

Constitutive Act

On January 25th 2012 in Porto Sant'Elpidio (Fm), via Mazzini 324, the following people are gathered to constitute an Associazione sportiva dilettantistica , with also social finality :

NICOLAIS FABIO born in Avellino (AV) on 17/10/1986 e residente a Calitri (AV) 83045 Via Sotto Marcello I Codice Fiscale :NCLFBA86R17A509M

ABBRUZZETTI ERIKA born in Sant'Elpidio a Mare (FM) on 03/08/1986 e residente a Porto Sant'Elpidio, Via Solferino 23/4 . Codice fiscale :BBRRKE86M43I324I

LOPIPERO MICHAEL JOHN born in Huntington, New York on 07/10/1981 e residente a Fermo via Gaetano Orsolini 56 . Codice fiscale :LPPMHL81R07Z404U

LANDRISCINA ANTONIO born in Trinitapoli (FG) on 04/04/1946 e residente a Fermo via Girardi 111. Codice fiscale :LNDNTN46D04B915B

The aforementioned people call to preside the meeting Mr Nicolais Fabio, who then appoints as his secretary Mr Landriscina Antonio.

The president illustrates the reasons why the aforementioned people have decided to create this association and reads the Statute, which after wide discussion, put under vote, is approved with unanimity.

The delegates deliberate ,also, that this association is named "Associazione Sportiva Dilettantistica Learn and Play" , head office in Porto Sant Elpidio(FM) Via Mazzini 324 and name the following people as the members of the administration Board which will be in charge for the next 4 years:

1. NICOLAIS FABIO president
2. LANDRISCINA ANTONIO vice-president
3. LOPIPERO MICHAEL JOHN adviser
4. ABBRUZZETTI ERIKA adviser

ASSOCIAZIONE SPORTIVA DILETTANTISTICA LEARN AND PLAY STATUTE

CAPTION I Denomination - Head office

Article 1

In the spirit of the Italian constitution is constituted the Associazione sportiva dilettantistica Learn and Play, as a nonprofit association, which reunites all the citizens who voluntarily wish to pursue the finalities contained on this Statute. The association Head office is in Via Mazzini 324 in Porto Sant 'Elpidio. By resolution of the administration the association may affiliate itself to Federations, national and regional and provincial and also foreign sport promotional entity, and other associations.

CAPTION II Finality-Object

Article 2

The association is a permanent centre of associative life with voluntary and democratic features which activity is an expression of participation, solidarity and pluralism.

It operates to accomplish sport, ricreative ,cultural and solidarity goals; it offers to suitable and efficient members services for their cultural, sport, recreative needs.

Article 3

The association is promoted to:

- A) promote and develop amatuor sport activities linked to different disciplines (gym, baseball ,softball , soccer ,psicomotric activity)
- B) organize and manage psicomotric courses and motor basic activity
- C) manage Floor gymnastic activities for adults and children
- D) participate to championships, tournaments , races etc.
- E) organize sport teams in order to participate to championships, races ,competitions , manifestations and other initiatives of other sport disciplines
- F) promote didactic activities for the start, the updating and the improvement in the sport activities and also didactic activity included
- G) study, promote and develop new methodologies to improve the organization and the practice of the sport
- H) organize sport activities, cultural , and artistic for the private and public schools
- I) organize propaedeutics courses with team sports connected with the foreign language
- J) promote the interaction and the cultural exchange between people from different nations and cultures, using sport as principal tool for integrations
- K) promote learning and education on sport, language, theatre, music, communicative and other different activity
- L) develop the research and sperimentation on sport fields, with particular referring to the link between sport and language acquisition
- M) encourage the learning of foreign languages through sport, courses, stages, cultural exchange, twinning, gastronomic itinerary, and similar activities
- N) organize summer and winter camps connected with sport/recreative/linguistic activities with the implication of Italian and foreign associates
- O) implement rappresentations , cinemaforum, showrooms, sport events, artistic and musical activities
- P) organize film, theatre, dance festival and concerts
- Q) encourage the school and professional orientation with the cooperation of the school boards
- R) organize scholarships
- S) organize single theatre , dance, singing concert event
- T) manage public and private spaces for the social activities performances
- U) produce didactic, visual and audiovisual material
- V) organize races and events connected with a foreign sport and culture
- W) play any kind of activity linked to the aforementioned points
- X) manage own/others structure buildings, fields or sport location of any kind
- Y) organize sport , cultural, recreative events , parties manifestation and table game also
- Z) create starting sport courses, motor activities, training and qualification courses for sport operators
- AA) organize recreative and cultural activities in order to promote a better use of the spare time of the members and also included, if necessary, the administration of a place for refection
- BB) exercise , in a marginal and noprofit way, commercial activities to self finance ; in this case it must be followed and respected the current amministrative and fiscal laws

CAPTION III – Members

Article 4

The numbers of the members may be unlimited.

