

Statute of the Mirabilia ODV Association

STATUTE

Art. 1 – Name, headquarters and duration of the Association.

1. The third sector body in the form of a voluntary organization called "MIRABILIA ODV" was established. The Association is governed by this statute and acts within the limits of Legislative Decree no. 117/2017. In case of conflict between the clauses of the deed of incorporation and those of the statute, the latter prevail.
2. The Association is based in MANTOVA (Prov MN), piazza VIRGILIANA, n. 55
3. The Association has an unlimited duration.

Art. 2 – Object and purpose of the Association.

1. The Association is non-profit and pursues exclusively social solidarity objectives in the field of protection of the cultural, religious and artistic heritage of the territory and in the field of training. In particular, the association aims to promote actions aimed at spreading culture among citizens with specific attention to students, elderly people and disadvantaged sections of the population who, otherwise, would not have access to a quality cultural offer. In this way the association intends to encourage an improvement in the quality of life of those who will participate in the initiatives carried out in the area.
2. The Association, in pursuing the above objectives, intends to exercise, predominantly, the activity of general interest represented by Legislative Decree 117/2017 in art. 5 and specifically under f) interventions to protect and enhance cultural heritage; sub i) organization and management of cultural, artistic or recreational activities of social interest, including activities, including editorial, for the promotion and dissemination of the culture and practice of volunteering; sub k) organization and management of tourist activities of social, cultural or religious interest.
3. The Association, making decisive and prevalent use of the personal, voluntary and free services of its members, carries out the following activities mainly in favor of third parties, as provided for by the art. 32 paragraph 1 of Legislative Decree 117/2017. In particular it aims to:
 - organize actions, demonstrations, training events aimed at citizens and, in particular, at students, elderly people and disadvantaged groups of the Mantuan population
 - contribute to the diffusion of culture, traditions and art among citizens
 - contribute, through the tools made available by Italian legislation, to supporting the "Francesco Gonzaga" Diocesan Museum in its action to spread Christian culture and values among citizens. To this end, the Association, through appropriate agreements with the museum's owners, also aims to manage its cultural and institutional activities, taking on the burdens, including those of an economic nature, and using any proceeds to meet them within the limits of the art. . 33 c.3 of Legislative Decree 117/2017 and art. 24-ter c.3 of Law 136/2018, thereby excluding any commercial purpose.
 - The Association may carry out activities other than those of general interest identified as long as they take on an instrumental and secondary nature in full compliance with the provisions of the art. 6 of Legislative Decree 117/2017 and related implementing provisions.
1. In implementation of the statute, the Association can regulate, with one or more regulations approved by the ordinary assembly, the methods of carrying out the activities of the members, the characteristics of the commitment towards the Association, the conduct of the meetings, the relationships with any employees, and other organizational aspects deemed important.

Art. 3 – Members of the Association.

1. All those who share its aims and undertake to achieve them can be part of the Association, in compliance with the statute and any implementing regulations.
- 2 Admission to membership is decided by the Board of Directors upon written request of the interested party. In the membership application, the aspiring member declares to accept without reservation the provisions of the statute, the provisions of the implementing regulations and the resolutions of the Assembly and the Board of Directors. Membership of the association cannot be temporary. Admission to the Association is decided by the Board of Directors no later than sixty days from the day on which the application for membership is received. The Board of Directors can decide on admission or reject it with a reasoned communication which must be sent to the

interested party. The interested party, having received the communication of rejection, has sixty days to request that the Assembly decide on the first possible call.

3. The number of members is unlimited but, in any case, cannot be less than the minimum established by the Third Sector Code

Art. 4 – Rights and duties of members.

1. All members enjoy the same rights and are required to comply with the same duties.
2. All members have the duty to collaborate to achieve the social purpose and to behave in a way that does not cause damage to the association.
3. Each member has the duty to pay the membership fee, if decided by the Assembly; the membership fee is non-transferable and non-revaluable and its refund cannot be requested in the event of exclusion or withdrawal of the member from the association.
4. Every member has the right to be informed and to participate in social activities. To exercise the right of access to the company books, make an appointment with the Secretary of the Association at the registered office where they are kept and can view the regulations and minutes of the members' meeting as well as the annual budget of the association and all other company books. For documents subject to privacy protection legislation, such as, for example, the register of members and the register of volunteers which contain personal data and contact details as well as any minutes of the Board of Directors which concern personal facts or considerations about the members, the member must formulate a written and reasoned request to the secretary of the Association, who, for greater protection of privacy, will provide an extract. However, each member retains the full right of access and consultation relating to their data processed by the association.
5. All members, provided they are up to date with the payment of the annual membership fee, if applicable, enjoy the right to vote at the assembly and to run for corporate office. The active electorate of minor members is attributed by law to those exercising parental authority over them.
6. Members cannot entertain any self-employed or subordinate employment relationship with the association, nor any other relationship with financial content or effects.
7. Members may be reimbursed, within the limits and in the manner previously established by the Board of Directors or by the Assembly, for expenses actually incurred in carrying out the activity, provided they are documented, or self-certified within the limits and according to the conditions expressed in Legislative Decree 117/ 2017.
8. The member may, at any time, withdraw from the association, with written communication addressed to the Board of Directors. The withdrawal takes effect from the day on which the withdrawal's communication is received.

