

Cultural Association
”FESTIVAL ORCHESTRE GIOVANILI”

ARTICLES OF ASSOCIATION

Formation

Art. 1 – An association is established in the form of unincorporated association, denominated “**FESTIVAL ORCHESTRE GIOVANILI**”.

Art. 2 - The Association is headquartered in Florence, Via G. D’Annunzio no. 121. It can establish, in the proper legal forms, either in Italy or abroad, secondary offices, administrative offices, agencies, branches and other offices.

Art. 3 – The duration of the Association is unlimited.

Scope and purpose

Art. 4 – The Association is a non-profit organization. The Association is non-political, does not belong to any political party or any religious faith, and is organized according to democratic principles. Moreover, it rejects any discrimination based on race, colour, sex, religion, social or cultural level. Membership in the Association is free and voluntary, but members are required to respect the rules set forth in these Articles of Association and to act in solidarity with the other members.

The principal scope of the Association is:

participating, promoting and organizing activities, spectacles, events, and projects of artistic, cultural and social nature, with special attention to the worlds of music and art.

- a) organizing music festivals and related activities;
- b) organizing specialization courses, both instrumental and vocal, especially as related to the scope and objectives of the Association;
- c) organizing seminars and conferences of study and specialization;
- d) organizing events and concerts of chamber music, symphonic music, contemporary music and music in general;
- e) promoting the production of new musical works of all kinds and having them published;
- f) researching, studying and promoting events, seminars and symposiums relevant to all of the arts in any way connected with the above.

g) forming instrumental and vocal groups and ensembles, orchestras, etc.

h) promoting, researching and developing musical talent and knowledge, approaching young people to classical music by providing opportunities in music that are interesting and innovative for both young musicians and the public.

all of this to be done on its own behalf or that of others, and making use of the collaboration of other parties. The Association can, moreover, carry out all of the commercial operations necessary and/or useful for the attainment of its purposes. It can stipulate agreements with public and private bodies for the management of courses and seminars, and for the supply of services within the context of its institutional scope, promote and implement, directly and/or indirectly, the editing and publishing of books and texts of any kind as well as periodicals and multimedia programs. The Association thus declares as its statutory purpose and institutional activity the promotion of culture, especially as concerns activities related to music and concerts. The Association is entitled to carry out all activities connected with or related to its statutory purpose, as well as to perform all of the actions and conclude all of the contractual operations having to do with real estate, mobile property, industry and finance, that may be necessary and useful to the attainment of its statutory purpose, and, in any case, pertaining to same either directly or indirectly. Specifically, to attain its scope and purpose, the Association can stipulate contracts with other parties, hire or engage artists, teachers, critics, graphic artists, gallery-owners, conference organizers, consultants and any other experts or specialized personnel not members of the Association itself.

The Association can also receive contributions and funding of any kind from public and private bodies, whether local, national or international, offering its own assistance and consultation in each of the fields pertinent to its activity.

Such activity is, in fact, essential to directly attaining the main scope and purposes specified in this deed.

The main scope and purposes pursued by the Association are such as to classify it as association of the cultural type.

The Association can also carry out other activities differing from those described above, even activities of commercial nature, always within the limits set forth in Art. 6 of Decree Law no. 460/1997 regarding loss of qualification.

Associates and affiliates

Art. 5 – Belonging to the Association are the following Charter Members:

Andrea Cavallari, Camilla Laschi and Tamsin Louisa Stirk

as specified above.

The other members joining later will be considered Regular Members admitted in accordance with Art. 7 below.

Art. 6 – Membership in the Association is unlimited in time, except in the cases of exclusion or withdrawal expressly mentioned in these Articles of Association. No temporary members or participants are to be accepted for the duration of the Association.

Art. 7 – Those who share in the scope and objectives of the Association and intend to participate as members must present their applications to the President of the Association, expressly approving the Articles of Association and paying the membership fee established each year by the Board of Directors. The Board of Directors decides whether to accept the application. In case of failure to agree unanimously in accordance with Art. 25, irrevocable decisions will be taken by the General Meeting as specified in Art. 16. If the applicant is not accepted, the Board of Directors will return the amount he/she has paid without being obliged to specify the reasons for rejection of the application. Otherwise, the aforesaid application will be considered accepted to all effects thirty days after it has been presented.

