



STATUTE

Article 1 – Establishment and Registered Office

An operating Association referred to as AREA³ has been established in the spirit of the Constitution of the Italian Republic and in accordance with Articles 36 and following of the Civil Code

“Associazione per la Ricerca e l’Educazione nell’Arte, Archeologia e Architettura”

“Association for Research and Education in Art, Archaeology and Architecture”, hereinafter referred to as “Association”.

It is a non-partisan, apolitical and non-confessional organization.

The Association has its registered office in Italy, at 04015 Priverno (LT), via Mazzini 3

The Association has the following operating sites:

in Italy, at 10124 Turin (TO), via Napione, 29/1

in the U.S.A., in Boston (MA),

Such Association qualifies itself as a “research organization” pursuant to the Communication of the European Commission No. 2006/C 323/01.

Article 2 – Duration

The duration of the Association will run until 31st (thirty first) December 2060 and can be extended or dissolved early at the request of the Members.

Article 3 – Purposes and Activities

The Association is a non-profit-making entity and its goal is to promote the dissemination of the Italian image and of the classical culture through the organization and the co-ordination of research activity, experimental development and technological transfer on the basis of contributions, conventions and contracts both with public or private bodies and companies. Its main spheres of action are to be found in the education, environment, cultural assets and tourism sectors.

In the above context, the Association will make sure:

to stimulate, develop and organize educational and training activities

to favour and spread the knowledge through the exchange of documentation and information

to promote the cooperation and the interchange within the national and international scientific community, with particular reference to the U.S.A.

to promote, co-ordinate and stimulate research and technological transfer initiatives also with the direct or indirect participation of the Association

to take part in research programmes on instructions from Founders, Municipalities, Regions, Italian Government, Institutions of the European Union and national and international organizations and Entities

to organize and carry out investigations, measurements, 3D models and researches, on top of promoting the realisation of studies, experiments as well as the dissemination of scientific knowledge and interdisciplinary cooperation in sectors of key interest to the Association

to promote the creation of new jobs, both in Italy and abroad, with particular interest in the creation of small enterprises and craft firms to which the results of the researches and of the technological innovations, experimented during the performing of its activities, can be transmitted. This activity will take place in particular through the vocational training and retraining of the occupational profiles of the operators, with particular regard to disadvantaged people such as redundant workers, unemployed, handicapped people, asylum-seekers, refugees, etcetera.

The Association may contribute to the promotion of management installations, the constitution of poles and aggregations meant to stimulate the innovative activity, encourage the exchange of knowledge and experience, as well as to contribute in an effective manner to the transfer of technologies and to the sharing and dissemination of information.

In order to comply with its statutory purposes, the Association may carry out all operations that will be regarded as necessary and useful.

Moreover the Association may intervene as member in other partnership structures or entities having similar or comparable purposes.

Making use of its own financial resources or provided by third parties, the Association may carry out any auxiliary, related to, instrumental, similar, complementary, additional activity that can be useful and wor-

thwhile to pursue its own objectives as well as to achieve management economies, among which, by way of example:
the employment of staff by means of private law contract and the conferral of consultancy contracts;
the conclusion of contracts and conventions; the constitution of mortgages and financing;
the organization of courses, travels, exhibitions, events, conferences, dissemination and publishing initiatives;
the implementation of actions meant to improve the access to the services provided by the Association as well as the carrying out of related commercial activities;
the participation, also as one of the founders, in associations, foundations, committees, consortia and companies with share capital, which have legitimate or instrumental purposes to achieve the objectives of the Association;
the setting up of suitable structures, also through the constitution of incubation facilities, with a view to achieving the statutory purposes; this activity can also be carried out through the conclusion of agreements with the representative organizations of companies and craftsmen operating in fields within the Association's mission.

Article 4 – Members

The number of Members is limitless.

Natural and legal persons and non-profit-making entities, which share its purposes and are committed to achieve them, can be members of the Association.

There are no time or operational limits within the scope of associative relationship and the rights deriving therefrom.

Article 5 – Admission to the Association

Whoever wants to become a member of the Association may make a request to that effect to the Governing Council, that is responsible for deciding with fair and honest judgement, provided that he or she commits himself/herself to comply with this Statute and its obligations and the deliberations of the board of the Association.

Article 6 – Being a member you are entitled:

to take part in all the activities promoted by the Association
to participate in the associative activities, having the right to vote in all the relevant fora, particularly as regards the approval and modification of the rules in the Statute and adaptations of the regulation as well as on the appointment of the governing bodies of the Association.
to have an active and passive right to vote; in the case of legal persons or entities, the right of access to an associative appointment is recognised on the basis of their legal representatives or agents.

