

ARTICLES OF THE FOUNDATION "NOVAE TERRAE"

Art. 1 – FORMATION

A Foundation has been established having the name of "Novae Terrae", based in Milan, Via San Vito n. 6.

Delegations and offices may be established both in Italy and abroad in order to carry out – in a manner ancillary and instrumental to the Foundation's purposes – promotional activities and activities to develop and strengthen the essential network of national and international relations supporting the Foundation.

The Foundation observes the principles and legal framework of the Holding Foundation within the wider general scope of foundations governed by the Civil Code and associated laws.

The Foundation is non-profit making, nonpartisan and independent and may not allocate profits, directly or otherwise.

The Foundation's purposes are confined exclusively to the Lombardy Region.

The Foundation has an unlimited duration.

Art. 2 – PURPOSES

The following are the Foundation's purposes:

- the promotion of cultural study and research initiatives on human rights from a legal, philosophical, anthropological, political and economic perspective, in relation to the various national legal orders, facilitating the comparison between the latter (also with reference to problems associated with relations with the Islamic world) and the analysis of the case law of the Constitutional Courts, and also in relation to domestic and international institutions, with particular attention given to the process of European integration and its legal, economic and cultural implications and effects;
- the protection and promotion of human rights;
- research, study, debate, publishing initiatives, within the limits of the laws in force, training and cultural familiarisation in the field of national and international policy and social problems referable to human rights.

Art. 3 – INSTRUMENTAL, SECONDARY AND CONNECTED ACTIVITIES

To achieve its purposes the Foundation may, *inter alia*:

1. sign any suitable deed or contract, also for the financing of resolved operations, including (without limitation) the undertaking of short or long-term loans and financing, the purchase of real or movable property, the undertaking on lease or free loan, the

stipulation of agreements of any kind whatsoever also registrable in public records, with public or private agencies, which are considered suitable and useful for achieving the Foundation's purposes;

2. administer and manage the assets of which it is the owner, lessor/landlord, borrower or in whatever way held;
3. draw up and sign agreements and contracts to entrust the activities to third parties;
4. participate in and assist in the establishment of associations, agencies and institutions, whether public or private, whose activity is devoted directly or indirectly to the pursuit of purposes similar to those of the Foundation; create and establish, in tandem with the said organisations, collaborations and alliances, and provide them with support and assistance;
5. establish or participate in a secondary or instrumental way, whether directly or indirectly, in pursuing the institutional purposes of joint partnerships or companies with share capital, and invest in such companies;
6. promote educational and awareness-raising initiatives aimed at fostering the knowledge and protection of human rights and at developing cultural exchanges and debate on this issue;
7. promote and organize conferences, events, forums, round tables, meetings, symposia, congresses, study days and analogous cultural initiatives, with particular reference to the public institutions, publishing the relative records or documents ;
8. promote, look after and conduct surveys, reviews, research, studies, exchanges and any other form of publication or publishing initiative, within the limits of applicable laws;
9. promote, organise and set up training courses, lectures and internships for national students and practitioners and those from other countries, also making use of external consultants;
10. promote and organise performances, concerts or events in general, always within the scope of Art. 2 of these Articles;
11. establish and fund study and scientific research scholarships, including study trips abroad, based on plans drawn up by the applicants and approved by the Foundation according to the criteria determined by the Board of Trustees by special regulation;
12. establish Academies of Higher Studies and also fund university chairs;
13. carry out – on a secondary basis instrumental to the pursuit of the relevant institutional purposes – marketing activities related to the sector of publishing, within the limits of applicable laws, and to the audio-visual and ancillary multimedia sector in general;
14. in order solely to identify additional resources to be allocated to research, it may also carry out – on its own behalf or in collaboration with other public or private entities, and either in the form of a company or using other forms of collaboration – ancillary or instrumental activities, including production activities, in compliance with applicable legal provisions applicable to non-profit agencies;
15. carry out any other opportune activity or of support to the pursuit of the institutional aims.

Art. 4 – SUPERVISION

The competent authorities monitor the Foundation's activities in accordance with the Civil Code and associated special legislation.

