

STATUTE

FACILITY HEROES



/// NEXUMStp

Article 1 - CONSTITUTION.....	3
Article 2 - NAME -	3
Article 3 - CORPORATE OBJECT AND PURPOSE -	3
Article 4 - Performance of activities of general interest -	4
Article 5 - Members and workers -	5
Article 6 - REVENUE AND INCOME.....	5
Article 7 - ORGANIZATION AND ACCESSION.....	6
Article 8 - Wealth and non-profit making -	7
Article 9 - Rights and obligations of members -	7
Article 10 - Bodies of the association -	8
Article 12 - ORDINARY MEETING -	9
Article 13 - Extraordinary meeting -	9
Article 14 - THE PRESIDENT OF THE ASSOCIATION -	10
Article 15 - THE GOVERNING COUNCIL -	10
Article 16 - Functioning of the Governing Council -	10
Article 17 - Tasks and functioning of the Governing Council -	11
Article 18 - Inspection body -	12
Article 19 - Audit Board -	12
Article 20 - SECRETARY -	12
Article 21 - Treasurer -	13
Article 22 - FINANCIAL YEAR -	13
Article 23 - Winding-up, termination and termination -.....	13
Article 24 - DISPUTES -	14
Article 25 - FINAL PROVISIONS -	14

Article 1 - CONSTITUTION

The Association called "FACILITY HEROES" is constituted. Pending the operation of the National Single Register of the Third Sector, the Association is constituted in compliance with the legislation established by Legislative Decree no.117 of 3 July 2017 (c.d. Third Sector Code), as amended by Legislative Decree no.105 of 3 August 2018, and in compliance with Legislative Decree no.460 of 4 December 1997. The Association intends, therefore, to adopt, in this Statute, all the provisions established by the Code of the Third Sector and subsequent amendments, reserve the right to comply with any obligations arising from the full and effective operation of the aforementioned National Single Register of the Third Sector. The association has its registered office in Rome at Via Degli Armenti and is open-ended.

Article 2 - DESIGNATION -

The association assumes the name and in any distinctive sign or communication addressed to the public of Facility Heroes, until the effective operation of the National Single Register of the Third Sector. Then the same will start the procedures for registration in the Register, adopting, following the said registration, the acronym "E.T.S." (Body of the Third Sector) and calling, from the latter registration, "Facility Heroes E.T.S.".

Article 3 - PURPOSE

The Association is governed by this Statute in compliance with and within the limits of what is established by the general rules of the Italian legal system; it is based on organizational rules inspired by constitutional principles and criteria of administrative transparency. The association is constituted for the pursuit, non-profit, civic purposes, solidarity and social utility through the development, exclusively or principally, of activities of general interest, as defined by art. 5 co. 1, lett. d, i, n, p, q, u and w of the Third Sector Code (D.lgs 3 July 2017, n. 117). The activities of general interest are carried out in relation to the different professional categories within facility management, asset, property, camp management, admin, supply chain, real estate and similar, with the mission of improving the working quality of these professionals in the world. In addition, the activities of general interest are also carried out towards companies, in different legal forms, with the aim of improving the processes in the field of facility management and raising the level of corporate welfare. In particular, the Association carries out activities of general interest such as:

- Art. 5, co. 1, lett. d, del D.lgs n.117/2017; education, education and vocational training, pursuant to Law no. 53 of 28 March 2003, and subsequent amendments, as well as cultural activities of social interest for educational purposes.
- Art. 5, co. 1, lett. i, of Legislative Decree no.117/2017; organization and management of cultural, artistic or recreational activities of social interest, including activities, including publishing, promotion and dissemination of the culture and practice of volunteering and activities of general interest referred

to in Article 5 of the Third Sector Code.