Article 7 – The members are required:

to comply with the Statute, with its regulation and the deliberations that are adopted with legitimacy by the Board of the Association;

to pay for the associative yearly contribution set for depending on the activity programmes

the amount of the membership fee will have to be determined yearly, for the following year, with a deliberation of the Governing Council, and it cannot be reimbursed in any case.

the fees or associative contributions are non-transferable and cannot be revalued.

Article 8 – Loss of membership

The status of member is lost in case of withdrawal, exclusion, non-payment of the appropriate annual membership fee or due to death or extinction of the legal person or entity.

Article 9 – Resignation/Exclusion from Membership

The resignation from Membership must be submitted in writing to the Governing Council and the membership card must be returned. The resignation becomes effective once it has been registered on the Association's books.

The exclusion from Membership will be deliberated by the Governing Council against the Member:

who does not comply with the provisions of this Statute, with its regulations and the decisions taken by the competent bodies of the Association;

who carries out, or tries to, activities which are contrary to the interests of the Association;

who causes or may cause serious harm, even moral, to the Association.

At a later stage, the measure taken by the Governing Council will have to be ratified by the first Ordinary Assembly that is to be called upon. During this Assembly, the member concerned must be summoned and the Governing Council will proceed with a cross examination of the objections.

The exclusion becomes effective once it has been recorded on the Association's books.

Should a member not pay the yearly Association fee within three months from the beginning of the social year, he/she will be excluded automatically without any further formality.

Article 10 – Deliberation for the exclusion of members

Any deliberation regarding the exclusion must be communicated to the members concerned by means of a registered letter or certified e-mail.

Withdrawn, dismissed or excluded members shall not be entitled to a refund of the already paid annual membership fee.

Article 11 – Financial resources – Common fund

The Association should be funded by financial resources for its functioning and for the fulfilment of its activities coming from:

fees and contributions by members;

inheritance, donations and legacies;

donations from members and third parties;

contributions from the State, Regions, Local Authorities, Institutions or Public Authorities geared to support specific and documented programmes achieved within the statutory objectives;

contributions from the European Union and international bodies;

revenue from payments for services provided;

earnings from supplies of goods and services to members and third parties, relating to doing economic activities of a commercial nature, carried out in an auxiliary and subsidiary manner and finalised to achieving institutional objectives;

revenue from promotional initiatives aimed at financing the Association;

other earnings compatible with the social purposes. The common fund, set up by current surpluses, funds, reserves as well as all the goods acquired on whatever ground by the Association, cannot be distributed within members neither during the life of the Association nor at its dissolution, as foreseen by the Communication of the European Commission No. 2006/C 323/01 and subsequent amendments or replacements;

the "equity crowdfunding" is another way of financing that can be used; this direct participating instrument can finance social projects thanks to the contributions of a large number of on-line users, making the best use of the net as principal way of funding.

The above provisions will be governed by the legislation introduced to our legal order by the Decree Law No. 179 of 18th October 2012, (combined with Conversion Law No. 221 of 17th December 2012) concerning "Further urgent measures for the growth of the Country" (also known as "Decree Growth 1a"), provided for in Articles 25-32.

It shall be prohibited to distribute, even indirectly or in a deferred way, profits and operating surplus, and

funding, capital or reserves, unless the destination or the distribution be imposed by law.

The Association has an obligation to reinvest the current surpluses in favour of institutional activities foreseen by the statute.

Article 12 – Financial year

The financial year shall run from 1st January to 31st December of each year. The Governing Council shall prepare a cash-flow statement for submission to the Members' Meeting for approval within four months following the end of the financial year.

Article 13 – The Association Bodies

The Association Bodies are as follows:

the Members' Assembly;

the Governing Council;

the President;

the Treasurer;

the Secretary;

the Honorary President, optional body;

the Scientific and Technical Committee;

the College of Auditors, optional body.

Article 14 – Members' Meeting

The general Members' Meeting is the highest decision-making body of the Association. It shall meet in ordinary and extraordinary sessions.

It is the sovereign body of the Association and the Governing Council will have to implement its decisions.

Article 15 – Deliberations of the Members' Meeting

The ordinary Meeting deliberates on all the matters pertaining to the management of the Association as well as on any proposal that is brought to its attention, provided it does not fall within the extraordinary Meeting's competence.