Art. 5 – ASSETS

The assets of the Foundation consist of:

- the endowment fund consisting of contributions in money or movable and immovable property or other benefits useable for the pursuit of the institutional purposes, made by the founder members or by other participants;
- movable and immovable property that the Foundation receives or shall receive for any reason whatsoever, including those purchased by the same in accordance with the provisions of these Articles;
- donations made by entities or private persons expressly allocated to increase the assets;
- sums of unused income which, by resolution of the Board, may be allocated to increase the assets;
- contributions to the assets by the EU, the State, Regional entities or by other public or private entities.

Art. 6 – OPERATING FUND

The Foundation's Operating Fund consists of:

- income and revenue deriving from the assets and from the Foundation's activities;
- any donations or bequests that have not been expressly allocated to the endowment fund;
- any other contributions allocated by the EU, the State, Regional entities or by other public or private entities.
- revenue from institutional, secondary, instrumental and connected activities.

The income and the resources of the Foundation shall be used for the operation of the Foundation and to achieve its purpose.

Art. 7 – FINANCIAL YEAR – BUDGET AND FINAL ACCOUNTS

The financial year commences on 1st January and ends on 31st December of each year. By December, the Board of Trustees approves the budget for the following year, and, by 30 June, the final accounts for the following financial year.

The various bodies of the Foundation may, within their respective competences, assume commitments and obligations within the limits of the budget appropriations approved.

The distribution of profits or operating surplus or of funds and reserves during the life of the Foundation is forbidden, unless the allocation or distribution thereof is required by law.

Art. 8 – MEMBERS OF THE FOUNDATION

The members of the Foundation are divided into:

- Founder members;
- Institutional and Contributing Members.

Art. 9 – FOUNDER MEMBERS

Founder Members are those who signed the memorandum of association.

Each Founder Member who is a natural person should designate, including by testamentary disposition, a person to succeed him/her in the exercise of their rights and prerogatives as referred to in the present Articles, and thus in perpetuity

If a Founder Member, being a legal entity, should decide upon mergers, demergers, transformations or aggregations with other subjects or entities, said Founder Member shall nominate the subject that will exercise the prerogatives of that entity pursuant to these Articles.

The Founder Members may, by common resolution adopted by majority vote, appoint as Founder Members other natural and legal persons, whether public or private, and the entities that are to contribute to the Endowment Fund and/or the Operating Fund by way of contribution in money, goods or services, in whatever form and amount determined by said Founder Members.

The Founder Members may also, by common resolution adopted by majority vote, grant the honorary title of Honorary Founder Members to natural and legal persons, whether public or private, and to entities that have distinguished themselves or enjoy prominence in the fields that are of interest to the Foundation, based on their particular scientific and cultural merits.

Art. 10 – Institutional and Contributing Members

“Institutional Members” may be legal persons, whether public or private, and entities that undertake to contribute to the Endowment Fund and the Operating Fund on a multiannual basis, by way of a contribution in cash, goods or services, in whatever form and amount determined by the Board of Trustees.

The status of “Contributing Members” may be obtained by natural persons, whether public or private, and entities which, sharing the aims of the Foundation, contribute to its life and to the achievement of its purposes by contributing money, on an annual or multiannual basis, in an amount no less than that established (also annually) by the Board of Trustees or an activity, including professional activity, that is of particular importance or by contributing tangible or intangible assets. The Board of Trustees may by regulation regulate the possible division and grouping of Members by category of activity and participation in the Foundation.

The Members may contribute to specific projects that are part of the Foundation's activities.

The status of Institutional and Contributing Member lasts for the same entire period for which the contribution is regularly paid or the service or activity duly performed.

The Institutional and Contributing Members are admitted as members by final resolution of the Board of Trustees passed with the affirmative vote of a majority of its members. The Members shall expressly undertake to be bound by the provisions of these Articles and of the applicable regulation.

Art. 11 – FOREIGN MEMBERS

Natural and legal persons as well as public or private institutions and other institutions based abroad may also be appointed Institutional and Contributing Members.

