

# **STATUTE**

## **FONDAZIONE ITALIA PATRIA DELLA BELLEZZA**

### **Article 1**

#### 1. The Foundation

“ITALIA PATRIA DELLA BELLEZZA”

with offices in Milan, in via Vigevano 41, was constituted by Maurizio Nicolis Di Robilant in partnership with Giovanni Lanzone, Matteo Farneti, Marco Fanfani, Paolo Anselmi, Diego Maria Visconti, Andrea Illy and Edoardo Andreoli.

2. Delegations and offices may be constituted in Italy and abroad in order to carry out, secondarily and instrumentally with respect to the Foundation's aims, promotional and development activity as well as increase the Foundation's support network of national and international relationships.

3. The Foundation is a not-for-profit and may not distribute profits.

### **Article 2**

#### Foundation Aims

1. The Foundation is a not-for-profit and exclusively committed to promoting aims of public use in the area of the general valorisation of Italy, such as
  1. carrying out and promoting study, research and documentation of significant cultural and artistic value;
  2. training, educating and instructing the population with an eye towards defending Italy's artistic, monumental, cultural and environmental heritage;
  3. protecting and valorising nature and the environment, excluding the usual collection and recycling of special, dangerous and city waste as per Article 7 of Legislative Decree 5 February 1997, no. 22;
  4. the activity of the general valorisation of Italy consists, in particular, in:
    - a. promoting, fostering, uniting and spreading initiatives for the relaunch, in Italy and abroad, of the country's image through the broader valorisation of its cultural, touristic and production sectors;
    - b. spreading greater awareness among Italians of the country's heritage of beauty;
    - c. promoting the education of children and adolescents, including through the circulation of and familiarity with new computer tools, in order to contribute to their training, instruction and culture in connection to Italy's heritage of beauty;

- d. fostering and promoting opportunities for interaction and dialogue between private entrepreneurs, public institutions, academic and scientific institutions, foundations and associations, professionals and the community at large to develop shared strategies for valorising Italy and defending and relaunching its artistic, cultural and environmental heritage.

### **Article 3**

Instrumental, Secondary and Connected Activities

Towards the achievement of its aims, the Foundation may, among other things:

1. administer and manage assets in its possession, whether as owner, lessor or bailee;
2. share in public and private associations, foundations, organisations and institutions the activity of which its directly related to the pursuit of the Foundation's aims as cited above in Article 2; the Foundation may, as it sees fit, contribute to the constitution of such bodies;
3. constitute or share in companies that instrumentally and exclusively carry out activity directed towards pursuing the statutory aims;
4. promote and organise seminars, training courses, events, conferences and meetings, publishing the relative acts or documentation, and any initiative suited to favouring organised contact between the Foundation, national and international specialists and bodies, the relative staff and the public;
5. directly or indirectly manage spaces used for the aims cited above in Article 2;
6. draw up agreements for entrusting part of the activity to third parties;
7. institute prizes and scholarships;
8. carry out, secondarily and instrumentally with respect to the pursuit of the institutional aims, commercial activity, including in connection with the publishing industry, in conformity with current law, and audiovisual aids in general;
9. carry out fund raising activity aimed to support the Foundation's activities and projects, using all available means, including possible publications aimed to educate, raise awareness among and inform people about the Foundation's aims;
10. carry out any other appropriate activity, which is to say activity that supports pursuit of the institutional aims.

### **Article 4**

Vigilance

The competent authorities monitor the Foundation's activities in conformity with the Civil Code and relevant special legislation

## **Article 5**

### Assets

The Foundation's assets comprise:

- the endowment fund;
- monetary gifts, gifts of movables, immovables and other benefits;
- movables and immovables that come to the Foundation in any way, including those acquired by same in accordance with the norms of the present Statute;
- donations made by organisations or private parties for the express purpose of increasing the Foundation's assets;
- the unused part of revenue possibly earmarked for increasing the Foundation's assets;
- contributions to the Foundation's assets from the European Union, the Italian State, regional organisations and other public bodies.

## **Article 6**

### Operations Fund

1. The Foundation's operations fund comprises:
  - revenue and income deriving from the Foundation's assets and activity;
  - donations and bequests that are not expressly earmarked for the Foundation's assets;
  - other contributions, in any form, from the state, regional bodies or other public bodies, or from private individuals, natural persons, corporate bodies or organisations;
  - revenue from secondary, instrumental and connected institutional activities.
2. The Foundation's income and resources will be used for the functioning of the Foundation itself and the realisation of its aims.

