

STATUTE

ART. 1 – ESTABLISHMENT, NAME AND REFERENCE MODEL

1.1 The Foundation is established at the initiative of the Founders Adriano Altissimo, Erica Menegatti, Elena Berdin, and Rete Pictor S.C.S.C. I.S., as a Foundation named “Fondazione Mukuyu.”

1.2 The Foundation is inspired by and applies the principles of the Third Sector and follows the legal framework of the Participatory Foundation, within the organizational model of the Foundation as regulated by the Third Sector Code (Legislative Decree 117/2017) and the Civil Code.

1.3 Upon registration in the single registry of the Third Sector, the Foundation will assume the name “Fondazione Mukuyu ETS.”

ART. 2 – REGISTERED OFFICE

2.1 The Foundation is based in Bassano del Grappa, at the address determined by resolution of the Board of Directors and made public in accordance with legal requirements.

ART. 3 – PURPOSES AND ACTIVITIES

3.1 The Foundation is non-profit and pursues civic, solidarity, and social utility purposes by carrying out, exclusively or primarily, the following activities of general interest, also in accordance with its code of ethics:

- Scientific research of particular social interest (Letter h – Art. 5 Legislative Decree 117/2017);
- Interventions and services aimed at safeguarding and improving environmental conditions and the prudent and rational use of natural resources (Letter e – Art. 5 Legislative Decree 117/2017), in particular in the fields of agriculture and urban nature;
- Cultural activities of social interest with educational purposes (Letter d – Art. 5 Legislative Decree 117/2017);
- Social agriculture pursuant to Art. 2 of Law 18 August 2015, no. 141, and subsequent amendments (Letter s – Art. 5 Legislative Decree 117/2017).

By way of example but not limited to, these activities will consist of:

- Designing and conducting basic and applied research projects in the fields of agriculture and urban nature, also involving scientific bodies, companies, sector experts and technicians, farmers, private citizens, and organizations;
- Initiatives for the promotion and dissemination of study and research results;
- Information and outreach activities through conferences, conventions, seminars, and workshops aimed at both the scientific community and sector operators and experts, as well as the public and citizens at large;
- Support, assistance, guidance, and consulting activities for all individuals and entities intending to pursue actions, initiatives, and interventions consistent with the Foundation’s purposes and general interest activities;
- Experimental activities in the field of methods and systems to increase safety in the agri-food sector and the environment for the protection of public health;
- Educational and training activities aimed at communication and the transfer of knowledge and information;
- participation in public and private research tenders.

3.2 To carry out its activities, the Foundation may make use of Volunteers, in compliance with the provisions of the Third Sector Code and

on the condition that volunteers who provide their services on a non-occasional basis are entered in a specific Register.

The Foundation provides insurance against accidents and illnesses related to the performance of volunteer activities, as well as civil liability towards third parties, for the volunteers it engages.

It is understood that the status of volunteer is incompatible with that of employee or self-employed worker and with any other paid employment relationship with the Foundation.

3.3 *The Foundation may also hire employees or make use of self-employed work or other types of work, in compliance with the provisions of the Third Sector Code.*

ART. 4 - OTHER, SECONDARY AND INSTRUMENTAL ACTIVITIES

4.1 *The Foundation may engage in activities other than those mentioned in Art. 3.1 above, provided they are secondary and instrumental to them and pursuant to the criteria and limits set by the decree of the Ministry of Labour and Social Policies, in accordance with Art. 6 of the Third Sector Code.*

4.2 *Within the limits indicated above, the identification of such further secondary and instrumental activities is delegated to the Board of Directors, in line with the purposes and objectives set out in Art. 3 above.*

ART. 5 - ASSETS

5.1 *The assets of the Foundation are used to carry out statutory activities for the exclusive pursuit of civic, solidarity and social utility purposes.*

5.2 *The assets of the Foundation are composed of:*

A) The endowment fund:

- *initially represented by an endowment fund with a value of at least 30,000 euros (thirty thousand);*
- *subsequently increased through cash contributions or contributions of goods, movable and immovable property, or other resources usable for the pursuit of the aims, made by the Founders or Participants or by third parties with an express allocation to the endowment fund;*
- *also constituted by movable and immovable property purchased by the Foundation with the proceeds from the sale of assets included in the same endowment fund.*

B) The operating fund, consisting of:

- *income and proceeds deriving from the assets and activities of the Foundation;*
- *any grants, donations or bequests that are not expressly intended to supplement the endowment fund;*
- *any contributions allocated by the European Union, the State, local authorities or other public or private entities;*
- *contributions in cash, property, tangible or intangible assets, movable or immovable, or other resources of economic value, in any form, made by*