Any person, society, entity which shares the same goals and commits itself to reach such goals may become member of this association

Article 5

Whoever intends to be admitted as member must submit a verbal and written request to the Administration, committing himself/herself to comply to the present statute and observe the eventual rules and deliberations adopted by the the members of the Administration

These societies, associations and entities which intend to become members must present written request signed by their legal representative

At the moment of the request from the association and at the moment of the payment of the membership fee the requesting will acquire by any means the qualification of member. In other case is excluded the temporariness of the participation of the associative life.

Article 6

The qualification of member allows to:

- participate to all the initiatives promoted by the Association
- participate to associative life , expressing its own vote on a settled venue , also about the approval or modification of the statute articles and eventual regulations
- have the right to passive or active elections of the members of the board of the Association

The members have to :

- respect the rules contained on the statute, included the deliberations approved by the social organs
- pay the membership fee.

Article 7

Any member must pay the annual membership fee established on the current activities organized.

Such fee must be determined annually for the year to come with the deliberation from the Association Board and in any case does not include refund

For the year 2012 the membership fee is of Euro 5,00 (five/00)

The fee or contributions are not transmittable and not revaluable

CAPTION IV Recess- Exclusion

Article 8

The status of member is consider lost in case of recess, exclusion or death.

Article 9

To resign is necessary a written request to the Administration Board. The exclusion will be deliberated by the members of the Administration Board :

- a) in case the laws of this statute are not followed or respected , or of eventual other deliberations or regulations approved by the Administration Board

- b) for more then 9 months from the due date the member will not pay the annual fee to the association
- c) performing activities against the association's interests
- d) in any case, causing serious damages, even moral, to the association

The status of member is not active once is not paid the annual fee.

Article 10

The decision of expelling an association's member must be communicated to the receiver through written letter, except the case b) on Article 9, and must be motivated. The addressed member has 15 days to call a meeting together with the Board to dispute the exclusion of his/her membership. The exclusion becomes effective once is written down on the member's journal and is effective 20 days after the decision and the deliberation of the assembly chaired by the association Board

CAPTION V Economical resources- mutual fund

Article 11

The associations gets its economical resources to function and to perform its activities from :

- a) member's fees and contributions
- b) shares and contributions to participate to sport events
- c) inheritance, donations and related
- d) government , provincial or local contributions finalized to support specific and documented programs realized for statutory purpose
- e) U.E and other international organism contributions
- f) Incomes from convention services
- g) Proceeds from selling goods or services from a member or others, even through economical , craft, agrarian activities performed in a subsidiary or auxiliary way and in any case finalized to achieve institutional objectives
- h) Liberal disbursements from members or others
- i) Incomes from promotional initiatives finalized to its own financing , such as festivals or price lotteries
- j) Other incomes compatible with social finalities of associations , also of commercial nature

The mutual fund, made - for illustrative, yet incomplete purposes- from surpluses, funds, reserves and any title acquired on whatever basis from the Association, it is never sharable amongst the members during the association life or at its dissolution act. It is forbidden to distribute, even in an indirect way, revenues or surpluses as well as funds, reserves or capitals except in case the distribution is imposed by the current law

In any case the eventual surplus operating funds will be reinvested in favour of activities present on this statute

Accounting year

Article 12

The accounting year is from January 1st to December 31st of every year. The association Board must predispose the economical and financial report to be presented during the members' meeting. The financial and economical report must be approved by the members' meeting within four months from the end of the previous year's activity

CAPTION VI Associations organs

Article 13

Organs of the associations are:

- a) The members assembly(meeting)
- b) The association Board
- c) The president
- d) Statutory auditor (once elected)

Meetings/ Assemblies

Article 14

The assemblies may be ordinary or extraordinary. Their convening must be made through written notice hung on the association head quarter or where the activities are held at least 20 days before the assembly itself, containing the agenda , the place (head quarter or elsewhere) the day and the time of the first and second convocation. The convening notice may be also communicated to the member through other ways such as publishing the notice on the association journal, missive , fax , e-mail or telegram , sms ; in any case at least eight days before the meeting is held