- Art. 5, co. 1, lett. n, del D.lgs n.117/2017; cooperazione allo sviluppo, ai sensi della legge 11 agosto 2014, n. 125, e successive modificazioni.
- Art. 5, co. 1, lett. p, of D.lgs n.117/2017; services aimed at the integration or reintegration into the labour market of workers and persons referred to in Article 2, co. 4, of the legislative decree revising the regulations on social enterprise, referred to in Article 1, paragraph 2, letter c), of the law of 6 June 2016, n. 106.
- Art. 5, co. 1, lett. q, del D.lgs n.117/2017; social housing, pursuant to the decree of the Ministry of Infrastructure of 22 April 2008, and subsequent amendments
 - **Art. 5, co. 1, lett. u, del D.lgs n.117/2017;** charity, distance support, free supply of food or products referred to in Law No. 166 of 19 August 2016, and subsequent modifications, or provision of money, goods or services in support of disadvantaged persons or activities of general interest pursuant to this Article.
 - **Art. 5, co. 1, lett. w, del D.lgs n.117/2017;** 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, including the banks of the times referred to in Article 27 of Law No. 53 of 8 March 2000 and the joint and several purchase groups referred to in Article 1, paragraph 266, of Law No. 244 of 24 December 2007.

Article 4 - Performance of activities of general interest -

For the accomplishment of the aforesaid activities of general interest, the association will exercise exclusively or principally, initiatives of support to the professional figures of which to art. 3, in job search such as training courses, conferences, seminars, conventions with the imprints, but also advice of various kinds for the growth of companies in difficulty. In particular, the association in the performance of activities of general interest, will deal with personal branding care, CV assessment, social network management, training, optimization of the position on the labour market, the search for ideal employment and career support, the protection and affirmation of human rights, the dignity of the individual, gender equality, equal opportunities and the principles of democracy in the world of work, promote social housing policies aimed at individuals who receive insufficient wages for minimum subsistence, provide money, goods or services in support of disadvantaged people or activities of general interest; promote the protection of human, civil, social and political rights, as well as the rights of consumers and users of activities of general interest, equal opportunities and mutual aid initiatives,

including the banks of the times. In addition, the association will be able to award scholarships in favour of the various initiatives pursued. the association in the performance of the activities of general interest, will take care of assessment and evaluation of the already in force technical profiles, policies of retainment, support to the creation of new technical staff e-business-unit, with relative hierarchy and functional organization chart, and search, selection and negotiation of technical profiles referred to in art.3. In addition, the association will be able to award prizes depending on the different initiatives pursued. It is the Association's faculty to promote and organize all forms of social expression of general interest such as meetings, conferences, seminars, events, as well as connect with groups that pursue the same aims, conclude agreements with public bodies and institutions, cooperatives and associations for the achievement of statutory purposes. The association will be able to collaborate with other bodies for the development of initiatives that are part of its objectives, but must maintain the most complete independence with respect to the governing bodies of public and private companies and trade unions. The association may carry out activities other than those referred to in Article 3, provided that they are secondary and instrumental to the activities of general interest, taking into account all the resources, employed in these activities in relation to all the resources employed in the different activities.

Article 5 - Members and workers -

The members of the association operate in a specific way, with non-occasional services, addressed to the subjects indicated in art. 3. Members shall render their work in a personal, spontaneous, free-of-charge manner and shall not be entitled to any compensation for their activities other than the reimbursement of expenses actually incurred, within the limits laid down by the Association itself or by law. It is possible, however, at the discretion of the Board of Directors, to pay members in proportion to the activity carried out in favour of the association. The remuneration to employed or self-employed persons must not be higher than 40% (40) compared to that provided, for the same qualification, by the collective agreements referred to in art. 51 DL 15/06/2015 n.81. The Association is prohibited from carrying out activities not provided for by this Statute, except secondary and instrumental activities in relation to activities of general interest, directly related to activities of general interest and in compliance with the limits and criteria established by art. 6 of the Third Sector Code. The association may also carry out fundraising activities in order to finance activities of general interest in any form, also in an organised and continuous manner and by solicitation to the public or by the supply or supply of goods or services of modest value, using own resources and those of third parties in compliance with the principles of truth, transparency and fairness in relations with supporters and the public, and in accordance with the legislative provisions

Article 6 - REVENUE AND INCOME -

The Association provides for the achievement of its aims with membership fees, contributions, donations, legacies, compensation granted in any form by the public administration, Associations, Entities and private individuals. Therefore, the association can draw the economic resources necessary

for its operation and the carrying out of its activities from membership fees, public and private contributions, donations and wills, income and income relating to general interest activities, miscellaneous activities and fundraising activities within the meaning of Arts. 5, 6 e 7 del D.lgs 3 luglio 2017, n. 117. In the case of public fundraising, the Association will have to draw up the appropriate statement, which clearly and precisely shows the expenses incurred and revenue. For the Association there is an obligation to use profits or operating surpluses and assets including any revenues, income, income and revenues, however, denominated for the performance of the statutory activity for the purpose of the exclusive pursuit of solidarity and social utility purposes, in full compliance with the legislation established by art. 8 of the Third Sector Code.

