

**STATUTE OF THE
"FONDAZIONE IRIS-3 ETS
ISTITUTO DI RICERCA INTERNAZIONALE SULLO SPIRITO UMANO
INTERNATIONAL RESEARCH INTO THE SOUL"**

TITLE I: REFERENCE DATA AS A FOUNDATION OF THE THIRD SECTOR

ARTICLE 1

CONSTITUTION - DESIGNATION

STATUS IN LAW - SUPERVISION -

1.1. A Third Sector Foundation, called "FONDAZIONE IRIS-3 ETS ISTITUTO DI RICERCA INTERNAZIONALE SULLO SPIRITO UMANO - INTERNATIONAL RESEARCH INTO THE SOUL", in short also referred to as "FONDAZIONE IRIS-3 ETS" (which in the present Statutes may also be called, for brevity, "Foundation" or "Entity") is hereby constituted.

1.2. The Firm name and its abbreviated form may be freely used by the Foundation in the composition of "logos" and/or trademarks and form an object of design.

1.3. Said Foundation:

- Complies with the principles, model, legal framework and regulation of the Third Sector Entities, referred to in Legislative Decree no. 117 3 July 2017 (Code of the Third Sector, hereinafter, in short: CTS), subsequent additions and amendments and related provisions, within the broader genre of foundations governed by Articles 12 et seq. of the Civil Code, initiating its

registration in the Registro Unico del Terzo Settore (RUNTS), as currently governed by the Decree of the Ministry of Labour and Welfare of 15 September 2020 (in G.U. No. 261 of 21 October 2020) and by the Decree of the General Manager of the Third Sector and Social Responsibility of the aforementioned Ministry M_lps.34 Register of Decrees. R. 0000561.26-10-2021.

- it assumes the structure of the Participatory Foundation, due to the presence of different categories of participants.

1.4. Once completed the entry in the RUNTS (Registro Unico Nazionale del Terzo Settore) pursuant to Article 4(1) of the Code of the Third Sector, the Foundation may use the acronym ETS or, in full, the term “Entity of the Third Sector”, as such an indication cannot be used by entities other than institutions in the Third Sector in accordance with Article 12(3) of the Code of the Third Sector. This indication must be used in deeds, correspondence and communications to the public, and it must be used in relations with third parties.

1.5. The competent authority supervises the work of the Foundation in accordance with Art. 25 of the Civil Code and related laws. Controls and powers referred to in Articles 25, 26 and 28 of the Civil Code are carried out by the “Ufficio del Registro Unico Nazionale del Terzo Settore” in accordance with Art. 90 of D. Lgs.n.117/2017.

TITLE II: HEADQUARTERS - DURATION

ARTICLE 2

- HEAD OFFICE- SECONDARY SEATS, DELEGATIONS AND OFFICES - DURATION -

2.1. The Foundation shall have its head office within the territory of the Municipality of Rome.

2.2. By resolution of the Governing Body, the head office may be transferred to another place as long as it remains within said municipality and secondary seats, delegations and offices may be set up, even without permanent representation; the decision may decree their administrative and organisational autonomy.

2.3. The transfer of the seat in a Municipality other than the one where it is established shall entail a change in the statutes.

2.4. Its duration is unlimited, unless the purpose has been achieved or has become impossible or unless causes of extinction provided by law otherwise occur.

TITLE III: IDENTITY FEATURES - PURPOSES AND ACTIVITIES OF GENERAL INTEREST - DIFFERENT ACTIVITIES: INSTRUMENTAL, SECONDARY AND ACCESSORY

ARTICLE 3

IDENTITY FEATURES

3.1. The Foundation:

- 1) is non-profit-making;
- 2) it may not be dependent on profit-making entities, nor may it be linked in any way to the interests of public or private, Italian or foreign, profit-making entities;
- 3) is established for the pursuit of civic, solidarity and social utility purposes, with a view to the integral development of the human person, as best indicated in Article 5 of this Statutes, through initiatives and/or projects, including innovative ones, that promote awareness of Transcendence;
- 4) was born from Christian Catholic inspiration and roots its action and testimony on Gospel values;
- 5) it expresses itself through projects that correspond to a concrete and active presence in society so that a maturation of a culture nourished by the values of the spirit and the consciousness of transcendence is possible, so that human life and its progress are emancipated from the predominant materialistic and economic, depersonalising orientation. Indeed, the reality of the existence of the created soul, present in every human being, is the presupposition on which his greatest freedom and dignity is founded, and from which derives in particular the universal right to religious freedom. Projects can be developed under the sign of innovation in the light of the relationship between science, reason, wisdom, and spirit.

ARTICLE 4

- PROHIBITION OF DISTRIBUTION OF PROFITS -

4.1. The non-profit nature of the organisation means that it is forbidden to distribute, either directly or indirectly, profits and operating surpluses, funds and reserves, however named.

4.2. It is also required to use profits or operating surpluses to carry out its institutional activities of general interest, as well as other instrumental,

secondary, and ancillary activities referred to below, for the increase of the assets.

ARTICLE 5

- AIMS AND ACTIVITIES OF GENERAL INTEREST -

5.1. The purpose of the Foundation is to promote, defend and fully develop the human person, in his or her personal, family, and social dimension, as constitutionally guaranteed universal principles; in particular it has as its purpose the theoretical and experimental research on the spiritual reality that constitutes the human being, understood as a spiritual soul created by God, foundation of human life.

5.2. The Foundation:

- pursues its aims also through services and interventions that offer life paths that promote the expression of man's fundamental right to affirm his spiritual and religious dimension;
- it also pursues its aims through the promotion of the Christian family, made up of man and woman, as a fundamental environment of conjugal union and the primary centre of the most significant affective, educational, training and relational nature for children, and also through the support of its role in society, and specifically in the cultural context, soliciting support initiatives at the institutions.

