

STATUTE ASSOCIAZIONE ARTE DEL PROCESSO

Constitution - Name - Headquarter

Art. 1. The Social Promotion Association called "Arte del Processo" is established with headquarters in via XXV aprile, 10, Castelfiorentino (FI), Italy pursuant to Legislative Decree 117 of 2 August 2017 and subsequent amendments (from now on for brevity CTS) and of the Civil Code.

The Association assumes in its name the acronym APS or the term Social Promotion Association pursuant to and for the purposes of Articles 12 and 35 of the Single Code of the Third Sector.

The headquarters of the "Associazione Arte del Processo", hereinafter referred to as the Association for brevity, can be changed within the same Municipality with a resolution of the Board. The Association may establish branches, secondary offices and branch offices also elsewhere in Italy and abroad.

The Association has an unlimited duration.

Purpose and activity

Art. 2. The Association has a non-profit purpose and pursues civic, solidarity and social utility purposes towards members and third parties in the fields of civil rights protection, promotion of culture, scientific research, favouring democratic participation of people to civic life and society through the dissemination of "Processwork", or "Arte del Processo" and "Deep Democracy" or "Democrazia Profonda". Arte del Processo or Process Work, developed by Arnold Mindell, is a multidisciplinary and multidimensional approach to change whose fundamental tool is awareness and whose philosophy of reference is Deep Democracy. By Process, we mean the uninterrupted flow of information that a subject can consciously or not perceive, and, by Art, the integration of the methodologies put in place to support and facilitate the flow of information or Process.

Arte del Processo integrates knowledge of Jungian psychology, modern physics, Taoist thought, communication theory and field theory, Western and Eastern wisdom, drawing on the entire human experience, from the indigenous and millennial shamanic one to the most advanced scientific theories, with the aim of working on the enhancement of self-perception and the development of human potential, as well as on the development of a deeper democracy - valuing all the roles, positions, feelings, experiences of the body and the altered states of an individual as of a group.

The fundamental idea of Arte del Processo is the existence of a collective and organising intelligence at the basis of every event in reality. Deep Democracy is achieved when each of the parties involved in a process develops their own sense of responsibility for themselves and for the whole to which they belong, feeling listened to and respected by it, just as the whole is listened to, respected and empowered towards each of its parts. The fruit of this deeply democratic spirit will not be a behaviour dictated by the majority, but something that represents the wholeness, the totality of the being in question.

In particular, the Association, in full respect of the freedom and dignity of the members, aims to spread and develop public knowledge and the methodologies of Processwork and Deep Democracy, as well as apply them in favour of public and private organisations and community, also through training, education and scientific and social research activities.

Any party, trade union or employer, professional or category purpose is excluded.

Art. 3. The purposes referred to in art. 2 are carried out by carrying out in favour of their members, their families or third parties of one or more of the following Activities of General Interest, as defined by art. 5 of the CTS:

1. Promotion and protection of human, civil, social and political rights, as well as 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;
2. Education, training and professional training, pursuant to law no. 53, and subsequent amendments, as well as cultural activities of social interest for educational purposes;
3. Organisation and management of cultural, artistic or recreational activities of particular social interest, including activities, including editorial activities, for the promotion and dissemination of the culture and practice of volunteering and activities of general interest referred to in this article;
4. Extra-school training, aimed at the prevention of early school leaving and academic and educational success, the prevention of bullying and the fight against educational poverty;
5. University and post-university training;
6. Scientific research of particular social interest;
7. Social interventions and services pursuant to article 1, paragraphs 1 and 2, of the law of 8 November 2000, no. 328, and subsequent amendments, and interventions, services and performances referred to in the law of 5 February 1992, n. 104, and to the law of 22 June 2016, n.112, and subsequent amendments;

8. Health and social services referred to in 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;
9. Services aimed at the insertion or reintegration into the labour market of workers and persons referred to in article 2, paragraph 4, of the legislative decree referred to in article 1, paragraph 2, letter c), of the law of 6 June 2016, n. 106;
10. Charity or provision of money, goods or services in support of disadvantaged people or activities of general interest pursuant to this article;
11. Promotion of the culture of legality, peace between peoples, nonviolence and unarmed defence;

The association can exercise, pursuant to art. 6 of the CTS, activities other than those of general interest, secondary and instrumental to the latter, according to criteria and limits defined by a specific ministerial decree. Their identification will subsequently be made by the Board of Directors.

