

Statute of the Bal&Swing Association , a social promotion association and third sector organization

ART. 1 – (Name, Headquarters and Duration)

Bal&Swing" is established in compliance with the Civil Code, the law of Legislative Decree 117/2017 and the relevant legislation. Aps " takes the legal form of a non-partisan and non-denominational association. The association's registered office is at Via Pieve Santo Stefano 18, Rome (RM). The transfer of the registered office does not entail a change to the bylaws, but it does require notification to the relevant offices.

Bal&Swing Association Aps . is a social promotion association with an indefinite duration, in compliance with sector regulations, related implementing provisions, and the general principles of the legal system.

ART. 2 – (Statute and Purpose)

The social promotion association is governed by this bylaw and operates within the limits of Legislative Decree No. 117 of July 3, 2017, its implementing provisions, regional law, and the general principles of the legal system. The assembly decides on any implementing regulations for the bylaws to govern specific organizational aspects.

The Association is nonpartisan and operates in accordance with the principles of the Italian Constitution—such as democracy and equality in its structure, equal opportunities for men and women, including in elective membership, human freedom and dignity, and the free nature of association offices—with the aim of contributing to the dissemination of culture and social inclusion through a series of activities aimed at recovering and enhancing everything connected to the past that can be considered an added value in the present. It promotes social inclusion and the dissemination of culture through the organization of festivals and previews, event planning, promotion and enhancement of the local area and tourism, dance teaching, and the dissemination of culture and art. It organizes seminars, workshops, screenings, master's programs, and design, craft, and fashion installations. It also creates scenographic installations, film clubs, art, design, and architecture exhibitions, music and music history exhibitions, and dance, art, and music competitions. Project-based activities.

ART. 3 – (Effectiveness of the statute)

The statute binds members to observe it; it constitutes the fundamental rule of conduct for the organization's activities.

ART. 4 – (Interpretation of the Statute)

The statute is interpreted according to the rules of contractual interpretation and according to the criteria of Article 12 of the preliminary provisions of the Civil Code.

ART. 5 – (Activities of general interest)

The organization primarily carries out one or more activities of general interest for the pursuit, on a non-profit basis, of civic, solidarity, and socially beneficial purposes, as per Article 5 of the Third Sector Code:

I) organization and management of cultural, artistic, or recreational activities of social interest, including activities to promote and disseminate culture and the practice of volunteering and activities of general interest referred to in this article;

K) organization and management of tourist activities of social and cultural interest;

T) organization and management of amateur sports activities;

ART 5 BIS – (Miscellaneous activities)

The Association may also pursue activities other than, secondary and instrumental to, the activities of general interest referred to in the previous article, pursuant to Article 6 of Legislative Decree 117/2017 and in compliance with the implementing provisions of Interministerial Decree No. 177 of 26 July 2021 of the Ministry of Labour and Social Policies containing the "Regulation pursuant to Article 6 of Legislative Decree No. 117 of 2017 (Third Sector Code), concerning the identification of criteria and limits of other activities" and subsequent amendments .

The determination of the different activities is left to the Board of Directors which, observing any resolutions of the members' meeting on the matter, is required to respect the criteria and limits established by the aforementioned Code and by the implementing provisions thereof with respect to the performance of such activities.

Other initiatives useful for achieving the Association's prescribed goals may be decided based on the needs and requirements of the organizational structure.

To pursue its goals, the Association may participate in national and international consortia, temporary associations, other associations, and companies and other associations with similar or complementary objectives.

To pursue its goals, the Association may also join other organizations with which it shares goals and methods, collaborate with public and private entities to achieve its statutory objectives, and organize public fundraisers to finance its activities of general interest, in the forms, under the conditions, and within the limits set forth in Article 7 of the Third Sector Code and subsequent implementing decrees.

ART. 6 – (Admission)

Members of the association are all individuals who share its goals and, driven by a spirit of solidarity, actively commit to achieving them.

Admission to the association is decided by the Board of Directors upon application by the interested party. The decision is communicated to the interested party and recorded in the membership register.

Membership has no time limits, except for termination following failure to pay the annual membership fees, as approved by the Board of Directors.

If the application is rejected, the board of directors will communicate the decision to the interested party within 60 days, stating the reasons. The prospective member may, within sixty days of such rejection, request that the assembly (* or another body elected by the assembly) decide on the application at the next meeting. Both individuals and third sector organizations may be admitted as honorary members, but they may only have a consultative, non-binding vote and are not required to pay the membership fee.

There are 3 categories of members:

ordinary members : are those who pay the membership fee established annually by the Assembly,

supporters : these are those who, in addition to the ordinary fee, make extraordinary voluntary contributions,

meritorious : these are people appointed as such by the Assembly for particular merits acquired for the benefit of the Association.

Temporary members are not eligible. Membership fees are non-transferable (Article 35), non-refundable, and non-revaluable.