5.3. Within this framework, the Foundation intends to carry out, in Italy and abroad, exclusively or principally, the following activities of general interest, pursuant to Article 5 of Legislative Decree No. 117/2017, which are set out below with the letter they have in the aforementioned article:

b) health interventions and services;

d) education, education and vocational training pursuant to Law No 53 of 28

March 2003, as amended, and cultural activities of social interest for educational purposes;

g) university and post-university education;

h) scientific research of particular social interest;

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

w) promotion and protection of human, civil, social and political rights, as well as the rights of consumers and users of the activities of general interest referred to in this article, the promotion of equal opportunities and mutual aid initiatives; including the time banks referred to in article 27 of law 8 March 2000 n° 53, and the ethical purchasing groups referred to in article 1 paragraph 266 of Law No. 244 of 24 December 2007.

5.4. Pursuant to Article 7 of the CTS, the Foundation may carry out fund-raising activities, i.e., all the activities and initiatives for the purpose of financing its general interest activities, also through the request to third parties of bequests, donations and generous subsidies. This fund-raising activity may also be carried out in an organized and continuous form, including through solicitation to the public or through the sale or supply of goods or services of modest value, using its own resources and those of third parties, including volunteers and employees, in compliance with the principles of truth, transparency and fairness in relations with supporters and the public, in accordance with guidelines adopted by decree of the Minister of Labour and Welfare, having heard the steering committee referred to in Article 97 and the National Council of the Third Sector.

ARTICLE 6

-OTHER ACTIVITIES: INSTRUMENTAL, SECONDARY AND ACCESSORY-

6.1. The Foundation may also carry out the following different activities: which are instrumental, secondary, and ancillary to activities of general interest within the meaning and within the limits set forth in Art. 6 of Legislative Decree no. 117/2017.

6.2. In particular, the General Policy Council of the Foundation may subsequently identify such activities as different, instrumental, secondary, and ancillary compared to those of general interest, in accordance with Art. 6 of the Code of the Third Sector, according to criteria and limits, in compliance with the specific provisions on the subject referred to in the secondary regulations.

6.3. To achieve its goals, the Foundation may link its own activities, within the fields referred to in article 5 above, with those of any other entities having similar purposes, including through participation in coordinating institutions or organizations for the development, financing, and co-financing of specific projects and for all institutional initiatives. In particular, the Foundation may support - in the authorized forms and from time to time deemed most suitable for the best achievement of the objectives - associations and bodies which promote the development, support, defence and evangelization of the family, including by carrying out their activities together, in collaboration and/or through mutual means of these associations and bodies, in particular with the "Associazione Famiglia Piccola Chiesa", based in Rome, fiscal Code 96318670583, established by Act of Notary Andrea Pantalani of Rome on 28 May 1996, Rep. no. 9/6, in view of his mission and his works.

6.4. To achieve its goals, the Foundation may also, if it is compatible with its status as an Institution of the Third Sector:

a) draw up any appropriate deed or contract, also for the financing of the deliberated operations, including, by way of example, the assumption of loans and mortgages, whether short or long term, the leasing, concession or fee loan or the purchase, in ownership or in right of superficies, of real estate, the stipulation of conventions of any kind, also transcribed in the public registers, with Public or Private Entities, that are considered opportune and useful for the achievement of the purposes of the Foundation;

b) administer and manage assets of which it is owner, lessor, gratuitous bailee, or otherwise owned;

c) settle contracts, agreements, programme agreements and design memoranda of understanding with public and private bodies or other institutions in general - both individually and in aggregate - for the organization and management of activities of general interest and/or other activities of the Foundation;

d) participate in associations, bodies, and institutions, both public and private, whose activities are directly or indirectly aimed at the pursuit of purposes similar to those of the Foundation itself and always to the extent that such participation is accepted and compatible with the nature of a Third Sector body; if it considers it appropriate, the Foundation may, also contribute to the establishment of such bodies;

e) promote, activate and support training, leisure and aggregation centres, cultural and social centres directly or indirectly related to the Foundation's fields of interest;

f) promote and organise seminars, conferences, conventions, debates, meetings and events, webinars, proceeding to the publication of the relevant acts or documents, and all those events suitable to promote the knowledge

and dissemination of the activities, including study activities, carried out by the Foundation and of the principles and values that inspire them;

g) promote campaigns and initiatives aimed at raising public awareness and at an orderly and systematic contact between the Foundation, the operators in the Foundation's sectors of activity and the Public, also aimed at soliciting legislative initiatives and instruments for the legal protection of the areas in which the Foundation recognises its identity and its work as being centred;

h) organize educational activities and projects for schools and in general for training and educational institutions, both public and private;

i) award prizes and scholarships;

l) carry out, in an ancillary or instrumental manner, commercial activities, also with reference to the publishing and audio-visual sector in general and to broadcasting via the world wide web;

m) distribute and disseminate scientific, technical, cultural, educational, material, through print, radio, television, the web and any means of dissemination, including publications of all kinds and types designed to facilitate the pursuit of its purposes;

n) avail itself of all legal facilities, contributions from public and private, national, foreign or supranational entities;

o) to carry out, in general, any other activity suitable or supporting the pursuit of civic, solidarity and socially useful purposes.

6.5. The Foundation may participate in calls for tenders and in funding procedures, for the achievement of other forms of economic support and for the granting of grants, contributions, subsidies and financial aids and for the attribution of economic advantages of any kind and nature provided by public bodies and administrations, including supra-national and

international, as well as by private bodies and entities.

6.6. It is forbidden for the Foundation to carry out activities other than institutional ones, except secondary, instrumental and ancillary, such as, but not limited to, those referred to in this article.

