Memorandum and Articles of Association of the Cultural Association "EcoGreenArt"

Today, 23 March 2019, on the initiative of a group of citizens with common goals, constituted in "EcoGreenArt"; has been called an assembly for the constitution of the cultural association according to the Law 266/91 and the L.R. 12/05 named "EcoGreenArt"; with seat in Parma (PR), via John Fitzgerald Kennedy, 6, 43125.

In this meeting the aims set out in Art. 1 to Art. 23 of the Statute of the Cultural Association "EcoGreenArt"; were illustrated, discussed and approved, which is an integral part of this memorandum of association and was preceded by the election of the offices by choosing among the founding members:

- Candito Marta, nata a Galatina (LE) il 07/10/1997, residente a Sternatia (LE), via Garibaldi, n. 4, CAP 73010.
- De Lucia Alessandro, nato a Olivetro Cita (SA) il 05/06/1997, residente in via Largo San Paolo, n. 2, CAP 84021.
- De Nicola Gianluca, nato a Trieste (TS) il 16/03/1989, residente a Trieste (TS), via Udine, n. 36, CAP 34121.
- Trevisi Rebecca, nato a Arzignano (VI) il 26/10/1998, residente a Altavilla Vicentina (VI), via A. De Gasperi, n. 19, CAP 36077.

At the same time, a Board of Directors is appointed in the persons of: Candito Marta, De Lucia Alessandro, DeNicola Gianluca, Trevisi Rebecca as Directors.

This deed has been transcribed on stamp paper together with the Statute and will be registered with the Parma Revenue Agency for private deeds.

Below we transcribe the statuto regulations of the Association "EcoGreenArt" as already mentioned, an integral part of this act.

### Art. 1

The Cultural Association "EcoGreenArt"; is established, composed of a group of students from different fields of study of the University of Parma with the common intention of proposing and developing projects born from an idea.

# Art. 2

The headquarters of the Association is located in Parma, via John Fitzgerald Kennedy, 6, and the headquarters maybe changed from time to time coinciding with the tax domicile of the legal representative.

# Art. 3

The duration of the Association is until 31/12/2050 and can be extended by resolution of the assembly of members.

# Art. 4

The Association aims to pursue the following objectives and activities:

Spreading and establishing new artistic and expressive values and methods.

Recognize and encourage the work and meeting between members of the Association.

Enhance the contents and human resources of the Association.

Propose and promote the work and projects to be carried out as a whole Association or by individual members of the same.

To promote targeted initiatives of solidarity at local level, both as an initiative of the individual and of the Association, through the organization, without any lucrative purpose, of events and activities such as exhibitions, seminars and workshops.

To promote the proactive and dialectical exchange of ideas between members for the development of individual projects.

To promote the continuous comparison and sharing of ideas and information on works and themes for the stimulation, development and artistic growth of the Association itself.

The Association may, on a purely marginal and non-profit basis, carry out commercial activities aimed at achieving the social aims for self-financing, observing the regulations of tax law and the laws in force on the subject.

#### Art. 5

The members of the Association undertake to respect the following rules:

Each year, the members will agree on amain theme to promote sustainable tourism in the city of Parma.

On the basis of the theme, the members undertake to carry out at least 1 (one) annual work previously proposed and agreed with the Association.

The work of each individual member must be viewed critically and approved by the majority of the association.

Outside of the main theme, the individual member, in the context of a specific topical event, has the opportunity to propose to the Association his own main theme that can be developed, limited in time, individually or by several members of the group.

# Art. 6

The members of the Cultural Association "EcoGreenArt" are the founding members and ordinary members who are committed to contribute to the achievement of the objectives and activities of the Association, to comply with this Statute and the internal rules.

# Art. 7

The admission of new members to the Association is subject to the presentation of the candidate after approval by the Board of Directors.

The individual member is excluded from the Association if he does not comply with this Statute.