The association can also carry out fundraising activities, pursuant to art. 7 of the CTS, through the request to third parties for donations, bequests and contributions of a non-cash nature, in order to finance their activities of general interest and in compliance with the principles of truth, transparency and fairness in relations with supporters and with the public.

To achieve the purpose, the Association may carry out any activity compatible with the provisions of the CTS and with this statute, in particular it may:

- conceive, support, promote, organise and finance directly or indirectly scientific activities, seminars, courses of all kinds, cultural and artistic events, research and study activities as well as permanent or periodic exhibitions, conferences, meetings, publications, advertising expressions and other initiatives connected;
- organise cultural events, reviews, meetings and debates, conferences, sporting and entertainment events, fairs and exhibitions;
- carry out facilitation activities for groups, individuals, couples, formal and informal organisations and communities, applying the methodologies of Process Work and Deep Democracy;
- create a permanent school, aimed at its members, which aims to deepen, disseminate and experiment with the methodologies of Process Work and Deep Democracy;
- promote study, research, information and production of cultural and artistic works aimed at increasing culture in all its forms;
- promote, encourage and carry out also directly educational and instructional activities, training courses, refresher courses and professional retraining;
- carry out, through specialised professionals who also apply the methodologies of Process work and Deep Democracy, activities aimed at the awareness and well-being of people and groups, which can also qualify as counselling, psycho-therapeutic and / or social and socio-health assistance;
- organise initiatives for the exchange of information and skills among the members according to educational and didactic methods among peers;
- Organise and support intercultural exchange activities between the various peoples and countries of the world;
- collaborate with national and international associations that are involved in promoting cultural exchanges and promotion;
- activate and manage time banks among its shareholders referred to in Article 27 of the Law of 8 March 2000, no. 53,
- activate and manage among its shareholders purchasing groups referred to in Article 1, paragraph 266, of the Law of 24 December 2007, no. 244;
- directly or indirectly carry out the requalification of unused public assets or assets confiscated from organised crime;
- devise, support, promote, organise and finance directly or indirectly initiatives in the field of publishing and communication regarding cultural and social events, facts or expressions relating to the purpose and activities of the Association; in this sense, it may make use of the means of communication deemed most appropriate, including press, radio and television, multimedia and virtual systems at local, national or international level;
- set up, promote and develop the activities of Bodies having a similar purpose or in any case connected to their own, also participating in their capital or their capital endowments also in the form of donations, providing them with all kinds of technical, cultural and economic assistance;
- promote fundraising initiatives and any useful asset to support its business and the activities of other non-profit organisations having similar or deserving purposes, through any means deemed suitable and in compliance with current laws;

- carry out all securities, real estate, commercial and financial transactions, in compliance with current legislation, which will be considered by the Board as necessary or useful or in any case appropriate for the achievement of the social purpose and in particular:
 - o administer and manage the assets of which it is the owner, lessor, borrower, usufructuary, or otherwise owned;
 - o to stipulate any more appropriate deed or contract, including for the financing of approved transactions, including, without excluding others, the purchase of any kind of movable and immovable property, the stipulation of agreements of any kind with public bodies or private, also transcribable in Public Registers;
 - o enter into conventions, or in any case agreements of any kind, for the entrusting of its activities to be managed, including the granting of use of intangible assets and trademarks of its property or possession;
 - o promote or contribute to the establishment, always instrumental, direct or indirect, for the pursuit of institutional purposes, of joint stock companies, as well as participate in companies of the same type.

Activities other than those of General Interest, as secondary and instrumental to them, listed in this article, may be exercised only in compliance with the limits and criteria identified with the Ministerial Decree referred to in art. 6 of the CTS.

To achieve the purpose, the Association will also be able to access and obtain any public or private contribution, as well as enter into agreements and contracts with entities of any nature and in particular with the State, the Regions and the Provinces and other territorial public entities, maintaining in each case its own autonomy. As part of this collaboration, the Association will be able to carry out public utility programs that also cover the nature of commercial economic activities.