The ordinary Meeting is entrusted with the following core tasks:

election of the Governing Council;

possible election of the College of Auditors;

approval of the economic and financial report;

approval of the activity programme to be undertaken;

approval of possible Regulations;

decisions on the exclusion of members

Article 16 – Extraordinary Meeting

As a rule, the Meeting is considered to be extraordinary when it meets in order to decide on amendments to the Statute or on the dissolution of the Association by appointing the liquidators.

Article 17 –

The convening of the Meeting is decided by the President of the Governing Council. It must be advertised by means of a notice to be posted in the spaces of the registered office and by e-mail at least twenty days before the gathering. The notice shall contain the agenda, the place (at the registered office or elsewhere), the date and the time of the first call and possibly of the second call, that must take place after at least one day from the first call.

The Meeting takes place at least once a year within four months following the closing of the business year with a view to approving the economic and financial report.

Moreover, the Assembly meets whenever the Governing Council deems it necessary or it is convened in writing by the College of Auditors (if appointed), with an indication of the issues to be addressed, by the scientific and technical committee or by at least one tenth of the members.

In these latter cases, the convening must take place within twenty days from the request.

On a first call, the Meeting, be it ordinary or extraordinary, is duly constituted when at least half plus one of the members with voting rights are either present or represented.

On a second call, the Meeting, be it ordinary or extraordinary, is duly constituted irrespective of the number of members with voting rights who are present or represented.

At the Meeting, the members over 18, having paid regularly for membership, are entitled to vote.

The arrangements for voting follow the principles of single vote: one man, one vote.

At the Meeting, each member can represent, by means of a written authorisation, not more than one member.

The Meeting, be it ordinary or extraordinary, shall act by a simple majority of the votes cast on a first or a second call, with the exception of the dissolution of the Association, for which three quarters of the members must vote in favour.

It is also possible to participate in the Meeting by means of computerised systems (counselling on line), it will however be mandatory to have a video and a recording of the Meeting.

The President cannot participate in the Meeting on line for there would be no possibility to regulate the discussion and sign the original report.

Article 18 –

The Meeting shall be chaired by the President of the Association, and in his or her absence by the Vice President or by the person appointed by the Meeting.

The Secretary is appointed by the President of the Meeting.

The decisions of the Meeting must appear from the records, undersigned by the President and by the Secretary.

Article 19 – Governing Council

The Governing Council is appointed by the Meeting and shall have an odd number of members, having a minimum of three members and a maximum of nine members elected among the associates; the number of members is determined by the Meeting.

The term of office of the members of the Council shall be three years and shall be renewable.

The Council shall elect internally the President, the Vice President, the technical and scientific Committee; the coordinator of the technical and scientific Committee, the Secretary and the Treasurer.

The Governing Council shall be convened by the President whenever there is a decision to be made, or when convened by at least one third of the members.

The invitation to the Meeting shall be sent by letter, by fax or by e-mail, with acknowledgment of receipt,

to be sent at least five days prior to the gathering. The proceedings shall not be valid unless the majority of the members are present.

Decisions shall be taken by an absolute majority of votes validly cast. For each gathering there will be a relevant report.

The Governing Council has a large number of rights with regard to the management of the Association. As an example, it is up to the Governing Council:

to implement the decisions of the Meeting;

to draw up the economic and financial report;

to draw up whatever rules of procedures be required;

to conclude all the acts and contracts relating to the social activity;

to deliberate the withdrawal and the exclusion of members;

to appoint those responsible for the working committees and the sectors of activity relating to the life of the Association;

to perform all the acts and activities with regard to the proper management of the Association which do not pertain to the Members' Meeting, including the determination of the annual associative fee;

to ensure the correct operation of all the social activities and coordinate them.

Article 20 –

When one or more members are absent, as well as in the event of revocation from office, due to unexplained absences for at least three times in a row, the Governing Council takes steps to replace them by appointing the members who received the most votes among those who were not elected during the Meeting for the renewal of the social positions; when there are more persons among those not elected, in case of tie, the eldest candidate will be declared elected.

The persons elected during the previous three years forfeit at the expiry of the three-years period.

Being unable to carry out this method, the Council shall not proceed with any replacement until the next Meeting, that shall elect the substitutes for the reinstatement of the body until the end of the term.

If the majority of the members fails, those still holding the post shall convene the Meeting within 20 days, so that it shall ensure the election of a new Council.

Article 21 – The President

The President, who is elected by the Governing Council, shall be the Association's legal representative, having the right to sign any document.

