

**STATUTE**  
**FONDAZIONE INTERNAZIONALE LUMEN ETS**

**ART. 1 - Constitution, name and discipline**

In accordance with Italian Legislative Decree 117/2017, the Civil Code and relevant regulations, the Third Sector Entity named, Fondazione Internazionale LUMEN ETS, which takes the legal form of a foundation, is established. As a result of its registration in the Registro Unico del Terzo Settore, established pursuant to Legislative Decree 117 /2017, the Entity, hereinafter referred to as "foundation", is obliged to include the acronym "ETS" or the wording "Ente del Terzo Settore" in its corporate name and to use it in its deeds, correspondence and communications to the public. The foundation has its registered office in the municipality of San Pietro in Cerro (PC) in strada provinciale per Polignano 5/13 - Italy. The transfer of the registered office within the same municipality may be decided by the governing body and does not entail a change in the bylaws, but the obligation to notify the competent offices.

**ART. 2 - Aims**

The foundation promotes:

- a. the experimentation of life models consistent with a cultural, social and economic paradigm shift towards a healthier, more harmonious, equitable and sustainable human society;
- b. the dissemination, on a national and international level, of intentional sustainable communities that put into practice on a daily basis healthy lifestyles and eco-compatible choices and that are a concrete and lasting expression of a bottom-up change in the cultural, social and economic paradigm;
- c. serene, satisfying and happy human coexistence realised through an optimistic view of life that translates into positive thoughts and actions with respect to oneself and others;
- d. solidarity-based behaviours that lead to taking special care of those people who have greater difficulties, linked to health, cultural, economic and social conditions;
- e. the valorisation and reactivation of the material and immaterial cultural heritage represented by the Traditional and Complementary Medicines, and the collaboration between practitioners of Traditional and Complementary Medicines and practitioners of Conventional Medicine;
- f. the monitoring and valorisation of the results of health promotion and environmental sustainability interventions, also in terms of the relationship between cost and efficacy, and the comparison of these results with the most up-to-date scientific evidence of efficacy, taking into account evidence-based prevention [EBP] and evidence-based health care [EBHC] and with innovative tools that are more in tune with the complexity of the human being, far from being a linear system;
- g. a harmonious relationship with matter, favouring the in-divided and con-divided use of resources, goods and services;
- h. self-sufficiency and self-management, in all fields, favouring economic activities consistent with a new circular economic-social model in which market logic is inseparable from environmental sustainability, ethics, solidarity and the mutual exchange and which allows for the experimentation of a new paradigm also in labour relations;

i. research and dialogue in the cultural, ethical and spiritual field, beyond the different socio-cultural, linguistic, national and religious affiliations.

The foundation bases its action on the following principles and awareness:

- i. every personal action, whether tangible or intangible, explicit or tacit, influences oneself, others and the environment;
- ii. every human being, like every form of life, is unique and inseparable from the environment in which he or she is embedded;
- iii. the harmonious development of the human being is pursued through the balanced growth of the various planes that make up the human being (physical, emotional, rational and spiritual) and self-knowledge;
- iv. the person's inner growth is useful and fundamental for the community in which he or she is inserted just as the community's inner growth is useful for the individual person;
- v. for a prosperous and joyful coexistence it is fundamental to cultivate healthy and deep relationships and transform conflictual situations into opportunities for dialogue and growth;
- vi. respect for and appreciation of diversity represents an opportunity for personal and collective growth; a potential that is not only useful, but also necessary;
- vii. the value of sharing is rooted in the quality of relationships that, lived with depth, transparency and sincerity, generate trust in oneself, in others and in life and produce a virtuous circuit capable of nourishing sharing itself;
- viii. health, both from a personal point of view and from a global point of view, is the fruit of healthy daily lifestyles and mainly of: healthy diet, moderate physical activity, healthy and profound relationships with others and with oneself through a concrete work of personal growth capable of reducing global chronicity, encouraging experimentation outside one's comfort zone and increasing resilience;
- ix. information, training, experimentation and research are true values for personal growth and for the whole, capable of promoting knowledge, a culture of health and good daily practices;
- x. the education of new generations, the transmission of human values and their further development make it possible to sustain and make replicable a healthy model of society useful for the evolution of man and the planet.

### **ART. 3 - Activities**

The foundation pursues non-profit, civic, solidarity and socially useful purposes, linked to the founding principles set out in art. 2, through activities to be carried out on a national and international scale.