Founders, Participants or third parties without express allocation to the endowment fund;

- revenues from activities of general interest, secondary instrumental activities, and fundraising activities pursuant to Art. 5.4 below;*
- movable and immovable property, tangible and intangible, received by the Foundation for any reason and not expressly allocated to the endowment fund, including those purchased by the Foundation itself.*

5.3 Where the legal conditions are met, pursuant to Art. 10 of the Third Sector Code, the Foundation may establish one or more assets allocated to a specific undertaking, pursuant to and for the purposes of Arts. 2447-bis and following of the Civil Code. According to Art. 7 of the Third Sector Code, it can also carry out fundraising activities in an organized and continuous manner, even through public solicitation or through the sale or provision of goods or services of modest value, using its own and third-party resources, including volunteers and employees, in compliance with the principles of truth, transparency, and correctness in relations with supporters and the public.

ART. 6 - FINANCIAL EXERCISE

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

6.2 By April 30 of each year, the Assembly of Participants is convened for the approval of the annual financial statement, prepared in accordance with what is provided for in Art. 13 of the Third Sector Code, as well as the social statement, where mandatory pursuant to Art. 14 of the Third Sector Code.

6.3 The surpluses of the annual management must first be used for the reconstitution of the endowment fund made necessary due to reductions for losses, and only for the difference for the enhancement of the Foundation's activities for the increase or improvement of its activity through the allocation to the management fund.

6.4 The Foundation has no profit motive and cannot distribute profits, management surpluses, funds, or reserves of any kind to anyone, even in cases of resignation or any other hypothesis of individual dissolution of the associative relationship, neither directly nor indirectly.

ART. 7 - MEMBERS OF THE FOUNDATION

7.1 The members of the Foundation are divided into:

- Founders;*
- Participants.*

7.2 The members of the Foundation have the right to examine the social books; for this purpose, they must submit a written request to the Board of Directors with at least 5 (five) days' notice; the examination will take place at the Foundation's headquarters, during office hours, in the constant presence of at least one member of the administrative or control body. The member may be assisted by a trusted professional to whom it may be requested to sign a confidentiality agreement.

ART. 8 - FOUNDERS

8.1 Founders are:

- those who established the Foundation, specifically: Adriano Altissimo, Erica Menegatti, Elena Berdin, and Rete Pictor S.C.S.C. n. I.S.;*
- those to whom the Board of Directors, with a decision taken unanimously by those present at a specially convened meeting, has attributed such qualification.*

ART. 9 - PARTICIPANTS

9.1 Physical persons, entities, and private legal persons who commit to contributing, on a multi-year basis, to the increase of the Foundation's assets, through the contribution of money, goods, work performance, or any element susceptible of economic valuation, may become Participants.

9.2 The Participant qualification lasts for the entire period for which the contribution has been regularly paid, or the performance has been regularly executed.

9.3 The admission of the Participant is established by a decision of the Board of Directors, upon request of the interested party addressed to the same Board of Directors, with the majority provided for in Art. 16.10 of this statute. The decision is communicated to the interested party within 30 days and recorded in the Book of Participants by the President of the Board of Directors or his delegate.

9.4 The Board of Directors must, within 30 (thirty) days from the decision to reject the admission request, justify such measure by communicating it to the interested parties.

9.5 Whoever proposed the request may, within 60 (sixty) days from the communication of rejection, request that the Board of Directors rule on the application not accepted at the first scheduled meeting, unless it is specially convened to rule on the matter.

ART. 10 - DECAY AND RESIGNATION

10.1 Participants who, by the end of the financial exercise (December 31), do not perform the performance to which they had committed, lose their qualification and cease to participate in the Foundation.

10.2 Participants who engage in behaviors and/or actions in blatant contrast with the purpose and objectives of the Foundation also lose their qualification and cease to participate in the Foundation. Such decay is decided by the Board of Directors, subject to the right to appeal to the participation assembly.

10.3 Considering that the Participants in the Foundation can be both physical persons and entities and/or legal persons, decay can also occur for the following reasons:

- death or extinction due to any title;*
- interdiction, incapacitation, or opening of guardianship;*
- opening of liquidation procedures and/or opening of judicial or extrajudicial bankruptcy procedures.*

They may, at any time, withdraw from the Foundation, while remaining obligated to fulfill the commitments undertaken at the time of the resolution of admission.