TITLE IV: ASSETS - MANAGEMENT FUND - FINANCIAL YEARS - BALANCE SHEETS

ARTICLE 7

ASSETS

7.1. The organisation's assets are used to carry out its statutory activities for the exclusive pursuit of its civic, solidarity and social utility purposes.

7.2. The assets are composed of:

- **a)** the endowment fund consisting of contributions in cash and/or movable and/or real estate and/or other utilities that can be used for the pursuit of the purposes, made by the Founding Promoters and the increases made to it also by the Ordinary Participants;
- **b)** movable and real estate that comes or will be received by the Foundation for any reason, including those acquired by the Foundation in accordance with the provisions of this Statute, intended for patrimony;
- **c)** donations and testamentary bequests (inheritance, legacies, benefits arising from charges, etc.) as well as donations made by public or private entities with specific destination to increase the assets both by the benefactor and, in the absence and unless otherwise indicated by the latter, by decision of the General Policy Council;

- **d)** from income, surpluses and surplus assets in the annual financial statements and from the annuities part of the unused assets which, by decision of the Governing Council, is intended to increase the assets;
- **e)** from contributions for this purpose by:
 - * the European Union,
 - * States, Institutions, Foreign Institutions and International Organisms;
 - * from the Italian State, regions, local entities, public bodies or institutions, whether or not aimed at supporting specific and documented programs carried out under the statutory objectives.

7.3. The assets are bound to the pursuit of the statutory purposes and are managed in a manner consistent with the nature of the Foundation. In managing it, the Foundation observes prudential risk criteria, so as to preserve its value and obtain an adequate return, according to principles of transparency and accountability.

ARTICLE 8

- MANAGEMENT FUND -

8.1. The Foundation's Management Fund is used for the operation of the Foundation and for the achievement of its objectives and consists of:

- **a)** contributions by Ordinary Participants and Supporting Participants, in the form and within the limits set by the Governing Council in accordance with Articles 13 and 14 below;
- **b)** revenues from institutional and other activities: instrumental, secondary and ancillary activities, and in particular from public events in any case promoted or authorized by the Foundation's Governing Council;
- **c)** income from contracted services;

- **d)** revenue from the supply of goods and services, including through economic activities of a commercial, artisanal or agricultural nature, carried out in an auxiliary and subsidiary manner and in any case aimed at achieving the institutional objectives and in particular the sale of books and any other publication, is carried out by and at the expense of the Foundation itself and kept by it in storage and sold on behalf of third parties and of objects marketed in any case during its initiatives;
- **e)** donations;
- **f)** income from promotional initiatives aimed at its own funding, such as parties and subscriptions, even with prizes;
- **g)** other revenue compatible with civic, solidarity and social utility purposes;
- **h)** value and income from its assets;
- **i)** any other contributions and grants awarded by the State, regional or local authorities or other public bodies and by private individuals;
- **l)** any other contributions from third parties;
- **m)** other revenue compatible with institutional purposes.

ARTICLE 9

- FINANCIAL YEAR -

9.1. The financial year begins the 1 (first) of January and ends on 31 (thirty-first) December of each year.

9.2. The first financial year ends on 31 (thirty-one) December of the year in which the Foundation has been granted legal personality.

ARTICLE 10

- FINANCIAL STATEMENT -

10.1. By 31.12. (thirty-one December) of each year, the General Policy Council approves the budget for the following financial year and, by 30 (thirty) April of the following year, the final balance for the preceding financial year. If special needs require, the final balance may be approved by the 30 (thirty) of June at the latest. A copy of the financial statements, together with the minutes of the meeting of the General Policy Council at which it was approved, must be filed in accordance with the law.

10.2. The annual budget and the annual balance sheet are structured in accordance with the law in such a way as to provide a clear representation of the Foundation's economic and financial situation.

10.3. The final balance represents the results of the statutory accounts, required by law.

10.4. The reports accompanying the financial statements must, *inter alia*, explain the provisions and investments regarding the maintenance of the substantial economic integrity of the Foundation's assets.

10.5. The annual financial statements must be made up of the balance sheet, the management statement, showing the income and expenses of the institution, and the mission report which explains the budget items, the economic and managerial performance of the Entity and the modalities of pursuit of the statutory purposes.

10.6. The asset must be drawn up in accordance with the forms laid down by decree of the Minister of Labour and Welfare, after hearing the National Council of the Third Sector and must be made public at the recourse to the legal conditions, regarding any emoluments, compensation or consideration

in any way attributed to the members of the administrative and supervisory bodies, directors, and participants.

10.7. The bodies of the Foundation may, within the limits of their respective powers, assume commitments and obligations within the limits of the funding in the approved budget.

10.8. Expenditure commitments and obligations entered into directly by the legal representative of the Foundation or by members of the General Policy Council or the Governing Council empowered to do so may not exceed the limits of the approved funding.

10.9. It is made compulsory to reinvest any management surplus in institutional activities which are established for the sole purpose of pursuing civic, solidaristic and social utility purposes.

10.10. Where the conditions laid down in Article 14 of Legislative Decree no. 117/2017 are met, the Foundation will be obliged to deposit with the National Single Register of the third sector, and publish on its website, the social budget, drawn up for the purpose of:

- enable the Foundation to disclose its participants to the degree of achievement of the mission and, from a more general perspective, the responsibilities, commitments and results achieved;
- provide an information document that allows third parties to acquire elements relevant to the assessment of strategies, commitments and results over time;
- Facilitate the development within the Foundation of reporting processes and evaluation and monitoring of results, which can contribute to a more effective management, consistent with the values of the mission.

10.11. The Social Report is drawn up according to guidelines adopted by

decree of the Minister for Labour and Welfare, after consulting the Executive Board referred to in Article 97 and the National Council of the Third Sector, and taking into account, among other elements, the nature of the activity carried out and the size of the institution, including for the purposes of assessing the social impact of the activities carried out, setting up, where appropriate, a Working Group to carry out the social reporting activities to ensure compliance with the principles of reporting, the collection and systematisation of the information necessary for the preparation of the document, the development of activities to involve participants and to diffusion of the document.