Art. 5 – Exclusion of the Member.

1. Anyone who joins the Association may be excluded in the event of significant failure to fulfill the obligations established by the statute or for other serious reasons.
2. The exclusion is decided by the Board of Directors with a reasoned provision communicated to the interested party, except as provided for in the event of non-payment of the annual membership fee. Within thirty days of receiving the communication, the recipient of this provision may appeal to the Assembly which decides definitively using the adversarial method.
3. In case of failure to pay the membership fee within the times prescribed by the Assembly or the Board of Directors, the member is automatically excluded from the association without the Board of Directors necessarily having to decide on his exclusion.

Art. 6 – Bodies of the Association.

1. They are bodies of the Association:
the Shareholders' Meeting
the Board of Directors
President
the supervisory body and/or the statutory auditor in the cases required by law
2. All social positions are elective and free.

Art. 7 – The Members' Assembly

1. The Assembly is the sovereign body of the Association and is made up of all its members. All members are entitled to express their vote at the Assembly as long as they are

up to date with the payment of the membership fee, if approved. The active electorate of minor members is attributed by law to those exercising parental authority over them.

2. The Assembly is chaired by the President of the Association or, in his absence, by the Vice-President.
3. The Assembly must be convened by the President at least once a year for the approval of the budget and final balance sheet, or if at least one tenth of the members request it. The Assembly can be convened by the President whenever he deems it necessary or at the request of at least 1/10 of the members.
4. The Assembly is convened by written communication sent to individual members or by a notice posted at the Association's headquarters at least fifteen days before the date set for the Assembly. The notice must contain an indication of the place, day and time of the meeting and the topics discussed.
5. The Assembly decides by majority vote of the members present, in person or by proxy, provided they are up to date with the payment of the annual membership fee, if applicable.
6. Members can only be represented in the Assembly by other members, giving them written delegation. Each member may present no more than one written proxy.
7. Minutes of the Assembly meetings are drawn up, signed by the President and the secretary, which must be kept at the Association's headquarters, for free viewing by all members.

Art 8 – The ordinary Assembly.

1. The ordinary Assembly is duly constituted on first call with the presence of half plus one of the members, and on second call regardless of the number of members.
2. The Ordinary Assembly:
 - outlines the association policy guidelines of the association
 - determines the number, elects and revokes the members of the Board of Directors
 - decides on the responsibility of the members of the corporate bodies and promotes liability action against them
 - when required by law and if it deems it appropriate, elects and orders the revocation of the Board of Auditors or appoints and orders the revocation of the statutory auditing company
 - discusses and approves the report on the association's activity carried out and the final balance sheet proposed by the Board of Directors
 - discusses and approves the activity programs and the budget proposed by the Board of Directors
 - discusses and approves any implementing regulations that govern the life of the Association
 - decides on other objects attributed by law, by the deed of incorporation or by the statute to its competence.

Art 9 – The Extraordinary Assembly.

1. The extraordinary Assembly is duly constituted on first call with the presence of at least 2/3 of the members, and on second call with the presence of at least half of the members, except as provided for in the event of dissolution of the Association.
2. The Extraordinary Assembly:
 - modifies the statute of the association, upon proposal of the Board of Directors or at least one third of the members
 - decides on the dissolution and liquidation of the Association at the same time as the devolution of its assets to other third sector bodies with similar objectives or, failing that, to the Fondazione Italia Sociale.
 - It is competent to carry out all the functions of the Ordinary Assembly and all those attributed to it by law according to the art. 25 of Legislative Decree 117/2017
3. The change of the headquarters of the Association does not require the deliberative quorums referred to in the first paragraph of this article.

Art. 10 – Board of Directors.