Members

Art. 4. The number of associates is unlimited but, in any case, cannot be less than the minimum established by law.

All those who have reached the age of 18 and non-profit organisations can become members of the Association, by means of a request signed by the legal representative of the same, who, sharing their aims, intend to commit themselves to their realisation.

Minor members can also join the Association, in this case the application form for minors under the age of 18 must be signed by at least one of the parents or whoever takes their place.

The Association excludes the temporary nature of participation in associative life. The maintenance of the status of member is subject to the payment of the annual membership fee within the terms prescribed by the Board of Directors.

The application for admission as a member must be presented to the Board of Directors. The Council will decide on the acceptance or rejection of the candidate's admission according to non-discriminatory criteria, consistent with the aims pursued and the activities of general interest carried out. The rejection of the registration application must be communicated in writing to the interested party within 60 days specifying the reasons.

If the application for admission is not accepted by the Board of Directors, those who have proposed it may, within 60 days of the communication of the rejection resolution, ask for the Assembly to pronounce on the application, which decides on the applications not accepted, if not specifically summoned, on the occasion of its subsequent convocation.

Art. 5. Members are divided into the following categories:

- a. ordinary;
- b. honorary.

Ordinary members are those, persons and entities through their legal representative who, sharing the aims of the Association, work to achieve them, according to their personal abilities, and subscribe to membership fees. Honorary members are those people or entities to which the Association owes particular recognition as they have distinguished themselves for particular merits: they are appointed by the Board of Directors. Honorary members are exempt from paying any contribution, while enjoying all the rights of other types of members. Honorary members cannot in any case exceed 5% of the total number of members.

Rights and duties of members

Art. 6. All members have equal rights: they have the right to be informed about all the activities and initiatives of the Association, to participate with the right to vote in the assemblies and to be elected to corporate positions, to carry out the work commonly agreed upon and to participate in the initiatives and activities put in place by the Association.

Furthermore, all members have the right to withdraw from membership of the Association with written notice of at least 30 days.

Members are obliged to respect and enforce the rules of the Statute and regulations.

The services provided by members are mostly free, except for any reimbursement of expenses actually incurred and authorised in advance by the Board of Directors. The Association, in case of particular need, can entertain paid employment relationships, also by resorting to its members.

Art. 7. The status of member is lost:

- a) due to death;
- b) for arrears in the payment of the membership fee;
- c) upon presentation of written resignation or voluntary withdrawal;
- d) by exclusion.

Those who are guilty of acts of indiscipline and / or repeated misconduct that constitute a violation of statutory provisions and / or internal regulations lose their status as members by exclusion; or that without adequate reason put themselves in a condition of prolonged inactivity.

The loss of quality of the members in cases a), b) and c) is decided by the Board of Directors, while in the event of exclusion, the resolution of the Board of Directors must be ratified by the first useful Assembly. Against the exclusion measure, the excluded member has 30 days to appeal to the Assembly.

Art. 8. The Board has the right to establish categories of supporters and sympathisers of the Association, according to the procedures established by the Internal Regulations. These categories of subjects are not members and do not have the right to vote and stand for election or to enjoy tax breaks for the services received by the Association, but they have the right to be informed of the initiatives that are undertaken by the Association from time to time.

Corporate bodies and elected offices

Art. 9. The bodies of the Association are:

- a) the members Assembly;
- b) the Board of Directors;
- c) the Coordinator, legal representative;
- d) the Vice-Coordinator;
- e) the Control Body or the Auditor, if appointed.

All corporate bodies are elective and free. The members of the corporate bodies do not receive any emoluments or remuneration except for reimbursement of expenses incurred for the exclusive performance of the institutional functions exercised on behalf of the Association and previously authorised by the Board of Directors. The reimbursement of expenses incurred for the exercise of their functions is also provided for members who are invested by the Board of Directors with special tasks relating to the activities provided for by art. 2 and 3 of the Statute.