TITLE V : CATEGORIES - QUALIFICATIONS

ARTICLE 11

- QUALIFICATIONS -

11.1. Only the following categories of subjects are recognized within the Foundation:

- Founding Promoters;
- Ordinary Participants;
- Supporting Participants;
- Honorary Participants.

11.2. Such persons shall assume their respective qualifications, as governed by these Statute, and may be provided with their membership cards specially released.

ARTICLE 12

- FOUNDERS PROMOTERS -

12.1. Those who are involved in the founding act are Founders Promoters.

12.2. The Founders Promoters who have signed the instrument of incorporation cannot be excluded from the Foundation and their participation shall be for life, except voluntary withdrawal.

12.3. Once the Foundation has been set up, Ordinary Participants, distinguished for their activity in support of the Foundation's aims, and deemed worthy, can acquire the status of Founders Promoters by decision of the General Policy Council, on proposal of the Governing Council.

12.4. The contribution by the Founding Promoters as an endowment relating to the establishment of the Foundation shall in any event be understood as final.

12.5. The status of Promoter Founder is not transferable by inheritance or in any other way.

ARTICLE 13

- ORDINARY PARTICIPANTS -

13.1. May become Ordinary Participants, on the proposal of the Governing Council and resolution of admission of the General Policy Council, natural persons who contribute to the increase in Assets and/or Management Fund, in the forms and to the extent determined at least by the Governing Council by the Regulation referred to in art. 19.5. letter c); said Regulation may also establish the contribution arrangements, whether one-off or at periodic intervals.

13.2. The Governing Council may determine by regulation the possible

subdivision and grouping of Ordinary Participants by categories of activities and participation in the Foundation.

13.3. The status of Ordinary Participant is not transferable by inheritance or in any other way.

ARTICLE 14

- SUPPORTING PARTICIPANTS -

14.1. Supporting Participants may be natural or legal persons, public or private, and public or private entities also established abroad, who share the aims of the Foundation, contribute to its maintenance and to the realization of its purposes through:

(i) contributions in cash or securities not less than the amount established annually by the Governing Council;

(ii) contributions of goods, tangible or intangible, and services;

(iii) performance of professional activities of special significance, in the manner and to an extent not less than that established, even annually, by the Governing Council.

14.2. The Governing Council will be able to determine by regulation the possible subdivision and grouping of Supporting Participants by categories of activities and participation in the Foundation.

14.3. Their admission is decided by the Governing Council.

14.4. Any cash or securities or tangible assets made by Supporters belong to the Foundation's Management Fund.

14.5. Supporting Participant status is not inheritable or assignable in any way.

ARTICLE 15

- HONORARY PARTICIPANTS -

15.1. Individuals who have distinguished themselves by their activities in favour of human life, supported by the dimension of the spirit and of the family, or even by acquiring meritorious actions toward the Foundation, may be qualified as Honorary Participant.

15.2. They enjoy the rights and obligations laid down in these Statutes. They shall be exempt from payment of the annual fee.

15.3. Their admission is decided by the Governing Council.

15.4. Honorary Participant status is not transferable by inheritance or in any other way.

ARTICLE 16

- PREROGATIVES OF ORDINARY PARTICIPANTS,

SUPPORTING PARTICIPANTS AND HONORARY PARTICIPANTS -

16.1. The qualification of Ordinary Participant, Supporter Participant and Honorary Participant lasts until any qualification is lost for the reasons set out in Art. 17.

16.2. Ordinary participants, supporting participants and honorary participants may, in a manner which does not prejudice the activities of the Foundation, have access to the activities organized by the Foundation.

ARTICLE 17

- EXPULSION, EXCLUSION - WITHDRAWAL - DECADENCE -

17.1. The Governing Council decides, by resolution passed by a two-thirds majority vote, the expulsion of Ordinary Participants and, with a simple majority, the exclusion of Supporting Participants for failure to fulfil the obligations and duties arising from these Statute, including, but not limited to:

- failure to comply with the obligation to make contributions and bestowals provided for in these Statutes;
- incompatible conduct with the duty of cooperation with the other members of the Foundation;
- contrary behaviours to the aims and values of the Foundation;
- contrary behaviours to the duty to provide non-asset benefits.

17.2. The Governing Council also decides, by a decision taken by a simple majority, to exclude Honorary Participants for failure to fulfil the obligations and duties arising from these Statutes, and in particular:

- contrary behaviours to the aims and values of the Foundation.

17.3. In the case of legal persons and/or Entities, the exclusion also takes place for the following reasons:

- extinction, for any reason;
- establishment of winding-up proceedings;
- bankruptcy and/or establishment of collective procedures, including out-of-court procedures.

17.4. In case of expulsion of Ordinary Participants and exclusion of Supporting Participants and Honorary Participants, the Governing Council

informs the person concerned of the initiation of the proceedings, indicating the legal and factual reasons underlying the decision. Within 30 (thirty) days after the notice of expulsion or exclusion, any proposals for reconsideration submitted by the expelled or excluded will, in the last instance, be assessed at the first useful meeting of the General Council.

17.5. Ordinary Participants, Supporting Participants and Honorary Participants may, at any time, withdraw from the Foundation, without prejudice to the duty to fulfil the obligations assumed.

17.6. Any withdrawal by Ordinary Participants, Supporting Participants and Honorary Participants must be notified in writing to the Foundation 90 (ninety) days in advance, indicating the reasons of fact and of law underlying the decision. Within the next 30 (thirty) days of receipt of the communication, the Governing Council shall verify whether the reasons for the withdrawal can be resolved or removed and notify the person concerned; accordingly, where the applicant confirms the decision to withdraw, termination shall be deemed final as of the 91st day after the date of the initial communication.