In particular, the foundation was established for:

1. the creation and management of services to support the sustenance, dissemination, growth and networking of intentional sustainable communities on a national and international scale;
2. the creation and management of facilities for the care of minors within intentional sustainable communities, combined with the promotion and management of territorial networks of family support and educational activities in support of minors;
3. the management of national and international initiatives aimed at promoting health and environmental sustainability, combined with advocacy activities at local, regional, national,

European and international institutions; and in general, it pursues its aims through the exercise, exclusively or principally, of the following activities of general interest within the meaning of Article 5 of Legislative Decree 117/2017 Legislative Decree 117/2017:

- a. social interventions and services pursuant to Article 1, paragraphs 1 and 2, of Law No. 328 of 8 November 2000, as amended, and interventions, services and benefits pursuant to Law No. 104 of 5 February 1992, and Law No. 112 of 22 June 2016, as amended [Art. 5 paragraph 1 letter a) of Legislative Decree 117/2017];
- b. health interventions and services [Art. 5 paragraph 1 letter b) of legislative decree 117/2017];
- c. social-health services pursuant to the Decree of the President of the Council of Ministers of 14 February 2001, published in the Official Gazette no. 129 of 6 June 2001, and subsequent amendments [art. 5 paragraph 1 letter c) of legislative decree 117/2017];
- d. education, education and vocational training, pursuant to Law 28 March 2003, no. 53 of 28 March 2003, and subsequent amendments, as well as cultural activities of social interest with an educational purpose [art. 5 paragraph 1 letter d) of legislative decree 117/2017];
- e. interventions and services aimed at safeguarding and improving the conditions of the environment and the prudent and rational use of natural resources, with the exclusion of the activity, habitually exercised, of collecting and recycling urban, special and hazardous waste [art. 5 paragraph 1 letter e) of Legislative Decree 117/2017];
- g. university and post-graduate education [art. 5 paragraph 1 letter g) of legislative decree 117/2017];
- h. scientific research of particular social interest [art. 5 paragraph 1 letter h) of legislative decree 117/2017];
- i. organisation and management of cultural, artistic or recreational activities of social interest, including activities, including publishing, promoting and disseminating the culture and practice of volunteering and activities of general interest referred to in this article [art. 5 paragraph 1 letter i) of legislative decree 117/2017];
- j. organisation and management of tourist activities of social, cultural or religious interest [art. 5 paragraph 1 letter k) of legislative decree 117/2017];
- k. organisation and management of amateur sports activities [art. 5 paragraph 1 letter t) of Legislative Decree 117/2017];
- l. promotion of the culture of legality, peace among peoples, non-violence and unarmed defence [art. 5 paragraph 1 letter v) of Legislative Decree 117/2017];
- m. promotion and protection of human, civil, social and political rights, as well as of the rights of consumers and users of the activities of general interest referred to in this article, promotion of equal opportunities and mutual aid initiatives, including time banks referred to in Article 27 of Law No. 53 of 8 March 2000, and solidarity purchasing groups referred to in Article 1, paragraph 266, of Law No. 244 of 24 December 2007 [Article 5 paragraph 1 letter w) of Legislative Decree 117/2017];
- n. redevelopment of unused public assets or assets confiscated from organised crime [Art. 5 par. 1 letter z) of Legislative Decree 117/2017]. In order to pursue its purposes, the foundation may also join other bodies whose aims and methods it shares, as well as collaborate with public and private bodies in order to achieve its statutory aims. In any case, the foundation may

not be subject to management, coordination or control by public bodies and/or the other bodies referred to in Article 4 c. 2 of Legislative Decree 117/2017

#### **ART. 4 - Miscellaneous activities**

In accordance with Article 6 of Legislative Decree 117/2017, the foundation may engage in miscellaneous activities. D. 117/2017, activities other than those of general interest referred to in the previous article, provided that they are secondary and instrumental to the activities of general interest, and are carried out in accordance with the criteria and limits defined by the implementing decrees of D. Lgs. 117/2017 and the regulations in force.

#### **ART. 5 - Allocation of assets and prohibition on the distribution of profits**

The Foundation excludes any direct or indirect profit-making purpose, pursuant to art. 8 of Legislative Decree 117 /2017. /2017. The assets, including any revenues, income, revenue however denominated, are used to carry out the statutory activities for the exclusive pursuit of civic, solidarity and socially useful purposes. It is forbidden to distribute, even indirectly, profits or operating surpluses as well as funds, reserves or capital, however denominated, during the life of the organisation, to founders, workers and collaborators, directors and other members of the corporate bodies.

