

## FONDAZIONE ITS STATUTE

### Article 1 – Title and headquarters

1. A foundation named “Fondazione ITS” has been established. It incorporates the ideals of its predecessor the Eve Cultural Association Creativity Research Lab, continuing the creative path blazed by the former in developing and managing the ITS Contest, now more than twenty years old, and carrying forward the former’s commitment to develop the ITS Arcademy project in Trieste.
2. The Foundation's registered and operational headquarters are located in Trieste, Italy.

### Article 2 – Scope

The Foundation’s main scope is to carry out cultural and artistic activities.

### Article 3 – Purpose

The Foundation's main purpose is to carry out the following activities:

- a) planning, organising, producing and supporting creative events, permanent exhibitions and shows and special projects in the fields of fashion design, photography, graphics, video art, theatre and music, as well as new emerging forms of contemporary art that are awaiting recognition, through international research work, including work carried out in schools dedicated to the study and development of creativity;
- b) organising and promoting cultural initiatives with a specific focus on social aspects, integration and exchange between different sociocultural and national ventures as well as the study and pursuit of environmentally-sustainable artistic creations;
- c) carrying out educational activities in general, organising and promoting educational and training courses in appropriate exhibition spaces adopting interactive, multisensory approaches in multifunctional rooms equipped to stage educational labs, workshops, and training meetings with the world of international fashion, culture and creativity. Organising higher education undergraduate and postgraduate courses in the sector of international fashion and creativity, with lecturers from all over the world.
- d) organising and promoting internships, workshops, conventions and conferences, seminars, training courses and multimedia projects on fixed media and on-line, managing publishing, bibliographic, discographic, audiovisual and communication ventures inherent to the Foundation's aims, on its own behalf or on behalf of third parties;
- e) designing, organising and collaborating in, and providing consultancy in the audiovisual and advertising field, at events, exhibitions, fairs, shows and any other activity aimed at promoting and disseminating contemporary culture and creativity;

The Foundation may carry out any activities that are instrumental or ancillary to the achievement of its purpose, provided this is not done in a prevalent manner.

## Article 4 – Assets

The Foundation's assets consist of its endowment fund and its operating fund.

The endowment fund, in excess of EUR 300,000.00 (three hundred thousand point zero zero), consists of:

- contributions, for any reason whatsoever, of money, securities or other movable or immovable assets, or other utilities usable for the pursuit of the institutional purposes, made when the Foundation was established;
- movable and immovable property, donations or contributions that will be received by the Foundation for any reason whatsoever with the specific purpose of increasing its assets.

The management fund consists of:

- revenues and income from the Foundation's assets and activities;
- movable and immovable property, donations, any proceeds, non-monetary contributions, donations, legacies or other benefits intended for the implementation of the statutory purposes and not expressly earmarked to increase its assets;
- revenues from institutional, ancillary, instrumental and related activities;
- funds collected, including in an organised and continuous manner, as well as by means of public appeals or through the sale or provision of goods or services of modest value.

The Foundation may carry out fund-raising activities in order to finance its activities in the general interest, including by means of public appeals or through the sale or provision 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 truthfulness, transparency and fairness in relations with supporters and the public, in accordance with applicable legal principles.

The Foundation may receive funding with the lender being entitled to repayment of the financed capital, in accordance with the law.

It is expressly forbidden to distribute or allocate, even indirectly, the initial endowment fund and any reserves voluntarily established to maintain their real value.

## Article 5 – Income

The Foundation can call on the following income for the pursuit of its aims:

- a) income derived from the assets referred to in Article 4;
- b) contributions and donations from third parties, including public and private entities, intended for the pursuit of the statutory aims and not specifically linked to the increase of assets;
- c) income from any related or ancillary activities.

## Article 6 – Governing body of the Foundation

The Foundation's governing body is made up as follows:

- a) President
- b) Vice President;
- c) Save Creativity! committee

- d) Advisory Board;
- e) Board of Directors;
- f) the Executive Committee, if established by the Board of Directors;
- g) The Board of Statutory Auditors.