17.7. Pending this procedure, the Governing Council may, by reasoned decision, suspend the participation of those who have indicated their intention to withdraw from the life of the Foundation and the fulfilment of their obligations.

17.8. The status of Full Participant and Supporting Participant lasts for the period for which the contribution is paid, the performance is properly performed, or the support initiative is actually performed. The decadence is pronounced by the Governing Council.

TITLE VI: FOUNDATION BODIES

ARTICLE 18

- FOUNDATION BODIES -

18.1. The Bodies of the Foundation shall be:

- the General Policy Council;
- the Governing Council;
- the President;
- the Vice-President;
- the Scientific Committee;
- the Committee of Guarantors;
- the Supervisory Body.

18.2. All offices are free of charge, except for the reimbursement of expenses actually incurred for reasons of office, provided that they are regularly documented and unless otherwise provided by the relevant legal provisions and in particular by the Code of the Third Sector and provided that the principles of conduct of the Supervisory Body (including with statutory audit functions) are respected require that a fee for independence be quantified.

18.3. Article 2382 of the Civil Code applies to the administrative body, just as Article 26(8) of the Code of the Third Sector is recalled.

18.4. The administrators, directors, members of the Supervisory Body and the entity in charge of the statutory audit shall be liable to the Body, to the social creditors, to the founder, to the members and to third parties in accordance with Articles 2392, 2393, 2393-a, 2394, 2394-a, 2395, 2396 and 2407 of the civil code and article 15 of the legislative decree of 27 January 2010, n.

39, as compatible.

18.5. The statutory auditor does not fall within the bodies, as it is a different task, the function of which can in any case be performed by the Supervisory Body.

ARTICLE 19

- GENERAL POLICY COUNCIL: COMPOSITION - POWERS

- OPERATION -

19.1. The General Policy Council is composed of all the Founders promoters, referred to in Art. 12 of these Statutes.

19.2. Of the General Policy Council is part, ex officio and as an effective member, the President.

19.3. The members of the General Policy Council are in any case an emanation of the Founders Promoters referred to in art. 12 of the Statute, they remain in office until death, resignation or incapacity certified in writing, at the request of the other members of the General Policy Council by a majority of the members, by a College of three physicians, one of whom specializes in neurology and one in psychiatry, appointed by the President of the Order of Physicians of Rome.

19.4. In the event of the death, resignation, or incapacity of a member of the General Policy Council or in the event of an opportunity to extend the number of members of the body, the other members may provide for the replacement with new members, upon assumption of the status of Founders Promoters in accordance with the provisions of Article 12.3.

19.5. The General Policy Council approves the objectives and programs of the Foundation proposed by the Governing Council and verifies the overall results of the management of the Foundation. It specifically provides for:

- a) identify activities other than those of general interest, as referred to in art. 6 of the CTS;
- b) establish, prepare, and approve annually, in general, programs, forms and procedures for implementing the Foundation's statutory objectives, the general guidelines for their implementation, the criteria and priorities for intervention and the monitoring of their implementation, in the context of the purposes and activities set out in Articles 3 and 5 of this Statute and in any case subject to the provisions on Institutions of the Third Sector;
- c) approve the provisional budget and the final budget drawn up by the Governing Council by the 31 (thirty-one) of December and the 30 (thirty) of April respectively of each year;
- d) approve and adopt, where it deems it appropriate, all the Foundation's regulations, in particular those relating to the organization and functioning of the Foundation and those governing the criteria according to which the entities referred to in Articles 13, 14 and 15 of this Statutes may become Ordinary Participants, Supporting Participants and Honorary Participants;
- e) appoint the President of the Foundation and the Vice-President;
- f) appoint the 50% (fifty percent) of the other members of the Governing Council, chosen from among the members of the General Policy Council;
- g) appoint the Scientific Committee and its Director, and decide on the revocation and incompatibility of its members;
- h) replace the President of the Foundation: in the event of death, resignation or incapacity;
- i) identify the departments of the Foundation and appoint those responsible, determining their function, nature and duration;
- l) appoint the Supervisory Body and the statutory auditor;

- m)** decide on any changes in the statutes, including changes, mergers and de-mergers, to the extent that the purposes and finalities are maintained;
- n)** identify and set up other functional bodies to good performance and efficiency of the Foundation's activities by means of specific rules;
- o)** decide on the termination of the Foundation, the appointment of liquidators and the devolution of assets;
- p)** admit Ordinary Participants to the status of Founders Promoters;
- q)** authorize the transactions referred to in point (c) of art. 7.2. and those in points (e) and (f) of art. 20.5. of these Statute;
- r)** decide on the formation or participation in capital companies, trusts and foundations;
- s)** appoint one or more scientific experts;
- t)** rule on all matters which this Statute entrust to them or are otherwise subject to their examination and which are not reserved for other bodies.

19.6. The General Policy Council is convened by the President on his own initiative or at the request of at least one third of its members, by registered letter with return receipt, sent or hand-delivered to the entitled persons, or by any other means of communication including telematic communication providing proof of receipt, at least 7 (seven) days before the meeting except in cases of urgency, for which the invitation may be made with 3 (three) days' notice, not counting the day of the meeting.

19.7. The convening notice shall include the agenda of the meeting, the place and the time. It may also indicate at the same time the date and time of the second convocation, which shall be fixed at not less than 24 hours from the first one.

19.8. Meetings shall be chaired by the President or in the event of his/her

absence or incapacity by the Vice-President.

19.9. The General Policy Council meets validly, with the presence of two thirds of its members in the first convocation and with the presence of half plus one in the second convocation.