Article 7 - ORGANIZATION AND ACCESSION-

The organization of the Association must be productive, clear and not bureaucratic. Membership in the Association is allowed, without any distinction to the subjects indicated in art. 3, that they intend to engage for the attainment of the objectives that the same Association proposes to pursue. Membership of the Association is to be considered indefinite and cannot be arranged for a temporary period. Public and/or private organizations belong to the Association in the person of their representative. Who intends to join the Association must address an express request to the Board of Directors, which decides on applications for membership submitted within sixty days of their receipt. The resolution is communicated to the person concerned and is noted in the register. In case of rejection of the application for membership, the Board of Directors must, within sixty days, explain the reasons behind the rejection of the application and inform interested parties. Upon accession members must pay the membership fee annually established by the Board of Directors. Therefore, are associated those who have been admitted by resolution of the Board of Directors, who pay every year any membership fee, who approve and respect the statute, any regulations and resolutions of the bodies of the association. The membership fee is not transferable to any security and is not linked to the ownership of assets.

Article 8 - Wealth and non-profit-making -

The association may not distribute, even indirectly, profits and/or operating surpluses as well as funds, reserves, however called to founders, associates, workers and collaborators, directors and other members of the corporate bodies, even in the case of withdrawal or in any other hypothesis of individual dissolution of the associative relationship. The association has the obligation to use the assets, including any revenues, annuities, revenues, revenues, however denominated, for the performance of the statutory activity for the exclusive pursuit of civic purposes, solidarity and social utility. In case of dissolution of the association before registration in the National Single Register of the Third Sector, the remaining assets, once the liabilities present in the balance sheet have been met, will be devolved to another non-profit association operating in the same or similar sector, unless otherwise required by law. Following registration in the National Single Register of the Third Sector, the devolution of the remaining assets must follow the provisions of Article 8 of the Third Sector Code.

Article 9 - Rights and obligations of members –

All members are required to comply with the Statute, any internal regulations and resolutions adopted by the corporate bodies. All members have the right to participate in the life of the association by expressing their vote in the seats of the Association and to enjoy the active and passive electorate for the appointment of the Governing Bodies of the Association. Each member, provided he has been registered in the Associate Book for at least three months, has the right to vote for the approval and amendments of the statutes and any regulations, for the election of the administrative bodies of the association. Each member has the right to examine the social books, upon written request to the Board of Directors and at the headquarters of the association, as expressly established by Article 15, paragraph 3, of the Code of the Third Sector. The status of associate is lost due to death, voluntary resignation or exclusion. Resignations must be communicated in writing to the Board of Directors at least 90 (ninety) days before the renewal of the membership fee. The exclusion is resolved by the Board of Directors with a reasoned resolution for default, failure to comply with the statutory rules, conduct contrary to the achievement of the associative purpose or if the member puts into effect behaviors that cause material damage or the image of the Association. Such provision, deliberate to absolute majority, will have to be communicated to the associate declared excluded, which, within thirty days from such communication, can resort to the assembly by registered letter sent to the President of the Board of Directors. The Assembly at the first ordinary meeting will consider the appeal of the excluded associate. The loss, in any case among those mentioned, of the status of member does not entitle to the refund of what has been paid to the Association.

Article 10 - BODIES OF THE ASSOCIATION –

The bodies of the Association are the Assembly, the Board of Directors, the President of the Association, the Supervisory Body and the Audit Body. Membership offices and services provided by members are carried out free of charge, or, at the discretion of the Board of Directors, after consulting the Shareholders' Meeting, may receive compensation respecting the regulatory limits. In particular, no individual remuneration may be awarded that is not proportionate to the activity carried out, to the responsibilities assumed and to the specific competences or in any case superior to those provided for in entities operating in the same or similar sectors and conditions. In cases of conflict of interest of the associative offices art. 27 of the Third Sector Code, which refers to Article 2475-ter of the Civil Code.