Article 15

The ordinary assembly:

- a) approves the economical and financial report
- b) proceeds to the election of the association Board and eventually of the Statutory auditor
- c) deliberates on everything concerning the management of the Association reserved on its own wholeness to the competence of the present statute and to the examination of the Association Board
- d) approves new regulations

The assembly is held at least once a year within four months the end of the financial year. The assembly is held every time the Board considers it necessary or any time there is a written request indicating the agenda by the Board , or by the Statutory auditor (if elected) or by at least 1/10 of the association's members- in these last cases the communication must be made at least 15 days before the assembly

Article 16

During the association's meeting all the adult members up to date with the association fee have the right to vote according to the principle of the single vote. On first convocation the meeting-ordinary or extraordinary-is regularly constituted when at least the half plus one of the members are attending or represented. On second convocation, after at least an entire day from the first convocation, the meeting – ordinary or extraordinary- is regularly constituted no matter how many members are attending or represented. The ordinary meeting deliberations are valid with the absolute majority of the votes on any object presented by the agenda.

Article 17

The assembly is extraordinary when is held to modify the statute or to decree the dissolution of the association appointing the liquidators. The assemblies deliberations are valid, with the qualified members majority of $\frac{3}{4}$ of the members attending for the modification of the statute or the dissolution of the association.

Article 18

Each assembly is presided by the president of the Association or in his/her absence by the vice-president or by the person designed by the assembly itself .the appointment of a secretary is made by the president of the assembly.

Association Board

Article 19

The association Board is made of at least four people to a maximum of six people chosen among the adult members.

The members of the association Board stay in charge for four years and may be re-elected

The Board elects within itself the president, the vice-president, the secretary and the cashier

A board meeting is called any time the president has a matter to deliberate or when there is a request from $\frac{1}{5}$ of the members

The convening may be made through missive or even e-mail at least eight days before the meeting.

Each meeting is valid once is attending the majority of its members , or without any official convening when all the members are attending

The association board is invested with extensive powers to manage the association. It belongs to the association Board , as an example :

- a) taking care of the execution or deliberation of an assembly
- b) drawing up the budget and the economical and financial report
- c) predispose the internal regulations
- d) enter into a contract or act concerning the social activities
- e) deliberates about the admission or expulsion of a member
- f) name responsible for work commissions or for sectors concerning the life of the association
- g) do all the necessary acts for the correct working of the association
- h) entrust , with specific deliberation, special delegation to one of its member
- i) the association board member must not have the same role in other society with the same finality worth the radiation or the suspension from the appointment

In case of demission or other reasons one or more members of the association Boards lapse from office , the Board may substitute them with the first among the non elected who stay in charge until the due date of the period of the Board; in case of the impossibility of implementing the abovementioned way the Board may appoint other members who remains on charge until the next meeting in which it may be deliberated its ratification. In case more then half of the members of the Board lapse , the assembly must appoint a new association Board

President

Article 21

The president holds the legal representation and the association signature. To the president is attributed in autonomous way the ordinary administration power , and by resolution from the board, the extraordinary administration power.

In case of absence or impediment his/her tasks are held by the vice-president

Article 22

Statutory auditor(if elected)

The statutory auditor is elected by the assembly and is made of three members and two substitutes, even among the non members and stay in charge for two years and elects its own president among itself. The statutory auditor must control the administration of the association, the financial audit and monitoring the respect of the Statute

It may participate to the association board's meetings and to the assemblies, with no right to vote, where it may present its annual relation on the balance sheet

Advertising and transparency of social acts

Article 23

It must be ensured a substantial advertisement and transparency of acts related to the activities of the association, with particular reference on annual balances and proceedings. Such social document, held in the head office, must be made available to any member at any time

CAPTION VII Dissolution

Article 24

The association dissolution may be deliberated by the assembly with the vote of at least 2/3 of the members that have the right to vote

In case of dissolution a liquidator will be appointed, chosen even among the non members

Once experienced real and personal property, extinguished all the obligations, all the goods left must be devolved to Entities or associations which pursue the promotion and the development of sport activity, or for other finalities of social utility, after hearing the control organism rel. art.3 comma 190 Law 23/12/1996 n.662

Final Norm

Article 25

For whatever is not contemplated on this statute, are considered valid and applicable the norms on the Civil Code and the dispositions of the common Law

Porto Sant'Elpidio 25/01/2012