Decision-making method

Art. 10. The Association is inspired by participatory, inclusive, transparent decision-making methods, which allow to reach the widest possible consensus. Although the decisions are taken by simple majority or, in the cases provided for, by the qualified majorities established by this Statute or by internal regulations, in the General Assemblies of Members, ordinary or extraordinary, in the meetings of the Board of Directors and in the other collegial bodies defined by this Statute or by internal regulations, the Coordinator or whoever presides over the meeting ensures that the criterion for defining the decisions guarantees collegial procedures that take into account the multiplicity and variety of positions and are divided into a series of assemblies according to a path defined by the internal regulations or by the collegial body itself.

Members Assembly

Art. 11. The Assembly is a sovereign body and is made up of all the members. The Assembly is convened by the Board of Directors at least once a year for the approval of the budget or the final economic financial statement. The Assembly is also convened by the directors when it is deemed necessary or when a motivated request is made by at least one tenth of the members pursuant to art. 20 of the Italian Civil Code. All members who have been enrolled for at least 3 months in the register of associates in good standing with the payment of the membership fee on the date of convocation of the Assembly have the right to participate in the votes of the Assembly. The issuance of a written proxy is allowed as long as it is sent to another associate. An associate cannot have more than three proxies. The Assembly is normally chaired by the Coordinator in office. To convene the Assembly, the Board of Directors meets in session, decides on the day and time of the first call and the day and time of the second call, which must take place at least the day after the first.

The Shareholders' Meetings, both ordinary and extraordinary, are called by posting a notice at the registered office and / or by sending a letter, by e-mail, or other suitable means, to all members, even if suspended or excluded pending definitive judgment of the Assembly, at least 10 days before the scheduled day.

The convocation notice must contain the day, time and venue of the convocation; the agenda with the items under discussion.

The members Assembly can also be held by audio conference or video conference, under the following conditions which will be noted in the relative minutes:

- a) that the president and the secretary of the meeting, if appointed, are present in the same place, who will prepare and sign the minutes, the meeting being deemed to have taken place in that place;
- b) that the president of the meeting is allowed to ascertain the identity of those present and the regular conduct of the meeting and to ascertain and announce the results of the vote;
- c) that the person taking the minutes is allowed to adequately perceive the events of the meeting being recorded;
- d) that attendees are allowed to participate in the discussion and simultaneous voting on the items on the agenda, as well as to view, receive or transmit documents.

Art. 12. The ordinary Assembly is validly constituted with the presence of at least half of the members, while in the second call the resolution taken regardless of the number of attendees is valid.

The resolutions of the ordinary Assembly are taken by majority vote.

The resolutions are immediately enforceable and must appear in a special report signed by the Coordinator and the Secretary of the Assembly.

The ordinary Assembly has the following tasks:

- discusses and approves the budget or the economic and financial report or the final balance;
- proceeds with the election of the directors by previously determining the number of members;
- proceeds with the appointment of the other elected offices;
- discusses and approves any regulations prepared by the Board of Directors for the functioning of the Association;
- deliberates on the responsibilities of directors;
- decides on the exclusion of members pursuant to art. 7;
- discusses and decides on all the items on the Agenda.

Art. 13. The Extraordinary Assembly deliberates on the amendment of the Statute; on the transformation, merger or split of the Association, on the dissolution of the Association and on the devolution of assets.

The extraordinary assembly is valid on first and second call when at least two thirds of the members with voting rights are present. An absolute majority of the entitled parties is required to resolve upon the amendment to the bylaws.

If a decision has to be made for the dissolution of the association, the favourable vote of at least two thirds of the members of the Assembly will be required.

Board of Directors

Art. 14. The Board of Directors is composed of a number of members between 3 and 9, including the Coordinator, appointed by the Assembly among the members; it remains in office for 3 financial years and its members can be re-elected.

Art. 15. The Board of Directors is convened by the Coordinator every time there is a matter on which to deliberate and when it is requested by at least one third of the directors.

The convocation is made by means of a notice sent by letter, by e-mail message or other suitable means.

The meetings are valid when the majority of the directors attend.

Deliberations are taken by an absolute majority of those present. Deliberations can also be made by signing the relevant minutes and sending them reciprocally for approval with telematic tools.

