

STATUTES OF THE ASSOCIATION "AMICI PER LA MUSICA"

ART. 1 - Name and registered office.

The third-sector entity called APS "AMICI PER LA MUSICA", is established in accordance with Legislative Decree 117/2017, the Civil Code and relevant legislation.

The association has its registered office in via Barbi Cinti no. 4 in the municipality of Venaria Reale (TO) - Italy. The change in the registered office does not entail a change in the articles of association but the obligation to notify the competent offices.

ART. 2- Statutes

The social promotion association is governed by this bylaw and acts in accordance with Legislative Decree No. 117 of 3 July 2017, and its implementing regulations, regional law and the general principles of the legal system.

The assembly can decide the eventual regulation of the statute's execution for the discipline of the more specific aspects of the organization.

Art. 3 – Statutes effectiveness

The articles of association bind the members of the association to comply with them: they constitute the fundamental rule of the association's activities.

ART. 4 – Statutes interpretation

The statute is valued according to the rules of contracts and in accordance with the criteria of Article 12 of the Civil Code.

ART. 5 – Aims and activities

The association exclusively or principally carries out one or more activities of general interest for the non-profit pursuit of civic, solidarity and socially useful purposes.

* promoting, managing and coordinating musical culture activities for the fruitful spreading of interest in and knowledge of music and the arts in general.

The activities it proposes to carry out, mainly for the benefit of its members, their families or third parties, relying mainly on the voluntary work of its members, are:

* organize, promote and manage, also in cooperation with other associations, cultural events such as the 'Luigi Nono' Chamber Music Competition and the 'Luigi Nono' Composition Prize

* broaden educational horizons by promoting music courses and music seminars, also in cooperation with other associations, organizations and institutions in the area;

* Promote cultural activities and musical events, such as conferences, lectures, debates, concerts or performances;

* offer the opportunity for talented young musicians, including prizewinners of the Luigi Nono Competition, to perform in public, with the aim of broadening their knowledge and enhancing their skills.

* The association may also carry out fundraising activities, in compliance with the principles of truthfulness, transparency and fairness with supporters and the public, in accordance with the provisions of Art. 7 of Legislative Decree no. Lgs. 117/2017.

ART. 6 – Admittance

Members of the association are natural persons who share the association's aims and purposes and are committed to carrying out activities of general interest.

Other third sector or non-profit organizations may join the association, provided that their number does not exceed fifty per cent of the number of social promotion associations.

The number of members is unlimited but in any case cannot be less than the minimum number required by law. Should the number fall below the required minimum, the association must notify the National Single Register Office and supplement the number within one year.

Admission is granted by the Board of Directors upon application of the interested party according to non-discriminatory criteria, in accordance with the aims pursued and the activities of general interest; the decision is communicated to the interested party and recorded in the register of members.

If the application is rejected, the Executive Board shall notify the interested party of its decision within 60 days, stating its reasons.

The would-be member may request that the assembly decide on the matter at the next convocation.

Admission to membership is for an indefinite period, without prejudice to the right of withdrawal.

Neither temporary nor voluntary membership is permitted.

The membership fee is non-transferable, non-refundable and non-revaluable.

ART. 7 - Rights and duties of members.

Members have equal rights and duties. They have the right to:

- elect the corporate bodies and be elected to them
- be informed about the association's activities and monitor its progress
- take note of the agenda of meetings
- examine the association's books according to the rules laid down in Article 19 below
- vote at the meeting if they have been registered for at least three months in the register of members and have paid the membership fee, if applicable
- denounce facts that they deem reprehensible pursuant to Article 29 of the Third Sector Code.

They have the duty to:

- comply with these Articles of Association and any internal regulations
- pay, if requested, the membership fee in accordance with the amount, method of payment and deadlines set annually by the competent body.

ART. - 8 Volunteering and voluntary activities

The member carries out its activities in favour of the community and the common good in a personal, spontaneous and free manner, without any profit motive, not even indirect, and exclusively for solidarity purposes, except for the reimbursement of authorised expenses and paid on the basis of a list.

ART. 9 - Loss of associate status

Associate status is lost by death, withdrawal or exclusion.

The member may withdraw from the association by written notice to the Executive Board.

An associate who seriously violates the duties set forth in the articles of association may be excluded from the association. Exclusion is decided by the assembly by secret vote and after hearing the justifications of the interested party, the resolution of exclusion shall be adequately communicated to the associate.

The member may appeal to the judicial authorities within six months from the day of notification of the resolution.

