, neither for indirect profit, and it works exclusively for social benefit purposes. The Association is non-party and it complies with the following principles: not-profit making, democratic nature of the structure, elective of the associative offices in compliance with the principle of gender equality and free social offices.

The Association promotes initiatives of training and information, socio-educational and cultural initiatives, based on the Transactional Analysis principles, his founder Eric Berne and the most recent educational guidelines for the same trend. The Association appreciates and shares the Berne’s philosophical approach that is characterized by a deep confidence in the development of human potentiality, according to a concept that is also at the basis of founding principles of the Association.

The Association’s purposes are elaborating, promoting, realising social solidarity activities, including the fulfillment of socio educational and cultural initiatives, with particular attention to families and minors. The Association’s spirit and approach are based on the respect of the principles of Italian Constitution, that have inspired the Association and they are founded on the full respect of people’s human, cultural and spiritual dimension.

### **Art. 5 – Activities**

In order to achieve the goals declared in the previous article, the Association can promote and realize events, debates, training activities, meetings, conferences, seminars, training events,

educational, didactic and social activities. Publications may be produced for the divulgation of Association's activities and its members.

Specifically the Association will realize:

1. courses of promotion for psychophysical wellness, and social and psychological health;
2. activities for prevention, diagnosis and rehabilitation in social, health and socio-healthcare environment;
3. educational activities for children and teenagers;
4. training activities for adults;
5. enforcement actions against problems of discrimination;
6. activities for promoting foreigners interculturality and integration;
7. fund-raising to support actions for the promotion of psychophysical wellness, training and scientific research projects in socio-healthcare environment;
8. offering scholarships for individual training courses.

The Association will use every type of instrument useful for the achievement of social purposes and in particular it will collaborate with public institutions, also stipulating specific agreements, participating in other associations, societies or bodies having similar purposes or connected with Association's goals.

The Association will also conduct any other cultural or recreational activities and it will carry out any economic or financial operations, movable or real estate, to better achieve its goals.

The Association can practice the marginal activities provided by current legislation, exclusively for self-financing purposes and not-for-profit.

The Association is open to everyone shares solidarity principles.

The Association can participate as member to other societies, bodies and or associations with similar goals.

#### **Art. 6 – Membership**

The Association can be accessed by Italian citizens or foreigners residing in Italy who are over eighteen years of age, as well as Italian and foreigner societies and public or private bodies sharing the Association's purpose. Members are who contribute to the Association's activity with a cash payment of an annual subscription set by the Directing Council.

The membership application must be addressed, for written, to the Association's Directing Council who will deliberate about it.

The potential rejection must be justified and communicated for written to the person concerned.

In case of rejection the person concerned can address his/her membership application to the Assembly of the members, who will deliberate about it.

Membership to the Association is free and voluntary but undertakes the participants to the respect of resolutions taken by its representative body, according to the statutory competences and what ordered by potential Association's regulations. The possibility to participate temporarily to Association's life is specifically excluded. Members have the right to vote for the approval and modifications of the Statute and Rules and for the designation of the Association's Directing Bodies. The membership of the Association expires by expulsion, withdrawal and failure to pay the annual membership fee. The withdrawal is allowed to any member at any time. The expulsion is deliberated by the Directing Council for members whose actions compromise the objectives of the Association and fail to pay the membership fee. Membership fees are neither transmissible, nor alterable. The fees payed by withdrawn, deceased or excluded will not be refund.

### **Art. 7 – Bodies**

The bodies of the Association are:

- a) The General Assembly of members;
- b) The Directing Council;
- c) The Chairman.

All the offices are free. The refund of expenses actually incurred and recorded for the development of activities is allowed within the limits set by the Assembly of members.

### **Art. 8 – The General Assembly of Members**

The Assembly of Members is the sovereign body of the Association. Every member is entitled to participate to the Assembly, both ordinary and extraordinary.

The ordinary Assembly is convened at least once a year by the Directing Council within the 30<sup>th</sup> of April for the approval of the Economic and Financial Statement, the potential renewal of the social offices and for the introduction of the budget of the current year.