Art. 8 – Members are obliged to pay any extraordinary amounts that may be required of them as supplement to the Association's Fund.

Art. 9 - Any membership application presented by a minor must be signed by a parent, or a person acting in the place of parent.

Art. 10 – Membership in the Association entitles all members who are not minors to vote in the General Meeting. Membership involves the obligation to respect the rules and regulations of the Association as well as any decisions taken by the bodies of the Association. The members agree not to undertake individual initiatives in the name of or on behalf of the Association unless expressly qualified or authorized to do so.

Art. 11 – The membership fee can be transferred in case of death, and is not subject to reassessment.

Art. 12 – Any member who violates the provisions set forth in these Articles of Association can be excluded from the Association, specifically in the presence of one of the following conditions:

prolonged arrearage;

grave acts contrary to the spirit and purpose of the Association.

Exclusion is decided upon by the President and is effective immediately.

A member who withdraws from or is excluded from the Association is not entitled to reimbursement of the annual membership fee.

Bodies of the Association

Art. 13 – The Bodies of the Association are:

the General Meeting, the Board of Directors, the President and the Secretary.

Those holding office are chosen by vote.

Election of the Bodies of the Association cannot be constrained or limited in any way, and is based on principles of maximum freedom of participation. The Bodies of the Association are elected for an indeterminate time, and may be re-elected.

General Meeting

Art. 14 – The General Meeting is composed of all of the members and affiliates of the Association who belong to it, who have fulfilled the duties deriving from enrolment in the Association, and have paid their membership fees regularly. The fees shall be paid by December 31 of each year. No member may be represented by another person in the General Meeting.

Art. 15 – The operating year runs from January 1st to December 31st of each year and the ordinary meeting is held at least once a year, by April 30th, to approve the final balance.

Art. 16 – The Meeting can be convened by the President, by the Board of Directors or at the well-motivated request by at least one-fifth of the members eligible to vote, whenever deemed necessary. Any decision of the Meeting shall be made known to the members, to affiliates and to other parties through the minutes deposited at the registered office.

Meetings are validly constituted in first convocation when a majority of the members are present. They are validly constituted in second convocation regardless of the number of members present. Proposals are approved by majority vote of those present.

Art. 17 – To decide on the following subjects: amendment of the Articles of Association; dissolution of the Association; expulsion of members, or devolution of the assets, the favourable vote of three-quarters of the members is required in both first and second convocation.

Art. 18 – The General Meeting can, should it deem appropriate, appoint a board of three auditors who will remain in office until such time as their assignment is revoked. The board of auditors will be responsible for supervising the accounting and administration of the Association.

Art. 19 – The Meeting elects the members of the Board of Directors and determines their number; sets forth the general directions of the Association's activity; approves the regulations governing the implementation of the Association's activity; deliberates on the possible destination of profits or carry-over from the previous years regardless of their denomination, during the lifetime of the Association wherever this is permitted by law and by these Articles of Association, and decides on amendments to be made in said Articles of Association.

Art. 20 – Meetings are convened by means of registered letter to be sent at least eight days in advance, specifying the place, day and time as well as the subjects to be dealt with, or by means of a notice of convocation affixed to the Association's bulletin board at least fifteen days before the date set for the Meeting.

Art. 21 – Meetings are presided over by the President of the Board of Directors or in his absence by the senior member of the Board of Directors. The President provides for compiling and transcribing the minutes of each meeting in the Register of Meetings, to be kept at the Association's main office at the disposal of any member requesting to consult or have a copy of it. Photocopies of all decisions taken by the Meeting will remain affixed to the wall at the Association's main office, starting from the week after the day on which the Meeting was held.

Administration

Art. 22 – The Association is governed by a Board of Directors, which will be responsible for ordinary and extraordinary administration.

Members of the Board of Directors will be elected by the Meeting from among the Charter Members and ordinary members. At the founding of the Association, the Board of Directors and the President are appointed by the Charter Members.

The Board of Directors may be composed of three to seven members, all of whom will be eligible for re-election.

The Meeting will also determine the duration of the Board of Directors' terms of office, which will always be at least three years.