A Secretary General may be appointed.

## Article 7 – President

The President is the legal representative of the Foundation vis-à-vis third parties and in court, with the capacity to grant special powers of attorney for the performance of certain acts or categories of acts.

The President – with the exception of the first, appointed by the Founders with the Foundation's deed of establishment – is appointed by the Board of Directors from among its members by open ballot, within eight days of the expiry or termination for any reason of the predecessor's term of office.

The President:

- a) summons and chairs the Board of Directors and, where established, the Executive Committee and any other collegial body of the Foundation unless otherwise provided;
- b) takes charge of implementing the resolutions of the Board of Directors and, where constituted, of the Executive Committee and maintains relations with the authorities and public administrations and third parties in general;
- c) signs acts and whatever is necessary for the conduct of all current business;
- d) oversees the proper administration of the Foundation, ensures compliance with the statutes and promotes their reform when necessary;
- e) in case of necessity and urgency, adopts any appropriate provision, submitting it to the Board of Directors for ratification at its first subsequent meeting.

An honorary President, who has no management functions, may also be appointed for periods other than the term of the Board of Directors or for life.

## Article 8 – Vice President

The Vice President is appointed by the Board of Directors.

In the event of the absence or impediment of the President, his or her functions are exercised by the Vice President. If no Vice President has been appointed, the functions are exercised by the most senior Director and, if appointed at the same time, by the oldest Director.

In respect of third parties, the signature of the Vice President is full proof of the absence or impediment of the President.

## Article 9 – Save Creativity! committee

The Save Creativity! Committee is composed of:

- a) all the public and private entities that set up the Foundation by contributing a share of the initial endowment fund;
- b) a representative of the Region of Friuli Venezia Giulia;
- c) all public and private entities that are subsequently attributed the status of “Member of the Save Creativity! Committee” by the Board of Directors, which undertake to contribute to the achievement of the Foundation’s purposes, by granting the Foundation financial endowments or contributions to its assets fund, with or without constraints regarding their use, for a minimum value determined from time to time by the Board of Directors.

The Save Creativity! Committee appoints no more than two (2) members to the Board of Directors.

The Save Creativity! Committee expresses a binding opinion on any amendment to the statute that implies changes to: a) the institutional purposes; b) the rules governing the Save Creativity! Committee; c) the criteria for appointing the Board of Directors.

The Save Creativity! Committee expresses a binding opinion on the return of the Foundation's assets in excess of the initial endowment fund in the event of the Foundation's dissolution.

The Save Creativity! Committee meets and operates according to regulations drawn up by the Foundation's Board of Directors.

## Article 10 – Advisory Board

The Advisory Board is made up of all public and private entities identified by the Board of Directors who can contribute to achieving the Foundation's aims, conferring on the Foundation a creative heritage that meets its ideals.

It meets and operates in accordance with regulations drawn up by the Foundation's Board of Directors.

## Article 11 – Board of Directors

The Board of Directors consists of at least five (5) and no more than eleven (11) members, including the President of the Foundation, upon a decision of the outgoing Board, after consultation with the Board of Auditors.

Three months before the Board's term of office expires, the outgoing President of the Foundation summons the Board and asks it to propose new candidates as Board members.

Within the same time frame, the outgoing President summons the Save Creativity! Committee, calling on it to propose one or two new Board member candidates.

Two months before Board's term expires, the President will submit the complete list to the Founders, if any, who will have fifteen days to submit any comments, which will be binding.

Within one month following the deadline, the President will summon the Board to appoint the candidates, considering the binding comments of the Founders.

The members of the Board of Directors are appointed without any limitations as to their mandate, remain in office for 5 (five) years and their term of office expires upon the approval of the financial statements for the last financial year.

If one or more members of the Board of Directors ceases to hold office for any reason, they shall be replaced by new members co-opted by the Board of Directors on the recommendation of the Board or the Save Creativity! Committee, depending on the origin of the appointment; they shall remain in office until the expiry of the term of office of the members thus replaced.