The Assembly both ordinary and extraordinary may also be convened:

- a) by the Directing Council;
- b) at the request of at least one third of the members, to the Chairman of the Directing Council.

The Assembly of Members is convened via notification specifying the date, the hour, the agenda and the place both of the first and of the potential second convocation. The notification have to be affixed in the head office of the Association at least ten days before the day established for the meeting.

Moreover, the notification has to be transmitted to all the members by any means that can confirm the acknowledgement of receipt of the notification (recorded-delivery letter, registered letter directly, fax, e-mail).

The registered letter will be sent to the address written on the register of members. In case the notification is transmitted by fax or e-mail, the number and the e-mail have to be the ones written in the register of members. The members must communicate any change of their numbers and addresses.

If the Association publishes a periodic bulletin of information, even by internet, the Assembly may be convened, under the same terms, on the bulletin, as long as it is addressed to all the members. In case of urgencies the Assembly can be convened by sending a telegram or a fax within the third day before the meeting.

However, both the ordinary and extraordinary assembly are regularly convened with the presence of all the members. The Assembly may be convened even outside the head office, as long as in Italy.

All the members in good standing with the payment of the annual subscription are entitled to participate in the Assembly. The members can be represented exclusively by other members with a written authorization. Each member can represent other two members maximum. Each member has the right to one vote at the General Assembly. Normally, the Assembly votes by show of hands; as the chairman shall decide and for important topics the vote may be made by a secret ballot and, in that case, the chairman can choose two scrutineer among the attending people.

The Ordinary Assembly has the following duties:

- a) talking and deliberating about economic and financial statements, budget and about economic and financial reports of the Directing Council;
- b) electing the members of the Directing Council and the Chairman;
- c) deliberating about guidelines of the Association and about past and future activities;
- d) deliberating about any other ordinary topic undergone to its approval by the Directing Council.

The Extraordinary Assembly has the following duties:

- a) deliberating the dissolution of the Association;
- b) deliberating about the proposals for amendments of the Statute;
- c) deliberating about the relocation of the head office of the Association;
- d) deliberating about any other extraordinary topic undergone to its approval by the Directing Council.

The Assembly is chaired by the President of the Directing Council. In his/her absence the Assembly elects its own President. The President nominates a Secretary. The President of the Association has to verify the regularity of the mandates and generally the right of participation to the Assembly. During the Assembly it is drawn up a report that will be signed by both the President and the Secretary. Both the first convened Ordinary and Extraordinary Assembly are valid if the presence of at least half of the members are guaranteed. The second convened Assembly is valid whatever the number of the participants. The resolutions are passed by a majority plus one of votes of the

attendant members. The resolutions taken as specified in the Statute commits all the members, even if absent, dissident or abstain.

The report of the assembly resolutions, the economic and financial statements and the budgets for the thirty days following their approval are left in the head office, available to the members who want to consult them.

### **Art. 9 – The Directing Council**

The National Directing Council consists of a minimum of five members nominated by the Assembly of the members among the members of the Association.

They fulfil the following offices:

- A President
- A Vice-President
- A Secretary
- A Treasury
- A Counsior, with specific assignments that the Directing council decide.

The Council remains in office for three financial years and anyway until the ordinary assembly preceding the replacement of the offices. At the end of the office the renewed appointment of the members of the council is permissible.

The Directing Council is invested with powers of ordinary and extraordinary administration. In particular, it has the following competencies:

- a) deliberating about the topics regarding the activities of the Association for the realization of its purposes following assembly directives, assuming all the initiatives;
- b) drawing up the preliminary budget and the economic and financial statements;
- c) deliberating the acceptance of the applications for admission of new members and setting the admission fees and membership dues, as well as the potential penalties in case of delayed payment;
- d) deliberating about the expulsion of the members;
- e) deliberating about any other topic submitted for its examination by the President;
- f) deliberating about the support and participation of the Association to public and private bodies and institutions, by nominating the delegates among the members.