19.10. Resolutions are passed by the affirmative vote of the majority of those present.

ARTICLE 20

- GOVERNING COUNCIL: COMPOSITION - POWERS - FUNCTIONING-

20.1. The Governing Council, including the President, remains in office for 3 (three) years, is re-eligible, even several times, and is composed of an odd number ranging from five to eleven members, including the President.

20.2. Its composition will be as follows:

- the President, appointed by the General Policy Council;
- half of the other members appointed by the General Policy Council;
- half of the other members appointed by the Ordinary Participants specially convened in the Assembly by the General Policy Council, made up of half plus one of the above, taken together and by a decision taken by a simple majority of the present.

20.3. If the Assembly of Ordinary Participants does not provide for the appointment within 60 (sixty) days of the expiry of the term of office of the current Councillors, the appointment shall be made by the General Policy Council.

20.4. The Governing Council, which is the collegial management body of the

Foundation, provides the ordinary and extraordinary administration of the Foundation, according to the programs and guidelines decided by the General Policy Council, respecting the aims and objectives and the guiding criteria of the Foundation's action, as resulting from these Statutes and from any other acts put into effect by the General Policy Council, and without prejudice in any case to the powers of the General Policy Council.

20.5. In particular, the Governing Council has the following powers:

- a) execute and authorize the execution of any activity permitted by the Foundation for the achievement of its objectives and undertake all other economic-financial, movable and real estate transactions necessary to achieve the objectives of the Foundation;
- b) prepare the regulations to be submitted for approval and adoption by the General Policy Council;
- c) prepare by 30 (thirty) November of each year the annual budget and by 31 (thirty-one) March of each year the annual balance sheet, together with the accompanying management and financial report, and approve the relevant documents and accounting statements, in accordance with the terms of the law and these Statutes, to be submitted to the General Policy Council for its determinations;
- d) manage the assets and the Management Fund of the Foundation;
- e) accept donations, gifts and bestowals, whether or not they are burdened with burdens or conditions, accept inheritance with inventory benefit, and obtain legacies and benefits brought by charges, or waive both, with the prior authorization of the General Policy Council;
- f) purchase, sell, dispose of, trade in and carry out any act of disposal of movable property, whether or not entered in public registers, machinery, equipment, furniture, real estate and rights of enjoyment in repurchase, with

the exception of assets forming part of the assets of the Foundation, and decide on the destination of the same or on the sums obtained, subject to the limits laid down in these Statute and with the prior authorization of the General Policy Council;

g) propose to the General Policy Council the names chosen from the Ordinary Participants for the acquisition of the Founder Promoter status, in accordance with Art. 12.3;

h) administer movable and real estate, and then prepare and sign or terminate contracts for leases, subleases, leases (including over-the-years), loan contracts, general enjoyment, whether temporary or temporary, collection and payment of pigeons and rents or other related benefits, arranging for restorations, repairs, maintenance work and improvements of all kinds and types, prescribing undertakings in this respect and concluding contracts with them, fixing and agreeing prices and amounts, specifications, progress reports, terms, deadlines, decadences and any other relevant matter;

i) propose to the General Policy Council the establishment or participation in companies, trusts and foundations, always within the limits set by the General Policy Council for ETS;

l) propose to the General Policy Council one or more scientific contacts in accordance with the procedures to be laid down by means of the specific regulation;

m) confer internally the office of Secretary and Treasurer, which may also coincide in the same person;

n) manage relationships with staff, setting their remuneration, and use the assistance of external consultants;

o) decide on the admission of supporting participants and honorary

participants;

p) propose to the General Policy Council the names of new Ordinary Participants;

q) deliberate on any contributions, however denominated and classified, of Ordinary Participants and supporters, in accordance with the relevant Rules;

r) decide on all matters as provided for in these Statutes or otherwise submitted to it for consideration, which are not reserved for other bodies.

20.6. The Governing Council is convened by the President either on his own initiative or at the request of at least one third of its members by registered letter with return receipt, dispatched or hand-delivered to the persons entitled, or by any other means of communication including telematic communication proving receipt, at least 5 (five) days before the meeting, excluding from the date of the holding, except in cases of urgency, for which convocation may be made with 48 (forty-eight) hours' notice.

20.7. The convening notice includes the agenda of the meeting, the place and the time. It may also indicate at the same time the date and time of the second convocation, which shall be fixed at not less than 24 (twenty-four) hours from the first.

20.8. Meetings shall be chaired by the President or, in the event of his/her absence or incapacity, by the board member appointed at the meeting.

20.9. The Governing Council meets validly with the presence of two thirds of its members in first convocation and the presence of at least three members, including the President, in second convocation.

20.10. Decisions shall be taken by a vote in favour of a majority of those present and the members shall cast votes per head.

20.11. If during the term of office of the Governing Council one or more members are absent for any reason, the members remaining in office shall:

- request the convening of the General Policy Council if those who failed were a member appointed by the latter, in order to arrange for the replacement;
- request the convening of the Assembly of Ordinary participants, if the person who failed was a member appointed by the latter, to arrange for the replacement, unless the members can automatically take over first among the non-elected in the order of preference resulting from the nomination procedures.

20.12. The members of the Governing Council thus appointed shall expire together with those in office at the time of their appointment.

20.13. A member of the Governing Council who, without good reason, does not attend three consecutive meetings of the Governing Council may be declared lapsed by the Council itself. In such a case, as in any other case of vacancy in the office of Councilman, the Foundation must ensure, in accordance with the information referred to in paragraph 11 of this Article and in the same manner, to the appointment of the substitute, who will remain in office until the expiry of the term of the Governing Council.

20.14. The members of the Governing Council are entitled to reimbursement of documented expenses, approved by the President; the expenses of the President are reimbursed following a resolution of the Governing Council.

20.15. The Councillors:

- exercise their powers independently and shall be liable only to the Foundation for the performance of their duties;

- are bound by confidentiality regarding information on the management or operation of the Foundation and to behave in a confidential and respectful manner without any polemical manifestation. This provision does not apply to information supplied for the purpose of publicizing the Foundation's activities, provided that such information does not relate to the activity of economic management.