Art. 23 - To the Board of Directors are assigned the following functions: - ensuring good running of the Association, carrying out all the acts of ordinary and extraordinary administration indicated by the Articles of Association and the laws currently in force, and on the basis of directives issued by the Meeting; preparing the financial report, depositing it at the Association's main office at least 15 days prior to the date set for its approval, available to any member who has well-motivated reasons for reading it; deciding whether to make use of the services of other parties in managing the initiatives promoted by the association, as well as, in cases where the Association's means are insufficient, entrusting part of the realization of said initiatives to other parties; deciding whether to make use of technical consultation and external research, always subject to the consent of the Meeting; unanimously deciding on the admission of new members and possible dismissals or expulsions; verifying respect for the Articles of Association and the regulations, promoting improvements in them should such become necessary; and determining the minimum annual fee to be paid by the Members.

Art. 24 - The Board of Directors will meet whenever the President deems opportune, or when at least one-third of its members so request, and in any case at least once a year, by March 31, to prepare the final accounts of the previous year to be submitted to the approval of the Meeting.

Art. 25 - The Board of Directors' meetings are deemed valid when a majority of its members are present. Decisions are taken by the absolute majority of those present. In case of a tie, the President's vote will prevail.

President

Art. 26 - The President of the Board of Directors is the legal representative of the Association with other parties and in court, as well as before all of the administrative and judicial authorities. He is entitled to sign for the Association.

Art. 27 - The President can confer on either members or other bodies special power of attorney or *ad negotia* for determined acts or categories of acts, can convene the Board of Directors, implement its decisions and carry out all of the functions assigned it by law and by these Articles of Association, as well as by specific assignment from the Board of Directors; he supervises the general operation of the Association.

Responsibilities

Art. 28 - The Vice-President takes the place of the President in case of his absence or impediment, or in the duties specifically assigned to him.

Art. 29 - The Treasurer is responsible for the Association's administration. His duties include collecting the revenue and keeping the Association's accounting books, including those required by law, compiling the forecast-type budget and the final accounts and providing for the preservation of the Association's property and for its expenses, to be paid at the order of the Board of Directors.

Art. 30 - The Secretary is responsible for compiling reports on the General Meeting and the Board of Directors' meetings as well as assisting the President and the Board of Directors in explicating the executive activities necessary and appropriate for the operation of the Association's administration.

Revenue

Art. 31 - The Association's revenue consists of:

- The fees and contributions of the members;
- Legacies, donations, and bequests;
- Contributions from the State, the Regions, local bodies, public agencies or institutions, also finalized at supporting specific, documented programmes carried out within the sphere of the Association's scope and purpose;
- Contributions from the European Union and from international organizations;
- Revenue deriving from stipulated services provided;

- Revenue from selling the goods and services of the members to other parties, also through economic activity of commercial, artisanal or agricultural nature, carried out in auxiliary and subsidiary manner and always finalized at attaining the institutional objectives;

- Liberal donations from members and other parties;

- Revenue deriving from promotional initiatives carried out for the purpose of self-financing, such as parties and prize-awarding events;

Other revenues compatible with the scope of the Association, such as selling concert tickets, private sponsoring, etc.

income from the Association's assets;

Final accounts and forecast budget

Art. 32 – The budget of the Association is kept on a yearly basis, closing on December 31st of each year.

Art. 33 - The Board of Directors prepares a financial report (or a budget) by March 31st of each year in the case of final accounts.

Any document compiled in this way shall be subsequently approved by the General Meeting of members and affiliates.

The financial report (or budget) shall be publicized by depositing it at the Association's main office at least 20 days in advance.

Assets and operational surplus

Art. 34 – The assets of the Association consist of the enrolment fees, of annual amounts established periodically by the Board of Directors, of any real estate or movable assets that may come into the ownership of the Association, of any reserve funds constituted with surplus from previous years, and of any donations, disbursements, legacies, contributions and funding of any kind.

Art. 35 - The Association can accumulate profit and/or operational surplus, but can in no case proceed to the distribution, even indirectly, of same nor of any funds, reserves or capital during the lifetime of the Association, except where allocation or distribution are required by law.

Dissolution

Art. 36 - Should the partners decide in due time and for any cause to dissolve the association, the Meeting will determine the mode of liquidation and will appoint one or more liquidators, establishing their powers. The remaining assets will be assigned to one or more bodies or associations having purposes similar to those specified in these Articles of Association.

Art. 37 - Respect for these Articles of Association and the relevant regulations is compulsory for all members starting from the date of their approval.

Art. 38 - For anything not provided for by these Articles of Association, reference will be made to the laws currently in force.