

## Art. 1-Constitution, nature and purposes of the association

1.1. It is formed a partnership called "Architectura.Place" hereafter indicated, for simplicity, "the Association".

1.2. The Association is apolitical and non-profit.

1.3. The association has the aim of developing and popularize architecture, urbanism and spatial planning, operating on international level, involving the digital global network according to a cultural, scientific and technological innovative conception at the base of the new needs of urbanization in developing countries, but also at the base of the needs of regeneration of existing urban areas, that inappropriately and a indiscriminately became from organism controlled and accountable with instruments of traditional urbanism, as the city, to metropolis or even megalopolis, with all the resulting problems.

The purposes of the Association are also pursued with the followin specific actions:

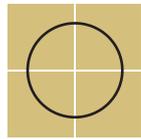
a) Working for the promotion and circulation of cultural activities providing and organizing means and facilities for the development, the management and the activation of training courses, workshops, master classes, seminars, also in collaboration with public and private authorities, also on behalf of third parties;

b) Producing, setting up, organizing, representing, sponsoring cultural, scientific, technical and artistic events, festivals, conferences, contests, awards, to realize in every suitable place, including the Internet, or any other form of communication also in collaboration or with subsidy and hte support of public and private bodies, also on behalf of third parties;

c) Starting cultural, scientific, technical and artistic initiatives, also in collaboration with other institutions, associations and /or schools, regarding the sphere of social gathering and free time;

d) Engaging, recruiting and/or hiring architects, engineers, surveyors, geologists, foresters, computer scientists, engineers, artists, lecturers, experts or other professionals, also acting as a company or business enterprise, in order to pursue the goals that the Association aims;

e) Performing any other activity or s that proves useful to promote and spread the knowledge of culture and socialization of people to an international level;

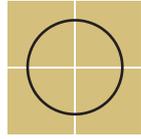


- f) Attending to cultural, scientific, technical, artistic, civic, religious, folkloric, social events, organized by the association itself or by public or private bodies, committees and associations that require its presence;
- g) Encouraging cultural exchanges between scientists, engineers, architects and artists, Italian and foreign, schools or institutions both public and private, by spreading the content on the Internet or any other form of communication;
- h) Editing books and texts of all kinds as well as periodicals and multimedia and gadgets of different nature, also through modern networks;
- i) Cooperating with public and private institutions, cultural associations, groups, cooperatives that pursue similar aims and purposes; adhering to national and international organizations which have similar objectives;
- j) Managing the training of architects, taking care of their cultural exchanges and professional in the Internet, for the diffusion of architecture and cultural activities;
- k) Promoting or supporting cultural, scientific and artistic activities that make precise reference to architecture, technology and to the activities of transformation of the territory in general, as a mean of control and orientation of a sustainable development policy, maintaining the integrity of resources, aimed at promoting the physical and psychic well-being of citizens at the global level, and more generally to contribute to the preservation of the human species and the Earth's environment;
- l) Being proactivative for the collection, the management and use of funds, procured by sponsorships and crowdfunding activities through the Internet network or not, aimed at promote all initiatives, purpose of the association;
- m) In order to achieve the goals that the association set, agreements with consulting companies, professionals and networks of professionals, promoters, brokers, agencies and graphic image, companies and IT professionals and media, publishers, industry associations and companies that supply products and services to support their activities may be concluded.
- n) Managing a website or portal through which members can interact with the Association and to each other.

## Art. 2 - Headquarters and duration

The Association is based in Florence and unlimited duration.

The Association may establish other offices.



### Art. 3 – Associative relationship

3.1. Association members can be individuals of legal age, Italian citizens or not, and corporate body constituted through public and private Italian and Foreign law.

3.2. The following categories of members are established.

**Founders:** they are members of the first signatories of the Memorandum and Articles of incorporation of the Association;

**Ordinary members:** they are appointed by the Board of Directors among the persons and entities that ask to join the Association and who are committed to comply with the statutory provisions that govern the activity of the association and who pay their membership fees established by the Board of Directors;

**Members benefactors:** they are appointed by the Board of Directors among the individuals and legal entities who ask to join the Association and who pay a contribution at least equal to ten times the annual contribution established for regular members. The Board of Directors decides regarding the admission of members. Participation in the Association is not transferable, even for succession.

3.3. The associative relationship is not subject to time limits and can end for as well as death of a partner or termination of the Association:

- 1) For forfeiture, that is for arrears of payment of allowances by 31st of March of the year of expiring.
- 2) For expulsion: the Board of Directors may, for serious reasons and with unanimous vote of the board of directors, deliberate the expulsion of any member. Expulsion is final and takes effect immediately.

3.4. Members who withdraw, expire or are expelled will not have any right to resume dues or contributions paid before losing to Membership.

3.5. The names of the shareholders must be registered in the shareholder register.

### Art. 4 – Organs of the association.

The Association consists of:

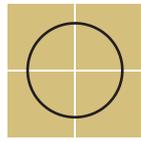
**The Assembly**

**The Executive Council**

**President**

**The Treasurer**

**The Secretary**



## Art. 5 – Assembly

5.1. The Assembly is composed of all the founding members and meets at the registered office or elsewhere also electronically with videoconferencing systems. The Assembly is convened by the President and he will meet ordinarily at least once a year by April 30, to approve the final budget of the previous year, and the possible budget for the current year.