10.5 *The Founders may withdraw by giving notice of at least six (6) months before the end of the financial year referred to in art. 6.1.*

10.6 *The Founders lose their status, in addition to the cases provided for in art. 10.2, if they fail to attend at least four (4) consecutive meetings of the Board of Guidance, or in the event of interdiction, disqualification, or the appointment of a guardian for them.*

ART. 11 – BODIES OF THE FOUNDATION

11.1 *The bodies of the Foundation are:*

- the Board of Guidance;*
- the Participation Assembly;*
- the Board of Directors;*
- the Scientific Committee;*
- the Supervisory Body.*

ART. 12 – BOARD OF GUIDANCE

12.1 *The Board of Guidance is composed of the Founders, even if they have assumed this status after the establishment of the entity.*

12.2 *The Board of Guidance approves the objectives and programs of the Foundation proposed by the Board of Directors and verifies the overall results of its management.*

12.3 *In particular, it:*

- *approves any regulations relating to the organization and functioning of the Foundation prepared by the Board of Directors;*
- *appoints and dismisses the members of the Board of Directors under its responsibility, who must in any case represent the majority of the members of the Board of Directors;*
- *determines the compensation, where the position is not held free of charge, of the members of the Board of Directors;*
- *appoints, determining its compensation, the supervisory body, even a single-member one, which performs the legal auditing of the accounts in the cases provided for by law;*
- *appoints and dismisses the members of the Scientific Committee under its responsibility;*
- *appoints and dismisses the Coordinator of the Scientific Committee;*
- *grants the title of Founder;*
- *approves the financial statements and the social report (where mandatory) if they are not approved by the Participation Assembly pursuant to art. 14.2;*
- *deliberates on the liability of the members of the organs and, if necessary, promotes an action of liability against them;*
- *deliberates on any requests for rejection of applications for admission of potential Participants, pursuant to art. 9.5;*
- *deliberates any statutory amendments, except for those relating to the purpose and objectives, with the possibility of integrating the activities to be carried out, in accordance with the update referred to in paragraph 2 of art. 5 of Legislative Decree no. 117/2017;*
- *deliberates the dissolution, transformation, merger, and demerger of the Foundation;*
- *deliberates on other matters attributed by law or by the statute to the general competence of the assembly.*

12.4 *The Board of Guidance is convened by the President of the Board of Directors, on their own initiative or at the request of at least one-third (1/3) of its members, by means capable of proving receipt at least ten (10) days before the date set for the meeting.*

12.5 *The notice of meeting must include the agenda, place, and time. It may also indicate the date and time of the second call, which must be set at least twenty-four hours after the first.*

12.6 *The meetings are chaired by the President of the Board of Directors or, in case of their absence or impediment, by the Vice President, if appointed, or by the oldest member of the Board of Directors by age, or by whoever is appointed by the majority of those present. The chair does not have the right to vote unless they are a member of the Board of Guidance.*

12.7 Minutes must be drawn up for the meetings of the Board of Guidance, signed by the chair and by the secretary appointed for that purpose.

12.8 The meetings of the Board of Guidance may also be held non-simultaneously, that is, via audio or video conference, provided that the following conditions are met, which must be recorded in the minutes:

- (a) the chair of the meeting can verify the identity of members not physically present;
- (b) the secretary can adequately perceive the facts and acts carried out during the meeting;
- (c) all participants can take part in the discussion and simultaneous vote on the items on the agenda, as well as view, receive, and transmit documents.

If these conditions are met, the meeting is deemed held at the location where both the chair and the secretary are present.

ART. 13 – RESOLUTIONS OF THE BOARD OF GUIDANCE

13.1 The Board of Guidance validly meets, on first call, with the presence of two-thirds (2/3) of its members.

13.2 On second call, the Board of Guidance is validly constituted regardless of the number present.

13.3 Each Founder has one vote, and resolutions are approved by the majority of those present. In case of a tie, the proposal is deemed rejected.

ART. 14 – PARTICIPATION ASSEMBLY

14.1 The Participation Assembly consists of all Participants and the Founders and meets at least once a year.

14.2 The Participation Assembly:

- approves the financial statements and the social report (where mandatory);
- appoints and dismisses the members of the Board of Directors under its responsibility;
- appoints and dismisses the members of the Scientific Committee under its responsibility;
- provides consultative opinions and proposals on the activities, programs, and objectives of the Foundation, whether already outlined or to be defined.

14.3 The Participation Assembly is convened by the President of the Board of Directors, on their own initiative or at the request of at least one-third (1/3) of its members, by means capable of proving receipt at least ten (10) days before the date set for the meeting.

14.4 The notice of meeting must include the agenda, place, and time. It may also indicate the date and time of the second call, which must be set at least twenty-four hours after the first.