Members of the Board of Directors may be re-appointed until the age of 80.

The members of the Board of Directors perform their roles without remuneration, except for the reimbursement of expenses incurred and approved by the Board.

## Article 12 – Ineligibility, disqualification and exclusion

The following cannot be members of the Board of Directors:

- a) persons not in one the conditions described in Article 2382 of the Italian Civil Code;
- b) current employees of the Foundation.

Members of the Board of Directors are dismissed from office after three consecutive unexcused absences from meetings.

The following are grounds for exclusion from the Board of Directors:

- (a) non-compliance with the statutory rules and regulations issued;
- (b) having committed acts that damage the Foundation's assets or image;
- (c) the occurrence of any of the causes referred to in paragraph 1 of this Article that is not removed within thirty days of its occurrence.
- (d) Exclusion must be decided by an absolute majority of the Board of Directors and is final.

## Article 13 – Powers

The Board of Directors is vested with all powers of ordinary and extraordinary administration of the Foundation:

- a) to appoint the members of the Board and elect the President and Vice President of the Foundation;
- b) to establish, if deemed appropriate, an Executive Committee and to appoint its members;
- c) to set up Advisory Boards and Scientific or Technical Committees, also composed of members from outside the Board of Directors, to carry out cultural, informative, investigative and preliminary activities;
- d) to adjudicate on matters and acts submitted to it by the Executive Committee, if one has been established;
- e) to adjudicate on any amendments to this Statute with the favourable vote of the absolute majority of the Directors in office;

- f) to draw up and approve, by December of the current year, the budget for the following year and, by April, the balance sheet for the previous year;
- g) to establish general guidelines for action and decide on the allocation of the Foundation's funds;
- h) to establish guidelines for the investment of the Foundation's assets;
- i) to delegate specific functions or the performance of specific acts or categories of acts to the President, to individual members of the Board or groups thereof, or to the Executive Committee or the Secretary General;
- j) to approve any internal regulations;
- k) to appoint a Secretary General when necessary and when the Founders have not done so;
- l) to set up a register of the Members of the Save Creativity! Committee, which contains the names of those who have allocated and will allocate significant financial resources to the Foundation;
- m) to resolve, with the favourable vote of at least 3/4 (three quarters) of the Directors in office, on the dissolution of the entity and return of its assets, as well as on its merger with other similar entities.

## Article 14 – Meetings

The Board of Directors normally meets in ordinary session every three months and whenever the President deems it necessary or upon written request of at least one third of the Directors in office, with an indication of the agenda.

The Board of Directors is convened by the President by sending the members of the Board of Directors and the Board of Auditors a notice containing a list of items on the agenda by registered letter or e-mail; the notices must be delivered to the interested parties at least five (5) days or, in urgent cases, at least forty-eight hours before the meeting is to be held.

Meetings of the Board of Directors are valid if a majority of the members in office are present.

Meetings of the Board of Directors may also be held online or by videoconference, provided that all participants can be identified and that they are allowed to follow the discussion and intervene in the discussion of the topics addressed in real time. If these prerequisites are met, the Board meeting is deemed to take place in the place where the President and the secretary of the meeting are located, so that the minutes can be drawn up and signed.

Resolutions must be passed by a majority of those present, excluding abstentions from the count. In the event of a tie, the President's vote prevails.

## Article 15 – Executive Committee

The Executive Committee, if formed by the Board of Directors, consists of 3 to 5 members and is composed of the President and members appointed by the Board of Directors from among its members.

The Executive Committee is responsible, by delegation and under the control of the Board, for the functions of ordinary administration as identified by the Board of Directors.

Meetings of the Executive Committee are summoned by the President every two months as a rule, as well as whenever he or she deems it necessary or at least half of its members request it; a notice of the meeting, contain-

ning the matters to be discussed, is delivered to the interested parties, by registered letter or email, at least three days and, in urgent cases, at least twenty-four hours before the meeting.