1. The Association is administered by a Board of Directors made up of a minimum of three and a maximum of seven members elected by the ordinary Assembly from among the members, for a period of three years with the possibility of being re-elected. The power of representation attributed to directors is general. The limitations of the power of representation cannot be enforced against third parties if they are not registered in the Single National Register of the Third Sector or if it is not proven that the third parties were aware of them.

2. The Board of Directors appoints among its members the President of the Association, the Vice-President and the Secretary.
3. The Board of Directors meets at least four times a year, upon convocation by the President or when at least one third of its members request it. To be valid, the resolutions of the Council must be taken with the participation of the majority of its members and by a majority of votes validly expressed.
4. The Board of Directors has the following tasks:
 - prepare the report on the activity carried out and the final budget to be submitted for approval by the ordinary Assembly
 - prepare the Association's program of activities and the budget to be submitted for approval by the ordinary Assembly
 - determine the work program based on the guidelines contained in the general program approved by the ordinary Assembly, promoting and coordinating its activity and authorizing its expenditure
 - hire, if necessary, the personnel necessary for the functioning of the Association
 - accept or reject applications from aspiring members
 - decide, according to the provisions of art. 5 of this statute, the exclusion of a member
 - ratify, in the first subsequent session, the provisions within its competence adopted by the President for reasons of necessity and urgency.
9. In the event of termination of the office of one or more councilors, the Board of Directors provides for their subrogation by appointing the first non-elected ones according to the votes obtained in the assembly. In the event of termination of more than half of the directors, the President must without delay convene the ordinary Assembly for the re-election of the entire Board of Directors.

Art. 11 – The President

1. The President of the Association is elected by the Board of Directors from among its members by majority vote. He presides over the ordinary and extraordinary Assembly and the Board of Directors itself.
2. The President remains in office for as long as the Board of Directors and ceases from the same due to expiry of the mandate, voluntary resignation or possible revocation decided by the ordinary Assembly.
3. The President legally represents the Association towards third parties and in court.
4. The President carries out ordinary administration on the basis of the directives given by the Assembly and the Board of Directors; in case of necessity and urgency he can carry out acts of extraordinary administration which must be ratified by the Board of Directors at the first subsequent meeting. The President reports to the Board of Directors on the activities carried out.
5. The Vice-President of the Association replaces the President in all his duties whenever the latter is unable to exercise his functions.
6. The Secretary of the Association assists the President and the Vice-President in the administration of the Association, draws up the minutes of the Assembly and of the Board of Directors, takes care of the keeping of the company books and ensures their free viewing by the members according to the methods established by the 'art. 4 c. 4 of this Statute.

Art. 12 – Legal control and audit body

1. The Assembly appoints the Supervisory Body, even monocratic, if, for two consecutive financial years, two of the following limits are exceeded:
 - total assets of the patrimonial statute: €110,000.00
 - revenues, annuities, proceeds, income however determined: €220,000.00
 - employees employed on average during the financial year: 5 units
 2. The composition and functions of the Supervisory Body are those determined by the art. 30 of Legislative Decree 117/2017
 3. The Assembly appoints a Statutory Auditor or an auditing company registered in the appropriate register, if, for two consecutive financial years, two of the following limits are exceeded:
 - total assets of the patrimonial statute: €1,100,000.00
 - revenues, annuities, proceeds, income however determined: €2,200,000.00
 - employees employed on average during the financial year: 12 units
- Art. 12 bis – Company books

1. These are the Association's social books:
2. a) the membership book, containing the list of the Association's members;
3. b) the minutes book of the Assembly, containing the notices of convocation and the minutes of the Assembly;
4. c) the minutes book of the Board of Directors, containing the minutes of the Board of Directors;
5. d) the volunteer book containing the names of people who carry out non-occasional volunteering activities for the Association.
6. The company's books are kept by the Secretary of the Association.
7. The minutes of the Assembly and the Board of Directors must contain the date, the agenda, the description of the discussion of each item on the agenda and the results of any votes.
8. Each report must be signed by the President and the Secretary.