ART. 7 – (Rights and duties of members)

Members of the organization have the right to:

- elect the corporate bodies and be elected to them;
- be informed about the association's activities and monitor their progress;
- be reimbursed for expenses actually incurred and documented for the work performed, in accordance with the law;
- take note of the agenda of the meetings, examine the economic-financial report, consult the minutes; examine the company books, upon request via email to the association secretary,
- Vote at the Assembly provided they have been registered in the membership register for at least one year. Each member is entitled to one vote.

and the duty to:

- comply with this statute and internal regulations;
- carry out one's activities for the benefit of the community and the common good in a personal, spontaneous and free manner, without profit, even indirectly and exclusively for solidarity purposes;
- pay the membership fee according to the amount established annually.

ART. 8 – (Withdrawal and exclusion of the member)

Membership is lost:

1. due to death;
2. for late payment of the membership fee;
3. upon submission of written resignation or by voluntary withdrawal;
4. by exclusion;
5. following the dissolution of the Association.

Membership is lost through exclusion if a member is found guilty of repeated acts of indiscipline and/or improper conduct that constitute a violation of the bylaws and/or internal regulations, or if they commit prolonged inactivity without adequate reason.

Loss of membership in cases a), b), and c) is decided by the Board of Directors, while in the case of exclusion, the Board of Directors' resolution must be ratified by the next available Assembly. Excluded members have 30 days to appeal the exclusion decision to the Assembly.

ART. 9 – (Corporate Bodies)

The bodies of the association are:

- Shareholders' meeting,
- Administrative Body/Board of Directors
- President

All social positions are elective and unpaid.

ART. 10 – (Ordinary Assembly: convocation, validity, functions and tasks)

The Ordinary Assembly is validly constituted with the presence of at least half of the members, while at the second call, resolutions passed are valid regardless of the number of members present. Voting by proxy is permitted. Each member may receive a maximum of two proxies.

Resolutions at the Ordinary Assembly are passed by majority vote. Voting is normally by a show of hands. Elections for officers are conducted by secret ballot. Resolutions are immediately effective and must be recorded in minutes signed by the President and the Secretary of the Assembly. Participation in the Assembly is possible via telecommunications. The Ordinary Assembly has the following duties:

- appoints and dismisses members of the corporate bodies;
- appoints and dismisses, as required, the person responsible for the statutory audit of the accounts;
- discusses and approves the budget and the financial statement;

- defines the general annual program of activities;
- determines the amount of membership fees and the deadline for their payment;
- discusses and approves any regulations prepared by the Board of Directors for the functioning of the Association;
- decides on the responsibilities of the members of the corporate bodies and promotes liability actions against them;
- decides on the expulsion of members pursuant to art. 7.
- discusses and decides on all the items on the Agenda.

ART. 11 – (Extraordinary Assembly)

The extraordinary meeting is convened whenever necessary and for:

- decide on amendments to the articles of association or the bylaws;
- decide on the dissolution, transformation, merger or division of the association;

For amendments to the Articles of Association, the Extraordinary Assembly resolves with the presence of at least two-thirds of the members and with the favorable vote of the majority of those present. For the dissolution of the Association and the transfer of its assets, the Extraordinary Assembly resolves with the favorable vote of at least three-quarters of the members.

ART. 12 – (Minutes)

The discussions and resolutions of the meeting are summarized in minutes drawn up by a specially appointed member of the meeting and signed by the president.

Each member has the right to consult the minutes and obtain a copy.

ART. 13 – (Administrative body/Board of Directors)

The Board of Directors is composed of seven members, appointed by the Assembly; it is renewed every five years and its members are eligible for re-election.

The Board of Directors is convened by the President whenever there is a matter to be resolved, when requested by at least one-third of the directors, or by the Board of Auditors. The meeting is convened by written notice sent by mail, fax, or email, and by a notice posted at the Association's headquarters and/or any other locations where the Association conducts its activities at least 10 days prior to the meeting. Meetings are valid when attended by a majority of the directors. Resolutions are passed by an absolute majority of those present. Voting is open except in the case of appointments or otherwise involving individuals. The Board of Directors is vested with the broadest powers for the management of the Association: it carries out all executive actions necessary for the implementation of the program of activities that are not reserved by law or the bylaws to the competence of the Members' Assembly. Specifically:

- elects the president from among its members and dismisses him;
- carries out all ordinary and extraordinary administrative acts;
- ensures the implementation of the Assembly's resolutions;
- prepares the annual program of activities for the Assembly;
- Annually submits to the Assembly for approval: the report; the economic and financial statement for the previous financial year/balance sheet, which must show the assets, contributions, bequests received, and expenses by chapter and item; as well as the budget for the current year;
- grants general and special powers of attorney;
- establishes employment relationships, establishing duties, qualifications and salaries;
- proposes to the Assembly the Regulations for the functioning of the Association and its corporate bodies;
- receives, accepts or rejects membership applications from new members;
- ratifies and rejects emergency measures adopted by the President;
- resolves on the exclusion of members as per art. 7.