ART. 10 – Corporate bodies

The organs of the association are

- * assembly of members
- * board of directors
- * president
- * supervisory body upon fulfilment of legal conditions
- * auditing body if the conditions of the law are met

ART. 11 - The Assembly

The assembly is composed of the members of the association, registered in the Members' Book and in good standing with the payment of the membership fee, to be settled by February of each year. If the membership fee has not been paid, the member may not participate and consequently pass resolutions in the meetings. The assembly is the sovereign body. Each associate has the right to one vote and may be represented by another associate, by conferring a written proxy, also at the foot of the notice of call. Each associate may represent up to a maximum of three associates.

The board meeting is chaired by the president of the association or, in his absence, by the vice-president or a person appointed as president by those attending the meeting.

It is convened at least once a year by the president of the association or his deputy by means of a written notice to be sent at least 15 days prior to the date set for the meeting and containing the date of the meeting, the time, place, agenda and possible date of second convocation.

Such communication may take place by letter, fax, e-mail and other innovative forms that may be introduced by new technologies. the communication shall be sent/disseminated to the address shown in the register of members and/or by means of a notice posted at the association's headquarters.

Meetings are also convened at the request of at least one tenth of the members or when the Board of Directors deems it necessary. Votes are open, except those concerning persons.

Minutes of the meetings are taken, signed by the President and the minute-taker and kept at the Association's headquarters.

The meeting may be ordinary or extraordinary. Extraordinary is the one convened for the amendment of the statutes and the dissolution of the association. It is ordinary in all other cases.

ART. 12 - Tasks of the assembly

The assembly

- *determines the general policy guidelines for the association's activities;
- *approves the statement of income and expenditure, the budget and the social balance sheet, where applicable;
- *appoints and revokes the members of the social bodies;
- *appoints and dismisses the person in charge of the statutory audit, when required;
- *deliberates on the liability of members of the corporate bodies and brings liability actions against them
- *deliberates on amendments to the memorandum and articles of association
- *approves any regulations for the proceedings of the shareholders' meetings
- *Decides on their dissolution, transformation, merger or division of the association;
- *deliberates on other matters assigned by law, the memorandum of association or the articles of association to its competence

ART. 13 - Ordinary meeting

The Ordinary Assembly is duly constituted at first call with the presence of half plus one of the members present in person or by proxy, and at second call whatever the number of members present in person or by proxy.

The meeting resolves by majority vote of those present.

Voting by correspondence or electronically is permitted, provided that the identity of the member attending and voting can be verified.

Directors do not have the right to vote in resolutions approving the budget and in those concerning their responsibility.

ART. 14 - Extraordinary meeting

The extraordinary meeting amends the articles of association with the presence of at least 3/4 of the members and the favourable vote of the majority of those present, and resolves on the dissolution and liquidation as well as the devolution of assets with the favourable vote of at least 3/4 of the members.

ART. 15 - Executive Board

The Board of Directors governs the association and acts in implementation of the will and general guidelines of the Assembly to which it is directly answerable and by which it may be dismissed. The Board of Directors consists of between 5 (five) and 11 (eleven) members elected by the Assembly from among the natural persons who are members.

It holds office for three years and its members may be re-elected for seven terms.

The board of directors is validly constituted when the majority of its members are present, Article 2382 of the Civil Code applies, Article 2475 ter of the Civil Code applies to the conflict of interests of the directors. The board of directors performs all acts of ordinary and extraordinary administration, the competence of which is not, by law, the exclusive preserve of the assembly.

In particular, among other tasks:

- administers the association
- implements the resolutions of the assembly
- prepares the statement of income and expenditure, the budget and, if applicable, the balance sheet, submits them to the assembly for approval, and takes care of further legal requirements
- prepares all elements useful to the Assembly for the economic forecast and planning of the financial year
- draws up all deeds and contracts pertaining to the Association's activities
- takes care of the keeping of the association's books
- is responsible for the fulfilments related to the registration with the Runts (Single National Register of the Third Sector)
- regulates the admission and exclusion of members
- accepts or rejects applications from aspiring members

The power of representation attributed to board members is general, therefore limitations of this power are not enforceable against third parties unless they are recorded in the single National Register of the Third Sector or it is proved that third parties were aware of them.

The president of the association is the chairman of the board of directors and is appointed by the assembly together with the other members of the board of directors.

ART. 16 - The President

The President is elected by the Board of Directors by a majority of $2/3 + 1$ of those present, legally represents the association and performs all acts that commit it externally.