5.2. The Assembly is convened by the Chairman by notice sent by email or by letter delivered by hand at least eight days before the date set for the meeting.

5.3. The Assembly is validly constituted, on first call, with the presence of half plus one of the members and, on second call, regardless of the number of members present. Each member is entitled to one vote and may be represented by another founding member.

4 The Assembly is chaired by the President or, in his absence, by the person elected by the assembly itself.

5.4. The Ordinary General Meeting acts by a simple majority of those present entitled to vote and it has the following duties and functions:

- a. Elect the members of the board;
- b. Approve the annual balance of the year, the annual report of performed activities.

5.5. The Assembly may also meet in extraordinary session to deliberate about:

1. Amendments to the Articles;
2. dissolution of the association the rules laid down for ordinary meetings apply.

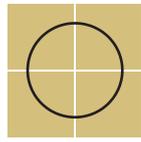
## Art. 6 – The governing council

6.1. The Association is governed by a Board of Directors (“the Board”) composed of a minimum of three (3) members named councilors, elected among the founding members.

The Board remains in office for five (5) years. Retiring members may be reappointed. Compensation can be determined for members of the board of directors according to the work that is given to the association.

The Council shall meet at the registered office or elsewhere and has a quorum when the majority of its members in office is present.

6.2. The Board appoint the President, the Secretary and the Treasurer among its members.



6.3. The meeting is convened by a notice given to all Directors with any means including by e-mail or other electronic means.

6.4. Resolutions of the Board are passed with the positive vote of the majority of present.

In case of a tie, the vote of the President of the Association, or of the person chairing the Council meeting, prevail. Each meeting, the Secretary shall prepare the memorandum and sign it together with those who will chaired the meeting.

6.5. The Council has all the powers of ordinary and extraordinary administration. Therefore the Council:

- a. Establishes the annual membership fee for the founding members and ordinary members and meritorious, that can also be differentiated among the various categories;
- b. Prepares the final budget for the year, any annual report of activities carried out, any planning document and the possible budget for the year to be presented for approval to the assembly;
- c. Expresses detailed opinions on proposals to amend the articles of association before their presentation to the assembly;
- d. Draw up any internal regulations of the association and any amendments to be Submitted to the assembly;
- e. Decides on admission, appointment, revocation, and expulsion of members;
- f. It may delegate all or part of its powers to one or more of its components, including President, secretary and treasurer, jointly determining the limits and powers of delegation.

## Art. 7 – The president

7.1. The President is elected by the Council for the duration of the Board, and may be serve more successive mandates.

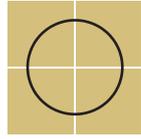
7.2. The legal representation of the Association before third parties and in court belongs to the President.

7.3. The President presides and convenes, by statute, the Assembly and the Council;

## Art. 8 – The treasurer

The Treasurer has the following duties:

- a. It prepares the annual balance sheet, any spending plan on the annual program, the possible budget and other administrative and financial documents to submit to the Board and/or the Assembly;



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b. It takes care of the bookkeeping and supervises the proper administrative functioning of the Association.

### Art. 9 – The secretary

The Secretary has the following duties:

- a. It works for the good functioning of the Association and monitors the compliance with the internal regulation;
- b. It's responsible for drawing up the memorandum of the Assembly and the Council and the correct keeping of the books of the meetings.

### Art. 10 – Annual fee and social contributions

All members, founders, ordinary and benemeriti, are required to pay to the Association the share social or annual fee.

### Art. 11 – Assets, financial and fiscal year

11.1. The assets of the Association consists of:

- a. Membership fees and contributions paid by the shareholders;
- b. Contributions of public and private bodies;
- c. Gains and surpluses;
- d. Any other property, even real estate, which is received in the availability of the association also by way of donation, inheritance.

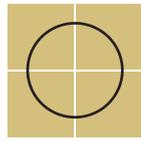
11.2. The exercise of the Association shall begin the 1st of January and ends on 31st December of each year.

11.3. All the eventual surplus must be used in favour of the work of the Association or intended to increase the assets of it.

In no case, either directly or indirectly, any surpluses and / or profit, funds, reserves or capital can be distributed.

### Art. 12 – Winding up

12.1. The dissolution of the Association may be decided, on the advice Directors, by the affirmative vote of at least two thirds of the members present.



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12.2. The meeting must, in such a place, appoints one or more liquidators, after determining the procedures and powers conferred on them.

12.3. In any case, the remaining assets and any surplus assets resulting from the financial liquidation, after payment of all liabilities, will be devolved to public utilities bodies and organizations, heard the control body in art. 3 paragraph 190 Law 662/1996, unless otherwise required by law.

### Art. 13 - Arbitrators and arbitration clause

The general assembly shall appoint three (3) arbitrators from among its members who have authority in every disputes that may arise between members or between members and the Association or between councilors or disputes between the Governing Council and one or more partners. They will decide, also on an equitable basis, in compliance with Italian laws and on the articles of the association and their judgment shall be final and shall also respect the adversarial principle.

### Art. 14 - Postponement

For matters not covered by these Articles, reference is made to the Civil Code concerning Associations.

Red confirmed and signed.