The Directing Council shall meet, always in only convocation, every time the President believes necessary or on request of at least two of its members and in any case at least once a year to deliberate about the budget and the balance sheet and the quote for the membership fee. The meetings of the Directing Council have to be convened by registered letter - including hand delivered – fax or e-mail sent or delivered at least five days before the meeting. In case of particular urgency, the Directing Council may be convened by telegram or fax two days before the meeting. In case all the members are attending, the convocation of the Directing Council is valid anyway. The meetings of the Directing Council are valid in presence of at least the half of its members. The

Council is chaired by the President: in his/her absence by the oldest of the attendant people. The Directing Council votes with the majority of the presents, by show of hands. When there are equal amount of votes, the President's vote prevails. It will be drawn up a report of the meetings of the Council, in the appropriate book, and it will be approved by both the President and the Secretary.

#### **Art. 10 – The President of the Association**

The President of the Association is the President of the Directing Council. The Chairman manages the Association by using the powers and responsibilities conferred by the Directing Council. The Chairman legally represents the Association with third parties and on trial for all the operations useful for the functioning of the Association in according with its statutory aim. The Chairman also has the general responsibility for the direction and the good performance of the social affairs. The Chairman signs the social acts of the Association regarding the members and thirds. The President, in particular, supervises the implementation of the resolutions of the Assembly and the Directing Council. the President may assume emergency decrees which have to be ratified by the Directing Council. The Chairman is appointed for three years.

#### **Art. 11 – Vice-President**

The Vice-President of the Association substitutes for the President in case of his/her absence or hindrance caused by any reason and he/she can be delegated for special functions.

#### **Art. 12 – Treasury**

The Treasury shall keep accounts and is responsible for the bank account; he/she is the depository of documents and accounting records of the Association. The Treasury sees to the management of the money, receives the membership fees, draws up the economic and financial drafts of statement and shows it to the Directing Council.

#### **Art. 13 – Scientific Committee**

The Directing Council may nominate a Scientific Committee with consultative and guidance functions.

The Scientific Committee, made up of personalities of excellence in the subjects of interest for the Association, is appointed for three years and its members can be reappointed.

#### **Art. 14 – Association Assets and Financial Resources**

The Association's activity are financed by:

- a) membership fees;
- b) donations, charitable contributions, bequests, contributions from people, companies, public and private, Italian and foreign bodies;
- c) revenues deriving from the development of institutional activity;
- d) marginal commercial business, for the achievement of the associative objective.

The annual dues must be paid within the deadlines and according to the procedures laid down by the Directing Council.

#### **Art. 15 – Financial year and Economic and Financial Statements**

The Financial year starts on the 1<sup>st</sup> of January and ends on the 31<sup>st</sup> of December of each year. Within the 31<sup>st</sup> of March following the end of each financial year, the Directing Council draws up the economic and financial statement which should be submitted for approval by the Assembly of the members within the 30<sup>th</sup> of April. It is expressly forbidden to assign profits or surpluses as well as funds, reserves or capital during the Association's life, unless said function or distribution of funds is required by the law.

#### **Art. 16 – General and Final Provisions**

The potential dissolution before the statutory terms should be deliberated by a meeting of the Assembly, which will announce the liquidation of the Association and will nominate one or more liquidators.

#### **Art.17 – Dissolution of the Association**

In case of dissolution for any reason, the Assembly of the members will deliberate the donation of the assets to another association acting on similar values or having a public scope. The decision is subject to the approval of the Board of Control in accordance with art. 3, par. 190 of the Law n. 662 adopted on 23.12.1996, except different destination imposed by law.

#### **Art. 18 – Internal Rules and Procedures**

Specific operating and implementation rules of the current statute, where deemed necessary, will be provided by internal regulation to be drawn up by the Directing Council and to be approved by the Assembly of the members.

#### **Art. 19 – Final Clauses**

Any other matter that is not dealt with by this Statute will be ruled by the national laws currently in force and by the general principles of Italian legal system.