20.16. Failure to comply with the above provisions is considered a reason for revocation for just cause, for which the Councillor may be revoked by the Governing Council on a proposal from the President. The revocation is decided by the Governing Council; to the revoked Councillor nothing is due by way of compensation for any damage possibly caused by the lack of the just cause of revocation. Taking up the position of Councillor of the Foundation represents the acceptance of this clause and therefore is valid as a waiver of any right to compensation for the damage caused by the revocation.

20.17. The Governing Council may delegate its individual functions and powers to one or more of its members, to be represented and signed as appropriate, either separately or jointly.

ARTICLE 21

- THE PRESIDENT -

21.1. The President of the Foundation who is also President of the Governing Council:

- ensures respect for the identity and projectual profile of the Foundation and he exercises all the powers of initiative necessary for the good administrative and managerial functioning of the Foundation;
- has legal representation of the Foundation in the presence of third parties and in legal proceedings;

- acts and resists in the face of any administrative or judicial authority.

21.2. In particular, the President looks after relations with Public and Private Bodies, Institutions and Businesses and other entities, including for the purpose of establishing relationships of collaboration, agreement, and support of individual initiatives of the Foundation.

21.3. The President also performs the following functions:

- a) provides for the organizational and administrative management of the Foundation, as well as the organization and promotion of individual initiatives, preparing means and tools necessary for their effective implementation, following the resolutions of the competent bodies;
- b) convenes and presides over the General Policy Council and the Governing Council;
- c) in cases of necessity and of particular urgency, acts and carries out the inseparable acts for the protection of the interests of the Foundation falling within the competence of the Governing Council, convening it, for the ratification of these deliberations, within 30 (thirty) days of their appointment;
- d) oversees the work of the Foundation's organizational structures;
- e) implements the resolutions of the General Policy Council and the Governing Council.

21.4. The President may delegate individual tasks to the Vice President and issue delegations for individual acts or categories of acts, subject to the decision of the Governing Council or the General Policy Council.

ARTICLE 22

- THE VICE PRESIDENT -

22.1. The Vice President is responsible for replacing the President, in accordance with the delegations of authority given to him by the President himself.

22.2. If the President is absent or unable to attend, the Vice President performs his duties and exercise his powers and assignments, including powers of representation.

22.3. The Vice President's intervention in the performance of any act proves to third parties that they have relied on it in good faith that the President is absent or prevented from acting and certify them to all intents and purposes.

22.4. In case of a permanent impediment, the Vice President shall immediately convene the General Policy Council, who shall arrange for the replacement and, until the new appointment, he shall ensure the performance of the duties of the President for current affairs.

ARTICLE 23

- SCIENTIFIC COMMITTEE

23.1. The Scientific Committee is the body at the disposal of the Foundation and the General Policy Council for research and study activities according to the object and purpose of the Foundation.

23.2. It is composed of a variable number of members, proposed by the Scientific Director, appointed by the General Policy Council, among the particularly qualified natural persons, of recognized prestige and exemplary professionalism in the subjects of interest of the Foundation.

23.3. The Scientific Committee, in collaboration with the General Policy

Council, implements the research program decided by the General Policy Council and responds to any other matter for which the General Policy Council expressly requests its opinion.

23.4. The members of the Scientific Committee hold office for 4 (four) years and can be reconfirmed. The appointment may be terminated by resignation, dismissal, or incompatibility.

23.5. The Scientific Committee, within the scope of its powers, may seek outside advice.

23.6. The Scientific Committee shall meet upon convocation by the President of the Foundation or the Scientific Director.

23.7. The Scientific Committee assumes the status of jury to award study grants and any other awards that may be granted by the Foundation.

ARTICLE 24

- COMMITTEE OF GUARANTORS -

24.1. The Committee of Guarantors is the body at the disposal of Foundation and the General Policy Council for the activities of guarantee, verification and interpretation according to the subject matter and purpose of the Foundation.

24.2. It is composed of a variable number of members, appointed by the General Policy Council, among people with proven fidelity to the founding criteria and aims of the Foundation.

24.3. The Board of Guarantors, reporting exclusively to the General Policy Council, is meant to:

- verify and guarantee the authenticity of the Foundation's guidelines;
- verify and ensure the interpretation of the writings which are owned by

the Foundation or available to the Foundation by specific agreement with third parties also participating in the Foundation and those which may be donated to the Foundation's archives by third parties who cooperate directly or indirectly with the Foundation;

- verify and guarantee the fidelity of the work carried out by the Scientific Committee;
- verify and guarantee the interpretation of any other matter for which the General Policy Council expressly requests its interpretation.

24.4. The members of the Committee of Guarantors hold their office for three years and may be reconfirmed. The appointment may be terminated by resignation, dismissal, or incompatibility.

ARTICLE 25

- SUPERVISORY BODY -

25.1. The General Policy Council appoints a collegial Supervisory Body, composed of three effective members and two alternate ones, or even monocratic, who are registered in the professional registers referred to in Legislative Decree no. 139/2005; at least one effective member and one alternate must be registered in the Register of statutory auditors according to the Legislative Decree no. 39/2010. To these entities, Articles 2397 and 2399 of the Civil Code are applied.

25.2. It has the following duties:

- to supervise compliance with the Law, the Statute and compliance with the principles of proper administration, also with reference to the provisions of Legislative Decree No. 231/2001, where applicable;
- to supervise the adequacy of the organizational, administrative and accounting structure and its concrete functioning;

- to carry out tasks of monitoring compliance with civic, solidaristic and social utility purposes, in particular with regard to the provisions laid down in articles 5, 6, 7, 8 of the Code of the Third Sector;
- to attest that the Social budget has been drawn up in accordance with the guidelines referred to in Art. 14 of the Code of the Third Sector;
- of being able to carry out inspection and control acts at any time, including individually, and to this end to be able to request information from the Councillors about the state of the operations of the Entity or about specific affairs (activities, initiatives, non-profit projects);
- to draw up a report for each meeting, stating its audit work on the Foundation and including reports to the financial statements;
- participate in meetings of the General Policy Council and the Governing Council, without the right to vote.