#### **ART. 6 - Assets**

The assets conferred with the initial endowment constitute the endowment fund and may be increased and/or replenished

- a. by contributions in cash or movable and immovable property, or other benefits that can be used for the pursuit of the purposes, made at a later date by the Founders and Supporters, if specifically allocated to increase the assets;
- b. movable and immovable property that the Foundation receives or will receive for any reason, including property purchased by the Foundation in accordance with the provisions of these Articles of Association, if specifically allocated to increase the assets;
- c. bequests and donations made to the Foundation by the Founders and Supporters, if specifically allocated to increase the assets.
- c. bequests and donations made by entities or private individuals specifically allocated to increase the assets and in any case intended for institutional purposes;
- d. unused portion of income that, by resolution of the Board of Directors, may be allocated to increase the assets;
- e. contributions from the European Union, the State, local authorities or other public bodies;
- f. surplus funds.

The Foundation achieves its purposes with the following economic resources:

- i. income from the above-mentioned assets;
- ii. income from activities of general interest (Article 5 of Legislative Decree 117/2017);
- iii. any contributions and donations from public and private entities, intended for the implementation of the statutory purposes;

- iv. any donations or testamentary provisions, which are not expressly allocated to the endowment fund;
- v. contributions, in any form whatsoever granted and disbursed, by Founders and Supporters;
- vi. income deriving from any other activities referred to in Article 6 of Legislative Decree 117/2017. When it appears that the minimum assets referred to in Paragraph 4 of Article 22 of Legislative Decree 117/2017 have decreased by more than one third as a result of losses, the governing body, and in the event of its inaction, the supervisory body, if appointed, must immediately resolve to reconstitute the minimum assets or to transform, merge or dissolve the organisation.

#### **ART. 7 - Founders**

The Founders are:

- a. the housing cooperative LUMEN RECREA scarl;
- b. the prevalently mutual labour cooperative VIS NATURAE scarl;

The Founders, convened by the President of the foundation, meet at least once a year to verify the activities carried out by the foundation and to provide mandatory but non-binding indications to the Board of Directors through minutes approved by a resolution passed by a majority of the Founders.

#### **ART. 8 - Supporters**

Supporters are all those, natural or legal persons, who wish to contribute to the achievement of the Foundation's purposes in accordance with the procedures established from time to time by the Board of Directors. Those who wish to become Supporters must apply to the Board of Directors, which will decide on admission at its sole discretion. This application must be accompanied by a declaration in which the candidate Supporter sets out the type and size of the contribution he/she promises to make to the Foundation. The status of Supporter is of indefinite duration, does not entail any obligation or right in relation to the organisation of the foundation, nor any power to exercise within the foundation, and does not entail any obligation beyond that of maintaining the promises of contribution, regardless of whether the contribution is made once or repeated annually. A list of the names of the Supporters is set out in the Supporters' Book. Supporters who fail to fulfil their pledge or who lose, in the sole judgement of the Board of Directors, those qualities on the basis of which their admission was decided, shall be excluded from the Foundation.

#### **Article 9 - Governing Bodies**

The following are the Foundation's Governing Bodies:

- Board of Directors
- Supervisory Body
- Auditing Body (if any - appointed when the conditions set forth in Article 31 of Legislative Decree 117/2017 are met)

The Governing Bodies are elective, have a five-year term of office and may be reappointed; any replacements made during the term of office shall lapse at the end of the term.

#### **ART. 10 - Board of Directors**

The Board of Directors consists of a minimum of three and a maximum of fifteen members appointed by the Founders. Article 2382 of the Civil Code shall apply. The directors shall carry out the fulfilments provided for in Article 26, c. 6 and 7 of Legislative Decree no. 117/2017. The Board of Directors governs the entity. The Board of Directors is validly constituted when the majority of the members are present and deliberates by a majority of those present; in the event of a tie, the President's vote prevails, provided that more than two members are present and voting. The Board of Directors meets, when convened by the President, at least twice a year and whenever deemed necessary, or when requested by at least one third of the members. In the latter case, the meeting must be held within twenty days of receipt of the request. The convocation must be sent in writing, also by email, with at least eight (8) days' notice, except in cases of exceptional urgency where the notice may be shorter. The unjustified absence of a director from more than three (3) consecutive meetings shall entail his/her immediate and automatic forfeiture of office. The replacement of each lapsed or resigning councillor shall be carried out according to the appointment procedures set out in paragraph 1 of this Article.

The Board of Directors has the following tasks, among others:

- a. elects the president and vice-president from among its members;
- b. administers the foundation;
- c. prepares the annual financial statements and, if applicable, the social balance sheet, and takes care of any further formalities required by law;
- d. implements the work programme, promoting and coordinating its activities and authorising its expenditure;
- e. takes care of the maintenance of the corporate books within its competence;
- f. decides on the initiation or termination of any employment contracts with staff;
- g. is responsible for the fulfilment of the obligations related to registration in the Third Sector Register and required by current legislation.