Article 11 - Assembly -

The Assembly is the sovereign organ of the Association and is composed of all the members who, at the date of the notice of convocation, are registered in the Book of Associates. It may be ordinary or extraordinary.

It is convened by the President of the association, at least once a year within four months of the end of the financial year for the approval of the budget and, in any case, whenever the Board of Directors deems it appropriate, or when it is requested by at least two-thirds of the members, provided that it complies with the payments of membership fees. The Shareholders' Meeting must be convened at least 5 (five) days before the date of the meeting by sending an e-mail or a paper letter or by posting the notice in a clearly visible manner on the premises where the associative activities are carried out. The notice of convocation must contain the day, the time and the place of the first and second convocation, as well as the agenda. All members may attend the Shareholders' Meeting (ordinary or extraordinary), with voting rights, provided that they are in compliance with the payment of membership fees; each member has only one vote. It is allowed the intervention by proxy to be given in writing exclusively to another associate. Each member can not have more than one delegation. The votes of the Assembly shall be by show of hands, by roll call or by secret vote on the recommendation of the Assembly. The assembly can be held in audio/video connection through means of distance communication (videoconference, teleconference), provided that the President of the association is allowed to verify the identity and legitimacy of the participants, regulate the conduct of the meeting, ascertain and proclaim the results of the vote, and allow the verbalizing subject to properly perceive the assembly events that are the subject of verbalization, and finally, allow the speakers to take part in the debate and the simultaneous vote on the items on the agenda.

Article 12 - Ordinary General Meeting -

The Ordinary Assembly is presided over by the President of the Association appointed by the same Assembly by a simple majority, which appoints among the associates a verbalizing secretary, is validly constituted in first convocation with the presence of 70% (seventy percent) plus one, in second call whatever the number of those present. The Ordinary Shareholders' Meeting validly deliberates, both in first and second call, with a majority of 50% (fifty percent) plus one of those present on all the issues on the agenda. There must be at least one hour between the first and second summons. The Ordinary Assembly: a) appoints and dismisses the President of the association, the Board of Directors, the Supervisory Body and the Audit Body; b) approves the final financial statements and the financial statements; c) decides on the responsibility of the members of the corporate bodies and promotes action of responsibility towards them; d) decides on appeals against the measures of refusal of membership and exclusion from the association; e) approves any regulation of the Shareholders' Meeting; f) decides on the other objects assigned by law, by the articles of association or by the Articles of Association to its jurisdiction; g) deliberations on any other matter of an ordinary nature and

of general interest placed on the agenda.

Article 13 - Extraordinary Meeting -

The Extraordinary Assembly is presided over by the President of the association appointed by the Assembly itself by a simple majority, who in turn appoints among the associates a verbalizing secretary. To deliberate, the Extraordinary Assembly is validly constituted with the presence of at least three-quarters of the members and it deliberates with the majority of 50% (fifty percent) plus one of those present. In order to resolve the dissolution of the Association and the devolution of assets, at least three-quarters of the members must vote in favour. All the resolutions of the Assembly and the reports, besides being duly transcribed in the book of minutes of the Assembly, are publicized to the members with the exposition for 15 (fifteen) days after the approval in the headquarters of the Association. The Extraordinary Shareholders' Meeting: a) decides on the modifications of the articles of association or the articles of association; b) decides on the dissolution, transformation, merger or division of the association; c) decides on the other objects attributed by law, by the memorandum or articles of association within its jurisdiction; d) deliberations on any other subject of an extraordinary nature and of general interest on the agenda.

Article 14 - THE PRESIDENT OF THE ASSOCIATION -

The President of the Association is the legal representative of the association for all purposes, before third parties and in court, and is elected by the Assembly, within the Board of Directors, by a simple majority of those present. The Vice-president replaces him in all cases of absence or impediments of these. It is the right of the President, in agreement with the Board of Directors, to designate associates and/or external persons for specific tasks concerning initiatives of the Association.