25.3. The Chairman of the College is elected from among its full members.

ARTICLE 26

- STATUTORY AUDITOR -

26.1. Exceeding the limits laid down in Art. 31 of the Code of the Third Sector, or if it is optional to do so, the General Policy Council may appoint a statutory auditor or statutory audit firm or alternatively, pursuant to Art. 30, paragraph 6 of the Code of the Third Sector, may assign to the Supervisory Body, whether collegial or monocratic, the carrying out of statutory audits provided that all its members are registered in the appropriate register of statutory auditors established at the Ministry of Economy and Finance, as provided for by Art. 30 paragraph 6 D. Lgs. No. 105/2018.

26.2. The Supervisory Body responsible or not for carrying out the statutory audit lasts for 3 (three) years and may be reappointed in coincidence with

the expiry of the three-year term of office.

ARTICLE 27

- BOOKS -

27.1. The Foundation must keep the following books, endorsed by Notary:

- a single book of Founders Promoters, Ordinary Participants, Supporting Participants and Honorary Participants, kept by the Governing Council;
- register of volunteers, who carry out their activity free of charge;
- book of meetings and deliberations of the General Policy Council, kept by the same body;
- book of meetings and deliberations of the Governing Council, kept by the same body;
- the book of meetings and deliberations of the Supervisory Body, maintained by the same body;
- the book of meetings and deliberations of any other bodies, maintained by the body to which they relate.

ARTICLE 28

- COMMON RULES FOR COLLEGIAL BODIES -

28.1. Convocations are made at the headquarters of the Foundation or elsewhere, both in Italy and abroad, in the countries of the European Union, in the United States of America, in Canada and in Australia, provided that all the eligible can attend meetings from places other than the place of convocation.

28.2. Each meeting contains the agenda, together with a list of the subjects to be discussed; in the context of item “various and possible”, unexpected matters of urgency and indifference may be dealt with, according to a report

by the President or a majority of the members of the body.

28.3. Meetings of collegial bodies may also take place with speakers located in several places, contiguous or distant, audio-visual, or even audio-related, provided that the collegial method and the principles of good faith and equal treatment of participants are respected. In such a case, the following conditions must be complied with, which must be noted in the relevant minutes:

a) the president is permitted to establish unequivocally the identity and legitimacy of the speakers, to regulate the conduct of the gathering, to record and to proclaim the results of the vote;

b) the recording entity is allowed to properly perceive the events being recorded;

c) the intervening is allowed to exchange documentation and in any case to participate in real-time debate and simultaneous voting on the items on the agenda;

d) except in the case of totalitarian gathering, the convocation notice will indicate the audio/video locations connected by the Foundation, wherein the participants may enter, where the meeting shall be deemed to be held at the place where the President and the recording party will be present, unless the latter is a Notary, in which case the gathering may take place only with the presence of the latter at the place of convocation.

28.4. A meeting of the Collegial Bodies of the Foundation in totalitarian form, that is, with all members present, is valid, regardless of any convocation or regularity of the same, but each member of the body may oppose the deliberation on matters about which he or she claims to be insufficiently informed. Evidence of this must be given in the minutes of the meeting.

28.5. Participation by delegation is not allowed.

28.6. In the event of a tie, the President of the meeting is worth double.

28.7. The vote will always be expressed in an overt manner, except in the case of nominations or exclusion in which cases participants may request a secret vote by majority.

28.8. Minutes of each meeting and collegiate session will be drawn up by the Secretary, also external, appointed by the body, who signs it together with the President.

TITLE VII : DISSOLUTION - TERMINATION - EXTINCTION

ARTICLE 29

- DISSOLUTION - TERMINATION

EXTINCTION OF THE FOUNDATION -

29.1. The dissolution of the Foundation is resolved by the General Policy Council, with the favourable vote of a majority of three-quarters of its members, who concurrently proceed to appoint one or more liquidators and define the criteria for liquidation.

29.2. In case of dissolution, termination or extinction of the Foundation, the remaining assets, after having received a positive opinion from the competent office in the Single National Register of the Third Sector, in accordance with Art. 45, paragraph 1 of Legislative Decree no. 117/2017 unless otherwise intended by law, are devoted to other entities of the Third Sector, or in the absence thereof to Fondazione Italia Sociale.

29.3. The aforementioned opinion shall be rendered within thirty days from the date of receipt of the request which the Body concerned is required to forward to that office by registered mail or in accordance with the provisions

of Legislative Decree. 7 March 2005 no. 82, after which the opinion is intended to be positive.

29.4. Deeds of devolution of residual assets made in the absence of or contrary to the opinion are null and void.

TITLE VIII: REFERRAL CLAUSE AND TRANSITIONAL RULE

ARTICLE 30

- REFERRAL CLAUSE -

30.1. To the extent not provided for in these Statutes, the provisions of the Civil Code, Legislative Decree no. 117 of 3 July 2017, as amended and supplemented, its implementing decrees, the relevant national and regional legislation.

ARTICLE 31

- TRANSITIONAL RULE -

31.1. By way of derogation from these Articles of Association, the first appointment of the Bodies and Offices of the Foundation shall be made by the Founding Promoters; these Bodies will remain in office for the period respectively from this Statutes, unless the categories of Ordinary Participants, Supporting Participants and Honorary Participants are established, in which case they will last until the decisions of appointment due to them pursuant to the same Statute.