Meetings of the Executive Committee may also be held online or by videoconference, provided that all participants can be identified and that they are allowed to follow the discussion and intervene in real time in the discussion of the topics addressed. If these prerequisites are met, the Committee is deemed to be held in the place where the chair and secretary of the meeting are located, so that the minutes can be drawn up and signed.

Meetings are validly constituted if a majority of the members of the Committee is present. Outsiders may be invited to attend at the invitation of the President.

Resolutions must be passed by an absolute majority of those present. In the event of a tie, the President's vote prevails.

## Article 16 – Board of Statutory Auditors – Supervisory Body

The Board of Statutory Auditors consists of three full members and two alternates, at least two of whom are appointed from among those entered in the register of auditors, in the first instance by the Founders and then by the Board of Directors.

The Board of Auditors must monitor the administration of the Foundation, supervise compliance with the law and the statute, respect for the principles of proper administration and, in particular, the fitness of the organisational, administrative and accounting structure adopted by the Foundation and its actual running. It must prepare reports to the financial statements.

The President of the Board of Auditors is appointed in the first instance by the Founders and then by the Board of Directors.

The Statutory Auditors attend meetings of the Board of Directors and may be invited by the President to meetings of the Executive Committee if appointed.

The Board of Statutory Auditors remains in office for three financial years and its members may be reappointed. Its members may only be dismissed for just cause.

Statutory auditors are remunerated at the minimum rate laid down for chartered accountants.

In the case of the appointment of a statutory auditor, the Board of Statutory Auditors will perform this function if the members are registered in the register pursuant to Legislative Decree no. 39/2010.

## Article 17 – Duties of the Statutory Auditor

If a statutory auditor is appointed or required to be appointed, the statutory auditor is tasked with periodically verifying the formal and substantive regularity of the accounts. For the statutory audit of the Foundation, the provisions of Legislative Decree No 39/2010 apply.

The remuneration of the statutory auditing body is established pursuant to Article 10 of Legislative Decree 39/2010.

## Article 18 – Secretary General

If the position exists, the Secretary General is appointed by the Board of Directors.

The Secretary General, if appointed, is the head of the Foundation's staff and ensures its orderly and continuous operation; he or she works with the President or his or her delegate:

- a) in preparing the Foundation's activity programmes and presenting them to the governing bodies, as well as subsequently monitoring the results;
- b) in implementing the resolutions of the Board of Directors and the Executive Committee and in preparing the budget and final accounts;
- c) potentially attending meetings of the Board of Directors and, if constituted, of the Executive Committee, instructing the meetings and, if required, drafting the minutes thereof.

## Article 19 – Minute Books

The minutes of the resolutions of the Board of Directors and, if constituted, of the Executive Committee, must be transcribed in chronological order in a special register and signed by the President and the Secretary of the meeting.

The minutes of the Board of Auditors must be transcribed in a special register.

## Article 20 – Accounting records and financial year

The Foundation is required to draw up financial statements.

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

By the month of April, the Board of Directors must adjudicate on the draft financial statements presented by the directors, in the presence of the supervisory body and the auditing body, if appointed.

## Article 21 – Operating Profit and Surplus

Profits and surpluses must be used exclusively for the implementation of institutional and directly related activities.

The distribution, even indirectly, of profits and operating surpluses, funds and reserves, however they are referred to, to employees and collaborators, directors and other members of the corporate bodies is prohibited, even in the event of withdrawal or any other type of individual termination of the relationship.



## Article 22 – Termination

In the event of termination or dissolution, the remaining assets shall be returned, unless otherwise required by law or by the statute, to another foundation or association with similar purposes based in the Friuli Venezia Giulia Region or, failing that, to the Friuli Venezia Giulia Region.

The return will take place following a resolution of the Board of Directors, which will also appoint a liquidator, if necessary.

## Article 23 – Final regulations

For all matters not provided for herein, the legal provisions in force shall apply, as far as they are applicable.