## **Article 7**

### Fiscal Year

1. The fiscal year begins on 1 January and ends on 31 December of each year. By 30 April of each year, the president approves the final balance for the year that ended the previous 31 December. When special circumstances require it, the president approves the final balance by 30 June.
2. During the life of the Foundation, it is prohibited to distribute profits, surplus operating funds, other funds or reserves, unless the allocation or distribution is required by law.

## **Article 8**

### Foundation Governance

- Foundation President
- Advisory Board
- Board of Auditors

## **Article 9**

### President

1. The first President of the Foundation was appointed in the memorandum of association and will remain in office until his resignation. The subsequent President will be appointed by the outgoing President and so on in perpetuity. The President thus appointed will remain in office for five fiscal years and may be re-appointed for no more than one further consecutive term. If the outgoing President cannot or does not wish to appoint a successor, the Advisory Board shall see to the appointment.
2. The President is the legal representative of the Foundation in dealings with third parties, and acts this administrative or jurisdictional authority, appointing lawyers.
3. The President handles relations with organisations, institutions, state agencies, private businesses and other bodies, including with the aim of forming partnerships and securing support for the Foundation's individual initiatives.
4. The President is in charge of the ordinary and extraordinary administration of the Foundation, defines its goals and programmes in observance of its aims and sees to its management.
5. In particular, the President:
  - annually establishes the general lines of the Foundation's activity, in conformity with the aims and activities cited above in Articles 2 and 3;
  - prepares and approves the final balance;
  - decides on the acceptance of inheritances, bequests and donations;
  - institutes the Advisory Board, pursuant to Article 10 of this statute
  - appoints, when appropriate, a Secretary to support the President in the operational and administrative management of the Foundation, establishing the Secretary's duties as well as the duration and nature of the position at the time of the appointment;
  - institutes, when necessary, committees and/or commissions, establishing their duties, number of members and modes of operation
  - identifies, when appropriate, modes of participation and membership in the Foundation;
  - decides modifications to the statute;
  - decides on the proposal to the competent authority for the dissolution of the Foundation and devolution of its assets;
  - carries out all other duties assigned by the present statute.

## **Article 10**

### Advisory Board

1. The Advisory Board is made up of a variable number of members, from a minimum of 3 (three) to a maximum of 11 (eleven), appointed by the President and selected in view of their usefulness and prestige for the Foundation. The appointed members will remain in office for five fiscal years and may be re-appointed.
2. The following may participate as guests in the Advisory Board: the Secretary, where appointed, the Chartered Accountant and the members of the various departments and/or any instituted advisory committees.
3. The Advisory Board is an institutional body that discusses and analyses the Foundation's activity and proposes new initiatives and assessments, with the aim of fostering the broadest possible sharing of the Foundation's directions and gathering all contributions of use to the pursuit of the Foundation's aims.
4. The Advisory Board is also presented with the Foundation's activities and lines of development as well as its goals and programmes. Towards this end, the Advisory Board may formulate proposals and advisory opinions.
5. The Advisory Board also appoints the Chartered Accountant, pursuant to Article 11.
6. The Advisory Board is convened by the President, using any appropriate means that provide proof of receipt, and its meetings are valid independent of how many members are present. The meetings are presided over by the President of the Foundation. Votes are decided by a simple majority; in the case of a tie, the vote of the President is determinant.

## **Article 11**

### Chartered Accountant.

1. The Chartered Accountant is appointed by the Advisory Board and selected from among those listed on the register of Chartered Accountants. If the Advisory Board, for whatever reason, does not proceed with this appointment, it will be made, upon the President's request, by the President of the Ordine dei Dottori Commercialisti, Milan.
2. The Chartered Accountant ensures that the account books are kept up to date, examines the budget proposals, drawing up special reports, and carries out cash inspections.
3. The Chartered Accountant may participate, without the right to vote, in the meetings of the Advisory Board.
4. The Chartered Accountant remains in office for five fiscal years and may be re-appointed.

**Article 12**

## Dissolution

1. In the case of the dissolution of the Foundation, its assets will be transferred, with a resolution by the President, who will also appoint the liquidator, to a different organisation with similar aims or for purposes of public use.
2. Upon the dissolution of the Foundation, the assets entrusted to it with authorisation for use, in bailment or any other form of concession shall be returned to the granting subjects.

**Article 13**

## Reference Clause

1. Anything not covered by the present statute is subject to the Italian Civil Code and current regulations.