Article 15 - THE GOVERNING COUNCIL -

The Association is managed by a Board of Directors, chosen the first time among the founding members in the constitution, composed of a minimum of three, a maximum of nine members elected by the Assembly and lasts in office for three years. Its members can be re-elected for a maximum of 3 (three) consecutive terms. It is presided over by the President of the association. Among its members, the Council elects the Vice-president, the Secretary and the Treasurer in addition to any other positions that may be necessary. The Board of Directors has the general responsibility of conducting the Association, in the spirit and principles that inspired it and constituted, in accordance with what is established for individual members, by this Statute. The Board of Directors is also responsible for the admission of new members and the determination of the annual participation fee. If during the year one or more members of the Board of Directors are absent, the Board will meet to proceed with the replacement of outgoing subjects by new appointments. The relative deliberations will be assumed by majority. In case of parity of the votes, the vote of the President of the association will prevail. The

new mandates will be valid until the next Assembly, which can confirm them in office until the expiry of the Board of Directors who co-opted them. Should the majority of the members fail, the entire Board of Directors will be deemed to have lapsed and it will be up to the Assembly to proceed with the appointment of a new Board of Directors.

Article 16 - FUNCTIONING OF THE GOVERNING COUNCIL -

The Board of Directors meets normally every semester on convocation of the President of the association. The President will convene the Board of Directors whenever he deems it necessary or if the majority of the members request it. Notices of meetings must be given in writing and must be delivered at least five days before the date of the meeting; the agenda, date, time and place of the meeting must be included in the notice. The Council is validly constituted when the majority of the members is present and the deliberations are assumed by majority of the present ones. The meetings are chaired by the President of the Association and in his absence by the Vice-president and, in case of absence of both, by a councillor chosen from those present for seniority of office. In the event of a tied vote, the vote of the Chairperson or, in the event of absence, that of the Vice-chairperson or that of the oldest councilor per post shall prevail. The board meets at the registered office or at the other location indicated in the notice of convocation and can be held in audio/video connection through means of distance communication (videoconference, teleconference), provided that the Chair is able to ascertain the identity and legitimacy of the speakers, regulate the conduct of the meeting, ascertain and communicate the results of the vote; but also, that the verbalizing subject be allowed to properly perceive the assembly events which are the subject of the verbalization, and that the speakers be allowed to participate in the discussion and simultaneous voting on the subjects on the agenda.

Article 17 - Tasks and functioning of the Governing Council -

The Board of Directors has all the powers of ordinary and extraordinary administration, which it can also delegate to some of its members, within the framework of the principles and general guidelines established by the assembly. In particular, it is the task of the Board of Directors to decide on the admission of members and, if necessary, to motivate their rejection; to prepare the draft financial statements and, where appropriate, the financial statements, documenting the secondary and instrumental character of any different activities carried out; identifying any different secondary and instrumental activities in relation to activities of general interest; establish the criteria for reimbursements to volunteers and associates for expenses actually incurred for the activities carried out in favour of the association; carry out all the actions and operations for the proper administration of the association that are not due to the assembly. In addition, the Board of Directors must draw up the budget and final balance, which must be approved by the Shareholders' Meeting every year by the month of April. It must be deposited at the seat of the Association within the 15 (fifteen) days before the session in order to be consulted by each member. Finally, the Board of Directors prepares and approves by majority the legislation that regulates the functioning of the peripheral locations. All the

powers of the Assembly listed above may be waived to the Board of Directors if the Association has a number of members not less than 500; may regulate the powers in derogation, but must nevertheless respect the principles of democracy, equal opportunities and equality of all members and electivity of social positions.

Article 18 - Supervisory Board -

Where this is required by law or by free determination, the Shareholders' Meeting appoints a Supervisory Body composed of three persons, of which at least one choice among the categories of subjects referred to in article 2397, second paragraph, of the Civil Code. A single-member control body may also be appointed from among the categories of persons referred to in the second paragraph of Article 2397 of the Civil Code. Article 2399 of the Italian Civil Code applies to the members of the supervisory body. The Supervisory Body supervises compliance with the law and the articles of association, compliance with the principles of proper administration and in particular the adequacy of the organizational, administrative and accounting structure adopted by the association and its concrete functioning. It also carries out tasks of monitoring the observance of the civic, solidarity and social aims of the association and attests that the social budget, in case its drafting is mandatory or is considered appropriate, has been drawn up in accordance with the guidelines referred to in art. 14 del d.Lgs. del 3 luglio 2017 n. 117.