The President shall implement the decisions of the Governing Council and, in case of emergency, shall assume full responsibility, requesting the Governing Council to ratify any measures taken during the immediately following gathering.

When he/she is absent or prevented from attending the meeting, his/her duties shall be exerted by the Vice President.

In case of withdrawal, the Vice president shall convene the Governing Council for the election of the new President within 30 days.

Article 22 – The Honorary President

The Honorary president is elected by the Meeting with the vote in favour cast by at least two thirds of the members and he/she is chosen among the members, who have distinguished themselves in their work for the achievement of the objectives of the Association.

The Honorary President represents the Association during official occasions and has the right to participate in the gatherings of the Governing Council, but he/she has no right to vote.

Article 23 – Secretary and Treasurer

The Secretary keeps the members' register, the reports of gatherings and the archive of the correspondence. The Treasurer keeps the register and the accounting entries and he/she is the cashier of the Association. The functions of the Secretary and of the Treasurers may be carried out by the same person.

Article 24 – Auditors

The Auditors, being optional, if appointed, shall exercise functions of control. They are normally two and are elected by the Meeting, also among non-members, and shall remain in office three years. The Auditors must control the administration of the Association, the correspondence of the balance with the accounting records and ensure that the Statute is respected. They participate in the gatherings of the Governing Council and in the Meetings, without voting rights, where they present their own annual report with regard to the final budget.

Article 25 – Openness and transparency of social acts

Besides the proper keeping of the social books (Members' Meeting, Governing Council, College of Auditors, Members) a substantial openness and transparency of the acts relating to the activity of the Association must be ensured, with particular reference to Budgets and Annual Reports.

These social documents, kept at the headquarters, must be made available to members for consultation; those who want to have copy of the documents will be required to pay the relevant costs.

Article 26 – Technical and Scientific Committee

The Technical and Scientific Committee shall be composed of personalities of particular cultural and social status, from the academic world, schools, institutional and business field. It shall ensure high quality standards, both in the definition of cultural lines and in the research activity. The Committee establishes the annual strategies with regard to the research activity and proposes the implementation to the Governing Council.

The Technical and Scientific Committee:

carries out all the necessary activities meant to ensure coherence between the statutory programme and the actions undertaken;

projects and plans the scientific activities to be achieved, taking care of information and introducing documents, also with reference to other Countries experiences.

The coordinator of the Technical and Scientific Committee shall be elected by the Governing Council. He/she shall have the functions to keep in touch with experts, informing them about the activity of the Association and asking them to cooperate with regard to matters relating to their specific experience and field of activity.

The regulation regarding the functioning of this organ shall be approved by the ordinary Members' Meeting upon its appointment.

Article 27 – Dissolution

The dissolution of the Association shall be decided upon by the extraordinary Meeting with the favourable vote of at least three fourth of those who are entitled to vote. In case of dissolution of the Association, a liquidator, chosen also among non members, shall be appointed. He/she takes care of the liquidation of all moveable and immovable assets and settles the outstanding obligations.

The Assembly, at the dissolution of the Association, after having heard the authorities responsible for controls according to Article 3, paragraph 190, of Law No. 662 of 23rd December 1996, shall deliberate about the destination of any possible active asset of the Association.

All residual assets will be turned over to other Associations having similar objectives or for the purpose of social utility, subject to a different destination imposed by law.

Article 28 – Arbitration clause

Any dispute in terms of associative relations, that might arise among the members or between them and any body of the Association, will be taken care of by a friendly arbitrator, who will judge with equity and without formalities of procedure, thus leading to an amicable arbitration. The ruling shall be pronounced within 60 days from the acceptance of the arbitrator, without the possibility of granting extensions. The seat of arbitration will be the municipality where the Association has its registered office.

The arbitrator will be chosen by common consent between the litigants; in the absence of agreement within 30 days (of receipt of the written request that one of the parties shall forward to the other, asking for the intervention of an arbitrator) the appointment of the arbitrator will be made by the President of the Chamber of Commerce of Turin.

Both the Association and the member give act and commit themselves to consider the decision of the arbitrator as an expression of his/her contractual will and to respect it as such, within the meaning of Article 1372 of the Civil Code.

The accession to the arbitration clause shall be deemed expressed when applying for membership, since the member must read the Statute and commit himself/herself to accept it.

Any dispute with regard to the interpretation or the implementation of this Statute will be decided upon by the President of the Turin Court.

Article 29 – Final clause

The rules of the Civil Code and the current legal provisions, as applicable, apply for all the matters that are not provided for by the present Statute.

