

# Acceglio Foundation

The Foundation was established in 2012

## Art. 1

### CONSTITUTION:

Constituted as Legal Entity according to the Laws, see Art. 14 ff of Civil Code and Special Laws of the Republic

## HEAD OFFICE:

The Foundation has its head office in Acceglio (Cuneo), at the address chosen by the Executive Board. The changing of the Registered Office as well as the the constitution or dissolution of a task group may occur according to terms and measures in compliance with the applicable rules.

## Art. 2

## Art. 3

### AIMS:

Promoting  
Sustaining  
Safeguarding  
Cultural, Social,  
Environmental  
development of  
the village of  
Acceglio (CN)

### STRATEGY:

Constitution and management of values such as: material assets, property deeds, cultural heritage and the landscape, projects and methodologies as well as other intangibles in functional and organizational terms to realize and maintain a social model founded on responsibility and co-operation on local basis in the Municipality of Acceglio, open to its geographical environment

### AREAS OF ACTION:

- a) development and dissemination of culture, education, formation and communication according to the aims of the Foundation;
- b) ever increasing long-term vision aimed to work professionally in all fields, social welfare and environment;
- c) promotion of tourism towards respect and territorial enhancement;
- d) encouragement and support of economical activities as factor of social cohesion;
- e) promotion of quality and social attraction of the environment;
- f) maintenance and enhancement of historical and architectural heritage.

In practical terms - without prejudice of one's own determined and undeniable role of Directors, decision, and control of the results achieved - Foundation pursues its activities preferably through outsourcing, offering and transferring financial resources to a third party or dealing with qualified organizations.

According to its aims, the Foundation can acquire interests in companies or institutions of any allowed legal nature, in order to

- draw up contracts;
- enter into cooperation and partnership agreements;
- offer debt commitments and carry out financial transactions of whatsoever nature;
- acquire buildings as own properties, or lease, or gratuitous loan for use

## Art. 4

### DURATION:

Foundation is established of indefinite period of time, that is till the dissolution for the will of the Founders or according to law

Art. 5

**ASSETS:**

Assets of the Foundation include:

- an endowment fund, immovable properties and other utilities from which available earnings are spent in support of Foundation programs;
- movable and immovable assets acquired under the statutory norms;
- donations, incomes, Founders' payments;
- income and revenue deriving from the assets and from the activities of the actual Foundation;
- Payment of the Founders.

Art. 6

**ECONOMIC AND FINANCIAL OPERATION**

Economic and Financial Year starts 1st January and end on 31st December of each year.

Within the 30th April the Board of Directors approve the yearly final balance, together with a report of activity.

The Foundation does not have commercial nature and is bound to use revenues in order to fulfill the statutory norms.

Art. 7

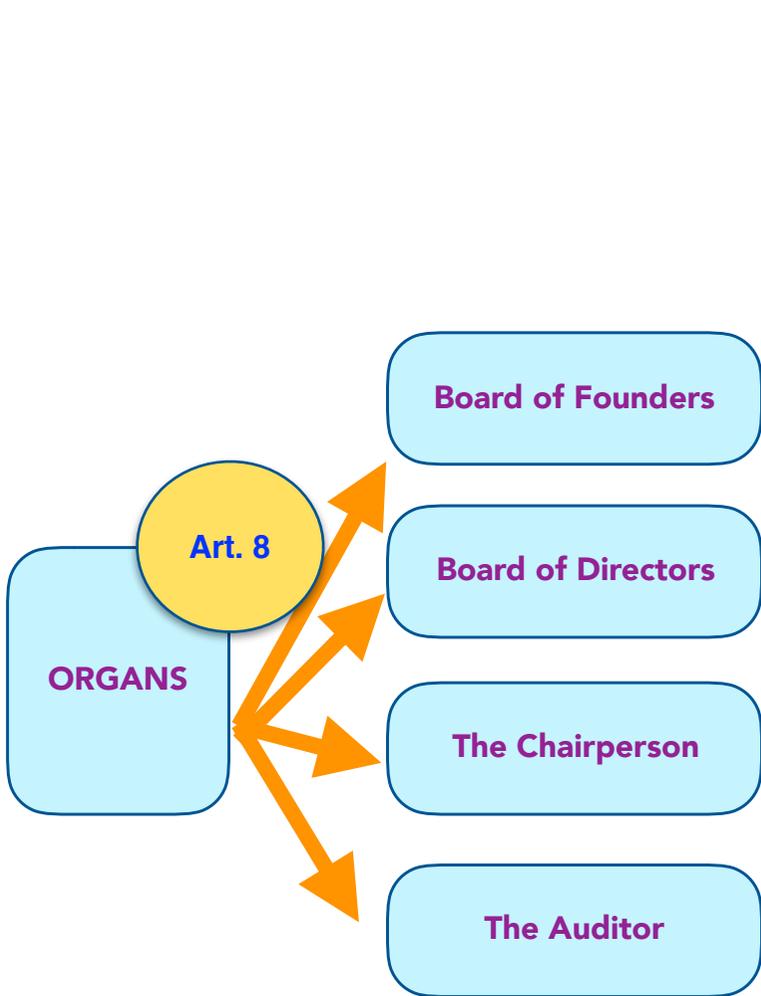
**FOUNDERS:  
Acceglio Municipality is the first Founder.**

Founders can be called all those who (both public and private institutions and bodies) are admitted by successive acts, after having endowed the Foundation with a substantial contribution to the assets of the Foundation itself.