Article 19 - Audit Board -

The Board of Auditors shall be appointed by the Shareholders' Meeting if it deems it necessary or if it is required by law in accordance with Article 30 of the Third Sector Code. It shall be composed of three to five members, at least one of whom shall be chosen from among those registered in the Register of Auditors. The Review Body shall check the correct observance of the laws and the Statute. In particular, it ensures the financial management by ensuring the proper keeping of accounting records and expressing its opinion through special reports on the budget and on the final accounts. Where this is required by law or free determination, the shareholders' meeting shall appoint a statutory auditor or a statutory audit firm registered in the appropriate register. Where the members of the supervisory body are registered in the Register of Auditors, they may also act as statutory auditors, where no appointed entity is appointed for that purpose.

Article 20 - SECRETARY -

The Secretary draws up the minutes of the meetings of the social bodies and takes care of the keeping of the relevant books and records. It is also up to him to arrange the necessary negotiations for the purchase of the means and services decided by the Board of Directors and to prepare and maintain the relevant contracts and orders. It also liquidates the expenses by verifying their regularity and authorizing the Treasurer to the material payment. The President and the Secretary, who is responsible for drawing up the minutes, must be physically present at the meeting

Article 21 - Treasurer -

The Treasurer presides over the administrative and accounting management of the Association by drawing up the accounting records, providing for the proper performance of tax and contribution obligations and arranging, in concert with the other members of the Board of Directors, the annual accounts in economic and financial terms. He also provides for the formal collection and payment of expenses deliberated by the Board of Directors. The Treasurer shall also be responsible for the periodic monitoring of the results of the cash, bank, receivables and debits financial accounts and the exercise of the recovery of receivables. The functions of Secretary and Treasurer may also be conferred on the same person. If they are attributed to different persons, the Administrative Regulation may provide that in the event of the Treasurer's inability to perform his duties, or in the event of resignation or revocation of the same, the functions of the latter are assumed, for the time necessary to remove the grounds of impediment, or to proceed with a new appointment, by the Secretary or the Vice-president. The Secretary, temporarily prevented, or resigned or revoked, is replaced in the same manner by the Treasurer or the Vice President.

Article 22 - FINANCIAL YEAR -

The social year of the Association opens on 1 (one) January and closes on 31 (thirty-one) December of each year. Each year the Board of Directors prepares the financial statements consisting of the balance sheet, the financial statement, with an indication of the income and expenses of the institution, and the mission report that sets out the balance sheet items, the economic and financial performance of the institution and the manner in which it pursues its statutory objectives. The financial statements and the mission report must be submitted to the Shareholders' Meeting for approval within four months of the end of the financial year. This period may be extended for no more than 180 (one hundred and eighty) days from the end of the financial year if specific requirements relating to the structure and activities exercised by the Association should be met. The financial statements and the mission report must be deposited at the registered office and remain at the disposal of all members.

Article 23 - DISSOLUTION, CESSATION AND TERMINATION -

The dissolution of the Association is deliberated by the Extraordinary Assembly of the associates on

proposal of the Directive Council, which will also appoint the liquidators. In case of dissolution, termination or extinction of the Association before registration in the National Single Register of the Third Sector, the remaining assets after the exhaustion of the liquidation procedure are devolved to other associations with similar purposes, or for public utility purposes, after consulting the inspection body referred to in art. 3, comma 190 of the law 23.12.96, n. 662 and subsequent modifications, except for different destination imposed by law. Following the registration in the National Single Register of the Third Sector, the devolution will follow the express provisions of Article 9 of the Third Sector Code.

Article 24 - DISPUTES -

A decision on any dispute that may arise between the members, or between them and the association or organs of the same, except those that by law are not subject to arbitration, will be referred to the judgment of three arbitrators, of which two to be appointed by each of the contending parties, and the third by mutual agreement. In case of failure to agree, the Board of Directors will instruct the president of the court where the association has its seat to execute the appointment of the third arbitrator.

Article 25 - FINAL PROVISIONS -

For what is not expressly provided for by this Statute, reference is made to the current legislative provisions in this field, with particular reference to the Code of the Third Sector.

I HAVE READ. UNDERSTOOD AND ACCEPTED

Signature _____