Art. 16. The Board of Directors is invested with the widest powers for the management of the Association: it puts in place every executive act necessary for the implementation of the activity program that is not reserved by law or by statute to the competence of the Members' Assembly.

In particular:

- elects the Coordinator and the Vice-Coordinator from among its members and revokes them;
- implements all acts of ordinary and extraordinary administration;
- oversees the execution of the resolutions of the Assembly;
- defines the general annual program of activities;
- annually submits to the Assembly for approval: the report; the economic and financial statement of the past year / budget which must show the assets, contributions, bequests received and expenses for chapters and analytical items;
- determines the amount of the membership fees and the deadline for their payment;

- confers general and special powers of attorney and assigns proxies;
- establishes employment relationships, establishing their duties, qualifications and salaries;
- proposes to the Assembly the Regulations for the functioning of the Association and the corporate bodies;
- receives, accepts or rejects membership applications from new members;
- ratifies and rejects the emergency measures adopted by the Coordinator;
- deliberates regarding forfeiture pursuant to art. 7.

The power of representation attributed to the directors is general, therefore the limitations of this power cannot be opposed to third parties if they are not registered in the single national register of the third sector or if it is not proven that the third parties were aware of them.

Art. 17. In the event that one or more directors are irreversibly missing, the Board of Directors continues to operate with full powers unless the majority of the Directors elected in the Assembly are missing or if they have become less than 3. In such cases, the remaining members call by elections for the members to be replaced.

The Coordinator

Art. 18. The Coordinator is the legal representative of the Association and has the use of the corporate signature. He remains in office as long as the Board of Directors. It is authorised to collect payments of any kind and for any reason and to issue a receipt.

He has the right to appoint lawyers and attorneys in disputes concerning the Association before any judicial and administrative authority in any degree and judgment.

He can delegate part of his powers to other directors or partners with general or special proxy. In case of absence or impediment, his duties are exercised by the Vice-Coordinator. In front of adherents, third parties and all public offices, the signature of the Vice-Coordinator is full proof of the absence for impediment of the Coordinator.

In cases of objective necessity, he can adopt emergency measures by submitting them for ratification by the Board of Directors. If the Board of Directors, for well-founded reasons, does not ratify these provisions, the Coordinator is personally responsible for them.

Control Body and Auditor

Art.19

The Supervisory Body, even single-handedly, is appointed when the requisites provided for by the law are met.

The members of the Supervisory Body, to whom art. 2399 of the Civil Code, must be chosen from the categories of subjects referred to in par. 2, art. 2397 of the Civil Code. In the case of a collegiate body, the aforementioned requirements must be possessed by at least one of the members.

The Supervisory Body monitors compliance with the law and the Articles of Association and compliance with the principles of proper administration, also with reference to the provisions of Legislative Decree no. 8 June 2001, 231, if applicable, as well as on the adequacy of the organisational, administrative and accounting structure and its concrete functioning. It may also exercise, upon exceeding the limits referred to in par. 1, art. 31, the statutory audit. In this case, the Supervisory Body is made up of statutory auditors registered in the appropriate register. The supervisory body also carries out tasks of monitoring compliance with civic, solidarity and social utility purposes, and certifies that any social report has been drawn up in accordance with ministerial guidelines. The social report acknowledges the results of the monitoring carried out by the auditors. The members of the control body may at any time proceed, even individually, to acts of inspection and control, and to this end, they can ask the administrators for information on the progress of corporate operations or on certain business.

If the Supervisory Body does not exercise accounting control and if the requisites provided for by the law are met, the association must appoint a statutory auditor or a statutory auditing company registered in the appropriate register.

Assets, financial year and budget

Art. 20. The financial year runs from 1 January to 31 December of each year.

By June 30 of each year, the Board submits for approval to the Ordinary Assembly the economic and financial statement of the past year or the balance sheet, which must show the assets, contributions or bequests received; as well as the budget for the current year.

It is forbidden to distribute, even indirectly, profits or operating surpluses, as well as funds, reserves or capital during the life of the association, unless the destination or distribution is required by law.