Art. 13 – The economic resources of the Association

1. The Association draws the economic resources for the functioning and carrying out of its activities from:
 - membership fee, if foreseen by the Assembly
 - extraordinary contributions, donations and bequests from members and others
 - contributions and reimbursements paid by public administrations, under an agreement or accreditation regime or as financing for projects or activities
 - contributions from international bodies
 - revenue deriving from activities of general interest pursuant to art. 5 Legislative Decree 117/2017 as specified and listed in the art. 2 of the Statute, within the limits of the reimbursement of expenses actually incurred and documented increased by 5% as provided for by the art. 24-ter c. 3 of Law 136/2018.
 - proceeds deriving from activities carried out without the use of professionally organized means for the purposes of competition on the market, from the sale of goods acquired from third parties free of charge, proceeds deriving from the transfer of goods produced by clients and volunteers provided that the sale is carried out directly by the Association without intermediaries, proceeds deriving from the provision of food and drinks on the occasion of occasional gatherings, events, celebrations and the like.
 - assets owned by the Association, both movable, registered and unregistered, and immovable
 - any other income that contributes to increasing the company's assets, provided that it is permitted by law or regulations.
2. The amount of the membership fee, if decided by the ordinary Assembly, is established by the Board of Directors. The member has no right to the fee or contributions paid, nor can he request their refund in the event of his withdrawal or exclusion or in the event of dissolution of the Association.

Art. 14 – Prohibition on distribution of profits

1. The Association, during its life, cannot distribute, even indirectly, profits or operating surpluses however denominated, as well as funds, reserves or capital, unless the destination or distribution is imposed by law.
2. The Association has the obligation to use any profits or operating surpluses to carry out institutional activities and in any case in compliance with the provisions of the law and regulations.

Art. 15 – The Association's budget

1. The Board of Directors manages the accounting records of the Association in full compliance with the provisions of the art. 13 and art. 87 of Legislative Decree no. 117/2017.
2. The financial year of the Association opens on January 1st and closes on December 31st of each year.
3. For each financial year, a final balance sheet and a budget estimate are prepared.
4. The final budget drawn up in compliance with the Ministerial Decree referred to in art. 13, 3rd paragraph, of Legislative Decree 117/2017, if issued, must represent the financial situation of the Association and the management results, indicating the income and expenses incurred during the year. A mission report must be attached to the final budget which represents the budget items, the economic and management performance of the

entity and the methods of pursuing the statutory objectives and which documents the secondary and instrumental nature of the various activities, if carried out. The budget drawn up in accordance with the Ministerial Decree referred to in art. 13, 3rd paragraph, of Legislative Decree 117/2017, if issued using the same model used for the final budget, contains the expenditure and revenue forecasts for the following annual financial year.

5. The financial statements are prepared by the Board of Directors and deposited at the Association's headquarters, for free viewing by all members.
6. The financial statements are approved by the ordinary Assembly, having heard the report and opinions expressed by the Auditor, within four months of the end of the financial year to which the final financial statement refers.

Art. 16 – Volunteer insurance

1. All people who carry out non-occasional voluntary work for the Association are insured for illness, accident and civil liability.
2. The Association, subject to resolution of the Board of Directors, can insure itself for damages arising from its contractual and non-contractual liability.

Art. 17 – Conventions

1. The Association can stipulate agreements with other bodies and individuals. The object of these agreements must be compatible with the program of activities, referred to in art. 10, 4th paragraph, of this statute, approved by the Members' Assembly. The agreements are stipulated by the President as the legal representative of the Association, following a resolution of the Board of Directors, which also determines the methods of implementation. A copy of each agreement is kept at the Association's headquarters.

Art. 18 – Employees and collaborators

1. The Association can hire employees and can benefit from the work of self-employed workers, within the limits set by the art. 33 of Legislative Decree 117/2017 provided they are not members of the Association. The relationships between the Association and its employees and collaborators are governed by the law and the collective agreement applicable to each relationship.

Art. 19 – Dissolution of the Association

1. The dissolution of the Association is decided by the regularly constituted Extraordinary Assembly with the presence of $\frac{3}{4}$ of the members both in first and second call.
2. In the event of extinction or dissolution of the Association, the residual assets are donated, subject to the positive opinion of the office referred to in the art. 45 paragraph 1 of Legislative Decree 117/2017 and unless otherwise required by law, to other third sector bodies that have similar associative purposes or, failing that, to the Fondazione Italia Sociale. Pursuant to art. 9 Legislative Decree 117/2017, the corporate body competent to decide on its destination is the Shareholders' Meeting, convened according to the art. 9 c. 2 of this statute, which together with the dissolution resolution identifies the destination of the residual assets.

Art. 20 – Applicable law

1. For anything not provided for in this statute, reference is made to the relevant legislative provisions contained in the so-called Third Sector Code.

Mantua, 27 August 2022.

Registered at the Mantua Revenue Agency office at no. 1943 on 08/09/2022.