The President's term of office is the same as that of the Board of Directors and ceases due to expiry of the term, voluntary resignation or revocation decided by the Assembly.

At least one month before the end of the term of office, the president convenes the assembly for the election of the new president and the board of directors.

The president convenes and chairs the assembly and the board of directors, carries out the ordinary administration on the basis of the directives of these bodies, and reports to the board of directors on the activities carried out.

The vice-president replaces the president in all his duties whenever the latter is prevented from exercising his functions.

ART. 17- Control body

The control body, which may also be a monocratic body, is appointed in the cases and manner provided for in Article 30 of Legislative Decree 117/2017.

ART. 18 - Statutory auditing body

It is appointed in the cases and in the manner set forth in Article 31 of Legislative Decree 117/2017 and consists of an auditor entered in the relevant register.

ART. 19 - Social Books

The association shall be obliged to keep the following books:

- a) the membership book kept by the Executive Board
- b) the book of meetings and resolutions of the assemblies, in which the minutes drawn up by public deed must also be transcribed, kept by the executive board
- c) the book of meetings and resolutions of the Board of Directors, the Supervisory Board and other corporate bodies, kept by the body to which they refer

All members, in good standing with the payment of the membership fee, have the right to examine the membership books kept at the registered office of the organization, within 15 days from the date of the request made to the competent body.

ART. 20 - Economic resources

The association's economic resources are provided by:

- membership fees
- public and private contributions
- donations and testamentary legacies
- fund-raising activities
- reimbursements from conventions
- proceeds from the sale of goods and services to members and third parties, including through the performance of ancillary and subsidiary economic activities of a commercial, craft or agricultural nature; and designed to reach the institutional targets, which can be realized within RUNTS operational activity.
- Any other income allowed by D. Lgs. 117/2017.

ART. 21- The assets

The assets of the association are movable property.

The movable assets that are located at the association's seat are listed in the inventory, which is deposited at the association's seat and may be consulted by the members.

ART. 22 - Prohibition of profit distribution and obligation to use assets

The association is forbidden to distribute, even indirectly, profits and operating surpluses as well as funds, reserves or capital during its life pursuant to Article 8, paragraph 2 of Legislative Decree 117/2017. The association has the obligation to use the assets, including any revenues, income however denominated, for the performance of statutory activities for the exclusive pursuit of the intended purposes.

ART. 23 - Statement of income and expenditure and budget

The balance sheet of the association (statement of income and expenditure) is annual and commences on 1 January of each year. It is drawn up in accordance with Articles 13 and 87 of Legislative Decree 117/2017 and its implementing regulations and must give a true and fair view of the association's economic and financial performance.

The budget for the following year, relating to the planned activities must direct the operations from the end of the financial year to which the final balance sheet refers and filed with the single National Register of the Third Sector by 30 June each year (where required by the conditions of law or the regulations of the bodies in charge).

ART. 24 - The social budget

It is drawn up in the cases and manner provided for in Article 14 of the D., Legislative Decree 117/2017, i.e. when the income limits exceed the values indicated in the aforementioned art.

ART. 25 - Agreements

The conventions between the social promotion association and the public administrations referred to in Art. 56 subsection 1 of Legislative Decree 117/2017 are resolved by the Board of Directors, which also determines the methods of implementation, and are entered into by the president of the association, as its legal representative.

ART. 26 - paid staff

The social promotion association may use paid staff within the limits provided for in Art. 36 of Legislative Decree 117/2017.

Relations between the association and paid staff are governed by law and by specific regulations adopted by the association.

ART. 27 - Liability of the association

For the obligations assumed by the persons representing the association, third parties may assert their rights on the common fund. For the obligations assumed, the persons who have acted in the name and on behalf of the association shall be personally and jointly liable.

ART. 28- Insurance of the association

The social promotion association may insure itself for damages arising from contractual and non-contractual liability of the association.

ART. 29- Devolution of assets

In the event of extinction or dissolution, the residual assets shall be devolved, unless otherwise required by law, to other third sector organizations, in accordance with the provisions of Article 9 of Legislative Decree 117/2017

ART. 30 - Final provisions

For all matters not provided for in this statute, reference is made to the relevant regulations in force and to the general principles of the laws.

ART. 31 - Temporary regulation

1. All regulations linked to the admission to the National Single Register Office which are not compatible with present regulation will be solved as per RUNTS:
2. The acronym, APS will be automatically used in all correspondence with third organizations , in communications, in acts with public only after having been inserted in RUNTS.