Art. 21. The revenues of the Association consist of:

- a) membership fees and contributions from supporters;
- b) income from assets;
- c) from the proceeds from the sale of goods and services rendered in favour of members, their relatives and third parties; also in the context of economic activities of a commercial, artisanal or agricultural nature carried out in an auxiliary and subsidiary manner and in any case aimed at achieving the institutional objectives;
- d) income deriving from the provision of agreed services;
- e) contributions from public bodies aimed at supporting specific and documented programs carried out within the scope of the statutory purposes;
- f) income from promotional initiatives aimed at the functioning of the Association, such as parties and subscriptions, including prizes;
- g) from donations, bequests, inheritances and legacies and from any other income, income or contribution intended for the exercise of statutory activities, contributions from private individuals, the State, organisations, international organisations, public institutions aimed at supporting specific and documented activities or projects;
- h) donations and bequests;
- i) any other income compatible with the purposes of the social promotion associations.

The proceeds of the various activities cannot, under any circumstances, be divided among the members, even in indirect forms. Any operating surpluses must be reinvested in favour of institutional activities envisaged by the statute.

Art. 22. The Association's assets consist of the initial endowment fund indicated in the Constitutive Act and may be increased by:

- a) immovable and movable property;
- b) shares, bonds and other public and private securities;
- c) donations, bequests or inheritances; expressly intended to permanently increase the assets of the Association;
- d) other provisions and capital available.

The corporate assets must be used, according to the laws in force, in the most appropriate way for the achievement of the Association's purposes.

The shares are neither to be revalued nor are they transferable. In the event of the resignation, exclusion or death of a member, his / her share remains the property of the Association.

Volunteers and workers

Art. 23. Volunteers are people who by their free choice carry out, through the Association, activities in favour of the community and the common good, making their time and skills available.

Their activity must be carried out in a personal, spontaneous and freeway, non-profit, not even indirect, and exclusively for solidarity purposes.

The activity of the volunteers cannot be remunerated in any way, not even by the beneficiaries. Volunteers can only be reimbursed by the Association for expenses actually incurred and documented for the activity performed, within maximum limits and under the conditions previously established by the Board of Directors. In any case, flat-rate reimbursement of expenses is prohibited.

The expenses incurred by the volunteers can be reimbursed within the limits of the provisions of art. 17 of the Legislative Decree 3 July 2017 n. 117.

The quality of volunteer is incompatible with any form of subordinate or self-employed employment relationship and with any other paid employment relationship with the Association.

The Association must insure volunteers against accidents and diseases related to the performance of volunteering, as well as for civil liability towards third parties.

All ordinary members are usually registered in the Register of Volunteers. Those who intend to volunteer for the Association, even on an occasional basis, must apply for membership as members.

Art. 24. The Association may hire employees or make use of self-employment or other services, including its members, only when this is necessary for the purpose of carrying out activities of general interest and for the pursuit of the statutory purposes.

In any case, the number of workers employed in the activity cannot exceed 50% of the number of volunteers or 5% of the number of associates.

Social books

Art. 25. The association must keep the following books:

- book of associates, kept by the Board;

- register of volunteers, who carry out their activities on a non-occasional basis;
- book of meetings and resolutions of the Assembly, in which the minutes drawn up by public deed must also be transcribed, kept by the Administrative Body;
- book of meetings and resolutions of the Board, kept by the same body;
- the book of meetings and resolutions of the Supervisory Body kept by the same body.

Members have the right to examine the aforementioned association books by submitting a written request to the President and specifying the reasons. The President, when a minimum number of 10 shareholders request the vision of the company books and verified the reasons, allows them to be viewed within 90 days under the following conditions:

- that the correct application of the regulations on the security of personal and sensitive data present in the company books is ensured;
- that there is a member of the Board of Directors and a consultant of the Association who is an expert in legal, tax and accounting matters.

Requesting members are required to reimburse the Association for related expenses.

Art. 27. For what is not expressly provided for by this Statute, by any internal Regulations and by the resolutions of the associative bodies, the provisions of Legislative Decree 3 July 2017, n. 117 (Third sector code) and, to the extent compatible, by the Civil Code.