The admission of Founders after the Constitution Act is subject to the approval of the Municipality of Acceglio and to the unanimous decision of the Board of Founders.

Founders have:

- the right to participate to the Board of Founders, elect the Board of Directors and approve the annual revenue;
  - to comply with payment of the annual contribution according to the figure stated by the Board of Directors, to take part in the initiatives of the Foundation, co-operate in order to achieve its goals, keep a correct and fair dealing behavior.
- A Founder cannot hand over its own appointed role.  
A Founder loses one's own function in these cases:
- death, in the case of natural person;
  - withdrawal, to be taken in a formal way with communication to the Board of Directors at least three months before the end of the year and with validity from the following year;
  - exclusion, committed by the Board of Founders, with substantiated decision, because of infringement of the commitments taken, or because of a behavior to the detriment of the Foundation.



### Board of Founders

Is made of the Founders and one member Representative per Contributors.

Only the Municipality of Acceglio: has the right of three (3) members

**Duration:** six full years, and expire at the end of the sixth exercise no matter the date of nomination

**Deliberations** of the Board of Founders, when legally taken, bind all the Founders even if they have not intervened or were dissenting

Every member has the right of a single vote

The President summons the Board of Founders at least once a year by the 31st May. The

Chairperson may summon the Board of Founders every time he considers it necessary or when a third of the Members requires it

Modification of the Statute, as well as deliberation to the Foundation dissolution and the consequent transfer of Foundation's property, could be done only by a **unanimous decision** by the Board of the Founders meeting in special session.

The Board is chaired by the Chairperson or, in his/her absence or inability to attend, by one selected from those present at the meeting.

The Minutes from the Meetings and the Financial Statements remain at the disposal of the Founders at the headquarters of the Foundation and copies can be sent to the Members when they might have asked for them.

Art. 9

### Board of Founders: Ordinary Session

The Board of Founders meeting in ordinary Session:

- decide which guidelines and general directives the Foundation has to follow;
- approve the financial statements drawn by the Board of Directors;
- appoint members of the Board of Directors and the Auditor.
- decide all matters not included in the matters pertaining Extraordinary Session or other norm.

Art. 10

### The Board of Founders - Extraordinary Session

The Board of Founders meeting in extraordinary session should discuss the amending of the Statute, and deliberations on the Foundation dissolution and liquidation.

Art. 11

## Art. 12

### Board of Directors

The Board of Directors is the administrative Body of the Foundation, and therefore it has the power of execution for ordinary and extraordinary administration.

Their tasks are:

- organize and guide the activity of the Foundation;
- co-ordinate the actions led by the Founders;
- conserve and manage the assets of the Foundation, using them for their designated purpose;
- deliberate programs and activity, programs and agreements with third persons;
- accept or refuse supplies endowments etc.;
- draw up the annual revenue;
- appoint the President and Vice-President among its members;
- empower the President or any other Member to specific assignments;
- identify and fix terms, means, and ways to co-operate with third persons;
- ensure proper and full implementation of the Statute;
- take measures in the infringements of the articles of the Statute.

### Composition of the Board of Directors

## Art. 13

The Board of Directors is formed by three or five members elected by the Board of Founders.

The term of office for members of the Board shall be three years and can be renewable

### Meetings of the Board of Directors

## Art. 14

Meetings of the Board of Directors are summoned by the President.

They are valid even if taken by video conference or teleconference.

A Minute has to be written

The presence of half of the members is necessary to constitute a quorum.

### President and Vice-President

## Art. 15

The President is the Legal Representative of the Foundation:

- Shall convene e chair the meetings of the Board of Founders and the Board of Directors
- When absent he/she is substituted by the Vice-President, or by the elderly of the members

### Auditor

## Art. 16

The Auditor controls the administration of the Foundation. His/her appointment shall be for 6 consecutive financial years until the approbation of his/her last statement.

**Requirements of those-in-office  
Non-Remuneration Roles**

**Art. 17**

Those who are in a condition of ineligibility or loss according to Art 2382 of the Civil Code and according to the Law 575/1965 cannot be members of the Foundation ...

Unless decided otherwise by the Board of Founders, the members of the Foundation have no right of any payment but only the expense account. The Auditor, instead, will be given a pay according to the figure stated by the Founders at the beginning of his/her practice.

The Foundation cannot assign remunerated duties to anyone.

**Recognition NPO**

**Art. 18**

The Board of Founders can decide unanimously to acquire the qualification of Non-Profit Organization and therefore modify the Statute accordingly

**Dissolution**

**Art. 19**

The Foundation dissolves under a unanimous decision of the Board of Founders, the approval of the Municipality of Acceglio and the majority of the population of Acceglio's approbation.

In case of dissolution the remaining assets of the Foundation should be given to other non-profit organization on the territory of the Municipality of Acceglio.

**Art. 20**

**Principles of publication, transparency,  
dissemination of the data**

As it is not expressly stated in this Statute, we send to the special laws accordingly D. Lgs. 14 marzo 2013 n.33.

**Art. 21**

**Disagreements**

Disagreements due to the misinterpretation or wrong application of the present Statute, when cannot be solved in a friendly way shall be referred to the Judicial Authority, in the case, to the Court of Cuneo.