14.5 The meetings are chaired by the President of the Board of Directors or, in case of their absence or impediment, by the Vice President, if appointed, or, alternatively, by the oldest member of the Board of Directors by age.

14.6 Minutes must be drawn up for the meetings of the Participation Assembly, signed by the chair and by the secretary appointed for that purpose.

14.7 Meetings may also be held remotely, such as by audio or video conference, provided that the conditions specified in art. 12.9 are met, which must be recorded in the minutes.

ART. 15 – RESOLUTIONS OF THE PARTICIPATION ASSEMBLY

15.1 The Participation Assembly validly meets, on first call, with the presence of the majority of participants.

15.2 On second call, the Participation Assembly is validly constituted regardless of the number present.

15.3 Each participant has one vote, and resolutions are approved by the majority of those present. In case of a tie, the proposal is rejected.

ART. 16 – BOARD OF DIRECTORS

16.1 The Board of Directors is composed of five (5) members, including the Chairperson, appointed—except for the first members appointed directly by the Founders—as follows:

- 3 (three) by the Steering Council pursuant to Article 26, fourth paragraph, as referred to in Article 26, last paragraph, of the Third Sector Code;
- 2 (two) by the Participation Assembly.

Founders and Participants may also be appointed as Directors.

16.2 Unless in the case of resignation, death, or dismissal, Directors remain in office until the assembly called to approve the financial statements for the second fiscal year following the year of their appointment, and they may be reappointed.

16.3 Any member who, without justification, does not attend three (3) consecutive meetings may be declared removed from office by the Board of Directors itself.

16.4 Each member may be removed by the party that appointed them.

16.5 If one or more members of the Board of Directors leave office for any reason, the replacement shall take place in accordance with the first paragraph of this article. The newly appointed Directors shall remain in office until the natural expiration of the Board of Directors' term.

16.6 The Board of Directors is responsible for the ordinary and extraordinary administration of the Foundation, according to criteria of cost-effectiveness, efficiency, and effectiveness.

16.7 In particular, the Board of Directors:

- prepares the programs and objectives to be submitted annually for approval by the Steering Council;
- where deemed appropriate, drafts the Foundation's regulations to be submitted for approval by the Steering Council;
- decides on the acceptance of inheritances, legacies, donations, and contributions;

- *decides on the methods for defining any form of capital contribution to the Foundation;*
- *prepares the annual financial statements;*
- *identifies any operational departments or areas of activity of the Foundation;*
- *decides on the categories and related amounts for one-time capital contributions and the annual participation fee required to obtain Participant status.*

16.8 *The Board of Directors may delegate part of its powers to one or more of its members, also in a collegial form.*

16.9 *The Board of Directors is convened by the Chairperson or at the request of one-third (1/3) of the members, via email or any other means ensuring proof of receipt by all members, at least three (3) days before the meeting. The notice must contain the agenda, location, and time. It may also indicate the date and time of a second call, which must be set at least twenty-four hours after the first.*

16.10 *The Board of Directors is validly constituted with the presence of the majority of its members in office and passes resolutions by majority vote of those present. In the case of a tie, the proposal is rejected.*

16.11 *Minutes of the meetings of the Board of Directors shall be prepared and signed by the meeting chair and the secretary appointed for this purpose.*

16.12 *Board members are also entitled to reimbursement of expenses incurred in the course of their duties, provided such expenses are supported by proper documentation.*

ART. 17 – CHAIRPERSON OF THE BOARD OF DIRECTORS, DEPUTY VICE CHAIRPERSON

17.1 *The Chairperson of the Board of Directors is appointed by the Steering Council from among the members of the Board of Directors.*

17.2 *The Chairperson of the Board of Directors has the legal representation of the entity vis-à-vis third parties, and acts and defends before any administrative or judicial authority, appointing lawyers.*

17.3 *The Chairperson of the Board of Directors also manages relations with public and private bodies, institutions, and enterprises, including for the purpose of establishing collaboration and support for the Foundation's individual initiatives.*

17.4 *The Board of Directors may appoint from among its members a Vice Chairperson, exclusively to act as deputy to the Chairperson, to replace them in case of absence or impediment, without any additional compensation.*

ART. 18 SCIENTIFIC COMMITTEE

18.1 *The Scientific Committee is an advisory body of the Foundation.*

18.2 It is composed of at least 4 (four) members, including the Coordinator; the actual number and its composition are established by the Board of Trustees at the time of appointment and may be changed by resolution of the Board of Trustees.

18.3 Unless they resign, pass away, or are revoked, the members remain in office until the approval of the financial statements for the third financial year following their appointment and may be reappointed.