The power of representation conferred on directors is general. Limitations on the power of representation are not enforceable against third parties if they are not entered in the Registro Unico del Terzo Settore or if it is not proven that third parties were aware of them.

#### **ART. 11 - The President**

The Presidente of the foundation, who is also President of the board, is elected by the board from among its members by a majority of votes. His/her term of office coincides with that of the Board.

The Governing Body may remove him from office by a majority vote if he/she does not fulfil his/her duties under these statutes.

The president legally represents the foundation vis-à-vis third parties and in court. He convenes and presides over the meetings of the governing body (at least twice a year and whenever necessary). He carries out the ordinary administration on the basis of the directives of these bodies, reporting to the governing body on the activities carried out.

Only in the event of necessity can it take urgent measures, submitting them to resolution by the Governing Body at its next meeting and in any case within 30 days.

The Vice-President replaces the President in all his functions if the latter is prevented from exercising his duties.

### **ART. 12 - Supervisory Body**

The governing body provides for the appointment of a Supervisory Body. It may be single-member or alternatively composed of three full members and two alternates. Article 2399 of the Civil Code applies to the members of the Supervisory Body. The members of the Supervisory Body must be chosen from the categories of persons referred to in Article 2397(2) of the Civil Code. In the case of a collective supervisory body, the aforementioned requirements must be met by at least one of the members. If the Supervisory Body is also assigned the function of Legal Auditor, all members must be appointed from among persons entered in the Register of Legal Auditors.

The Supervisory Body:

- a. monitors compliance with the law, the statute and compliance with the principles of proper administration, also with reference to the provisions of Legislative Decree 231/2001, where applicable;
- b. supervises the adequacy of the organisational, administrative and accounting structure and its effective functioning;
- c. if the limits set out in Article 31 of Legislative Decree 117/2017 are exceeded, it may, upon decision of the administrative body, perform the statutory audit of the accounts
- d. performs tasks of monitoring compliance with civic, solidarity and socially useful purposes, having particular regard to the provisions of Legislative Decree 117/2017.
- e. certifies that the social report, where drawn up in the cases provided for in Article 14 of Legislative Decree 117/17, has been prepared in accordance with the guidelines referred to in the same article. The social report acknowledges the results of the monitoring carried out by the Supervisory Body.

The Supervisory Body may at any time carry out inspections and audits and, to that end, may request information from the directors on the course of the company's operations or on certain business affairs.

### **ART. 13 - Auditing Body**

It is appointed only in the cases envisaged in Article 31 of Legislative Decree 117/2017 or if the Board of Directors deems it appropriate. It is formed, in the event of appointment, by a statutory auditor or a statutory auditing company, registered in the appropriate register, unless the function is assigned to the Supervisory Body referred to in the previous article.

### **ART. 14 - Annual accounts**

The financial year begins on 1 January and ends on 31 December of each year.

The documents relating to the financial statements are prepared in accordance with the provisions of Legislative Decree 117/2017.

The financial statements are prepared and approved by the administrative body within six months of the end of the financial year to which they refer. After approval, the administrative body proceeds with the filing formalities required by Legislative Decree 117/2017.

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The governing body documents the secondary and instrumental character of the activities referred to in Art. 6 D. Lgs. 117/2017 as the case may be, in the mission report or in a footnote to the cash flow statement or in the notes to the financial statements.

**ART. 15 - Social Report**

When the conditions set out in Article 14 of Legislative Decree 117/2017 are met, the foundation draws up the social balance sheet and puts in place all the necessary fulfilments.

**ART. 16 - Compulsory books**

The foundation keeps compulsory corporate books pursuant to Legislative Decree 117/2017.

**ART. 17 - Transfer of assets in the event of dissolution**

In the event of extinction or dissolution, the residual assets shall be devolved, subject to the positive opinion of the Office pursuant to art. 45 D. Legislative Decree 117/2017 and unless a different destination is imposed by law, to other Third Sector entities, according to the provisions of the administrative body or, failing that, to the Italia Sociale Foundation.

**ART. 18 - Statute**

The foundation is governed by these bylaws, and acts within the limits of Legislative Decree No. 117 of 3 July 2017, its implementing rules and regulations.

The governing body may resolve on possible internal regulations for the more detailed regulation of organisational aspects related to the management of the foundation and the activities referred to in Article 3.

**ART. 19 - Final Provisions**

For matters not provided for in these statutes, reference is made to the relevant regulations in force.