The individual member may with draw from the Association upon notice to the Board of Directors.

### Art. 8

The Share Capital is made up of the contributions of the members who can subscribe to a share of an amount fixed from year to year by the shareholders' meeting. Each membership fee gives the right to one vote. The full right to vote is guaranteed to all members and associates, and in particular for the appointment of the governing bodies, for the statutory changes and for the eventual dissolution of the Association.

Members and associates over 18 years of age have the right to vote and stand for election.

#### Art. 9

The membership fees must be paid from year to year, the same are not transferable neither by deed between living nor by reason of death and are not even revalutable.

### Art. 10

The regularly convened and constituted shareholders'; meeting represents all the members and its legally adopted resolutions oblige all the members, even if they are not present ordis senting.

### Art. 11

The meetings are ordinary and extraordinary.

The ordinary shareholders'; meeting is called at least once a year within four months of the end of the financial year.

The meeting is called by means of an otice of call, also by e-mail, containing the indication of the date, time and place of the meeting on second call. The notice shall be displayed at the registered office at least twenty days before the date of the shareholders'; meeting. Any member who has paid the membership fee at least five days before the date of the meeting may attend the meeting.

### Art. 12

In the first call the meeting must beattend or represented by at least half of the members in order to be valid, while in the second call the meeting isvalid whatever the number of members present.

On first call, the extraordinary meeting validly resolves with the presence of at least \(^3\)4 of the members and the favourable vote of the majority of those present; on second call, the resolution isvalid whatever the number of those present, pursuant to Art. 21 of the Italian Civil Code, first book.

### Art. 13

The shareholders'; meeting is chaired by the Chairman and, in his absence, by the most senior Director in age, or by as hareholder appointed by the meeting itself.

The chairman of the meeting shall appoint the secretary.

# Art. 14

The Cultural Association "EcoGreenArt"; is administered by a Board of Directors composed of a minimum of two members to a maximum of five members depending on the resolutions that will be taken from time to time by the ordinary meeting of members.

#### Art. 15

The directors remain in office for three financial years and may be re-elected.

# Art. 16

Meetings of the Board of Directors are normally convened by the Chairman on his own initiative or at the request of at least two directors.

Art. 17

The Board of Directors will be validly convened in the presence of the majority of the directors in office and will deliberate validly with the favourable vote of the majority of those present. In the event of a tie, the Chairman has the casting vote.

### Art. 18

The Board of Directors has all the faculties and powers necessary for the achievement of social goals and for the ordinary management of the cultural association "EcoGreenArt";.

The Board of Directors may delegate alland part of its powers to the Chairman and may delegate to its members or third parties the material execution of the resolutions duly passed.

### Art. 19

The power to represent the "EcoGreenArt"; Association in front of third parties, as well as to sign in its name, lies with the President.

# Art. 20

The balance sheet of the Association "EcoGreenArt"; closes on 31/12 of each year and it will be there sponsibility of the Board of Directors to prepare the budget in analytical form that will be submitted to the attention of members at the meeting by 30/4 of each year and provide for tax returns.

# Art. 21

In case of dissolution of the Association "EcoGreenArt"; the assembly of members will decide the destination of any existing assets pursuant to Legislative Decree no. 460 of 4/12/1997.

# Art. 22

In the event that there were profits of management, will have to be reinvested for social purposes and you can not, in any case, even in the liquidation share profits between members as to bedon ated for purposes of public benefit, as it is still reiterated that the cultural Association "EcoGreenArt"; is not for profit and all operations carried out, for whatever reason, are directed exclusively to activities in the social.

# Art. 23

For anything not provided for in these Articles of Association, the provisions of the Civil Code, the internal regulations and the provisions of the law in force, including the Regional Law of Emilia Romagna no. 10/95 and DLGS 460/97, shall apply.

# Signature:

Marta Candido Alessandro De Lucia Gianluca De NIcola Rebecca Trevisi