In the event of the irreversible loss of one or more directors, the Board of Directors shall fill the position by selecting the first non-elected candidates from the list. Once this list is exhausted, it shall hold by-elections for the members to be replaced.

ART. 14 – (President)

The President is the legal representative of the association, chairs the board of directors and the assembly; he or she convenes the members' assembly and the board of directors, both ordinary and extraordinary. The president's term of office lasts for the duration of the board of directors and ends upon expiration of the term, voluntary resignation, or removal by majority vote of the assembly. At least one month before the expiration of the term, the president convenes the assembly to elect the new president and the board of directors. The president conducts ordinary administration based on the directives of these bodies, reporting to the board of directors on their activities.

ART. 16 – (Assets, financial year and balance sheet)

The financial year runs from January 1st to December 31st of each year.

By April 30 of each year, the Council submits to the Ordinary Assembly for approval: the moral report, the economic and financial statement for the previous financial year or the balance sheet, which must show the assets, contributions or bequests received; as well as the budget estimate for the current year.

1. membership fees and contributions from supporters;
2. contributions from private individuals, the State, institutions, international organizations, and public institutions aimed at supporting specific and documented activities or projects;
3. donations and bequests;
4. income from the provision of agreed services;
5. proceeds from the sale of goods and services to members and third parties, including through the performance of commercial economic activities carried out in an auxiliary and subsidiary manner and in any case aimed at achieving institutional objectives;
6. income from promotional initiatives aimed at self-financing;
7. any other income compatible with the purposes of the social promotion association.

The proceeds from the various activities may not, under any circumstances, be divided among members, even indirectly. Any operating surplus must be reinvested in institutional activities as provided for in the bylaws.

The association's assets consist of:

1. real estate and movable property;
2. stocks, bonds and other public and private securities;
3. donations, bequests or inheritances;
4. other provisions and available assets.

The association's assets must be used, in accordance with applicable laws, in the most appropriate manner to achieve the Association's goals.

Membership shares are non-transferable. In the event of resignation, exclusion, or death of a member, their membership share remains the property of the Association.

Article 17 (Prohibition of distribution of profits and obligation to use assets)

The association is prohibited from distributing, even indirectly, profits and operating surpluses, as well as funds, reserves, or capital during its existence pursuant to Article 8, paragraph 2 of Legislative Decree 117/2017, and is required to use its assets, including any revenues, income, proceeds, or income of any kind, to carry out its statutory activities and exclusively pursue its stated objectives.

ART. 18 – (Social balance sheet)

It is drawn up in the cases and ways provided for by art. 14 of Legislative Decree 117/2017.

ART. 19 (Paid staff)

The social promotion association may employ paid personnel within the limits set by Article 33 of Legislative Decree 117/2017.

Relationships between the association and its paid personnel are governed by law and by specific regulations adopted by the organization.

ART. 20 – (Rules on volunteering)

Article A About

volunteers and voluntary work

Volunteers are individuals who share the Association's goals and who, by free choice, offer their services through it personally, spontaneously, and voluntarily, without profit, even indirectly, and exclusively for charitable purposes.

The Association must register all volunteers, whether associated or not, who perform their activities on a non-occasional basis. The Association must also insure its volunteers against accidents and illnesses related to volunteer work, as well as against third-party liability. Volunteers cannot be remunerated in any way, not even by the beneficiary. Volunteers may be reimbursed for expenses actually incurred and analytically documented for their work, subject to prior authorization and within the limits established by the Board of Directors.

Article B

Volunteers and paid persons

Volunteer status is incompatible with any form of employment or self-employment, and with any other paid employment relationship with the organization to which the volunteer belongs or through which they carry out their voluntary work.

The Association carries out its general interest activities primarily through the voluntary work of its members or members of associated organizations. The Association may hire employees, or employ freelancers or other workers, including its own members, only when necessary to carry out its general interest activities and pursue its goals. In any case, the number of workers employed in the activity may not exceed 50% (fifty percent) of the number of volunteers or 5% (five percent) of the number of members.

ART. 21 – (Dissolution and devolution of the estate)

Any dissolution of the Association will be decided only by the extraordinary assembly in accordance with the procedures set forth in Article 13. In this case, the residual assets will be transferred, unless otherwise required by law, to other third sector entities, as provided for by Article 9 of Legislative Decree 117/2017.

ART. 22 – (the company books)

The Association must keep the following records:

1. the book of members;
2. the book of meetings and resolutions of the Assembly;
3. the book of meetings and resolutions of the Board of Directors.

ART. 23 – (Final provisions)

For anything not expressly provided for in this statute, the provisions of the Civil Code and applicable laws apply.