18.3 The members of the Scientific Committee are appointed as follows:

- half (50%), including the Coordinator, by the Board of Trustees;*
- half (50%) by the Participation Assembly (if established). If the Participation Assembly is not established, these members shall also be appointed by the Board of Trustees.*

18.4 The Scientific Committee shall:

- a) suggest scientific strategic guidelines (among philosophy, ethics, biological-agricultural sciences);*
- b) identify long-term scientific research directions that outline short-term objectives;*
- c) present to the Board of Directors proposals for activities, programs, and project themes;*
- d) issue a mandatory opinion on the multi-year program plans prepared by the Board of Directors, before the Board deliberates their approval;*
- e) submit proposals to the Board of Directors concerning national and international partnerships;*
- f) suggest external consultants for specific projects, define their competences, and propose to the Board of Directors any remuneration if necessary.*

18.5 The Coordinator of the Scientific Committee shall:

- define the meeting agenda, after consulting the members of the Scientific Committee;*
- draft the minutes of the meetings, either personally or with the assistance of a collaborator;*
- communicate the outcomes to the Board of Directors.*

18.6 The Scientific Committee is convened by the Coordinator, either on their own initiative or upon request by at least 1/3 (one-third) of its members or by the President of the Board of Trustees, using means capable of proving the receipt of the notice at least 10 (ten) days before the scheduled meeting.

18.7 The notice of meeting must include the agenda, location, and time. It may also indicate the day and time of a second meeting, which must be scheduled at least twenty-four hours after the first.

18.8 Meetings are chaired by the Coordinator of the Scientific Committee or, in their absence or incapacity, by the oldest member.

18.9 The Scientific Committee is validly constituted with the presence of the majority of the current members and passes resolutions with the favorable vote of the majority of those present. In case of a tie, the proposal is considered rejected.

18.10 Minutes of the Scientific Committee meetings are drafted, signed by the chair of the Committee and by the secretary appointed for that purpose.

18.11 Meetings may also be held remotely, such as via audio or video conference, provided the conditions specified in Article 12.9 are met, which will be recorded in the minutes.

18.12 The Founders may attend the meetings of the Scientific Committee without voting rights.

ART. 19 - SUPERVISORY BODY AND LEGAL AUDITOR

19.1 The Supervisory Body, which may be single-member, is appointed by the Board of Trustees and chosen from among persons listed in the Register of Statutory Auditors.

19.2 The Supervisory Body monitors compliance with the law and the Statute, adherence to principles of correct administration, and in particular the adequacy and actual functioning of the organizational, administrative, and accounting structure adopted by the Foundation. It also monitors the observance of the civic, solidarity, and social utility purposes of the Association and certifies that the social report, if mandatory, has been prepared in accordance with the Guidelines of Article 14 of the Third Sector Code.

19.3 In the cases provided by law, the Supervisory Body performs statutory audit functions, in accordance with Article 31 of the Third Sector Code.

19.4 When appointed as a collegial body, the Supervisory Body consists of 3 (three) permanent members and 2 (two) alternates.

19.5 It remains in office for three years, may be reconfirmed, and its members can only be removed for just cause by the Board of Trustees.

19.6 The members of the Supervisory Body must perform their duties with the professionalism and diligence required by the nature of the assignment; the impediments to appointment are those provided by Article 2399 of the Civil Code.

19.7 Minutes of each session must be drafted and recorded in the Supervisory Body's book, which is kept by the Body itself.

ART. 20 - MANDATORY CORPORATE BOOKS

20.1 The Foundation must keep:

- a) the book of Participants;*
- b) the book of meetings and resolutions of the Board of Trustees, in which the minutes drawn up by notarial deed must also be transcribed;*
- c) the book of meetings and resolutions of the Board of Directors;*
- d) the book of the Supervisory Body meetings;*
- e) the book of the Scientific Committee meetings.*

20.2 The books referred to in letters a), b), c) are kept by the Board of Directors. The books referred to in letters d) and e) are kept by the body to which they refer.

ART. 21 - DISSOLUTION OF THE FOUNDATION

21.1 In the event of the dissolution of the Foundation for any reason, the assets shall be allocated, by resolution of the Board of Trustees which will appoint the liquidator(s) and determine their powers, to other Third Sector entities with similar purposes, subject to the favorable opinion of the Office referred to in Article 45 of the Third Sector Code.

ART. 22 - REFERENCE CLAUSE

22.1 For anything not provided for in this statute, the provisions of the Third Sector Code, the Civil Code, and the applicable laws shall apply.