Art. 12 – EXCLUSION AND WITHDRAWAL

The exclusion of Institutional and Contributing Members is resolved by the Board of Trustees by a majority of its members, for serious and repeated non-compliance with the obligations and duties arising from these Articles, including, by way of example:

- non-compliance with the obligation to make the contributions envisaged by these Articles;
- conduct inconsistent with the purposes of the Foundation as specified in art. 2 and with the duty to cooperate with the other members of the Foundation;
- conduct contrary to the ideals and purposes of the Foundation;
- conduct contrary to the duty to provide non-pecuniary performances/services.

In the case of legal entities and/or persons, the exclusion may also occur for the following reasons:

- transformation, merger and division;
- transfer, for any reason, of the controlling interest or the variation thereof;
- recourse to the risk capital market;
- termination, on any basis whatsoever;
- the commencement of liquidation proceedings;

- bankruptcy and/or the commencement of insolvency proceedings, including out-of-court proceedings.

The Institutional and Contributing Members may, at any time, withdraw from the Foundation, subject to the requirement to carry out in full the obligations assumed by them.

The Founder Members cannot in any circumstances be excluded from the Foundation.

Art. 13 – FOUNDATION’S ORGANS

Are bodies of Foundation:

- The Board of Trustees;
- The Board of Management;
- Chairperson;
- The General Manager;
- The Scientific Committee;
- The Accounting Control Body.

Art. 14 – BOARD OF TRUSTEES

The Board of Trustees consists of a minimum of three members, with a variable number of up to fifteen members.

It is composed as follows:

- up to ten directors selected and appointed by the Founder Members, by common majority resolution. The Founder Members, as regards the members appointed by them, may renew the office of director every three years, up to half of the members appointed, and so on in perpetuity;

- up to five members appointed from among the Institutional and Contributing Members by the members as appointed above;

The members of the Board of Trustees remain in office until the approval of the final accounts for the third financial year following their appointment, and they may be reappointed.

A member of the Board of Trustees who, without good reason, fails to attend three consecutive meetings, may have his/her appointment revoked by the Board. In this case,

as in any other case of vacancy of the office of a Director, the remaining members shall – in accordance with the required nominations referred to in the second subsection – co-opt another Director who shall remain in office until the expiry of the Board of Trustees. The Board of Trustees approves the objectives and programmes of the Foundation proposed by the Chairman and verifies the overall management results thereof.

In particular, it:

- establishes, annually, the general lines of the Foundation's activity within the scope of the purposes and activities as set forth in articles 2 and 3 of these Article;
- adopts the budget and the final accounts presented by the Board of Management;
- approves, if appropriate, the internal regulation of the Foundation prepared by the Board of Management;
- elects its own Foundation Chairperson and one or more Deputy Chairpersons;
- appoints the Honorary Chairperson of the Foundation, who will also act as Chairperson of the Scientific Committee referred to in art. 18 of the Articles;
- delegates special duties to the Directors;
- appoints the General Manager of the Foundation, determining the relevant duties as well as the nature and duration of the appointment;
- appoints, as appropriate, the members of the Scientific Committee;
- appoints the members of the Board of Management;
- appoints the Accounting Control Body;
- appoints the Institutional and Contributing Members;
- approves any amendments to the Articles;
- resolves upon the dissolution of the Foundation and the transfer of assets;
- carries out all other tasks assigned to it by these Articles.

The Board of Trustees is convened at least once a year at the initiative of the Chairperson or by the latter if he/she receives a request to this effect from two-thirds of the member. No special formalities are required for convening the Board, but it is required to use communication means that ensure all members are appropriately informed.

Board meetings on first call are valid provided two-thirds of members are present. On second call, Board meetings are valid however many members are present, provided there is a majority of members representing the Founder Members. Resolutions are approved by the affirmative vote of a majority of those present.

Resolutions relating to the appointment of the Chairperson or the approval of the budget or of amendments to the Articles, and resolutions relating to the dissolution of the institution, are validly adopted with the favourable vote of a majority of the Founder Members. In the event of a tie, the vote of the Chairman shall prevail.

The meetings are chaired by the Chairperson or, in the event of his/her absence or impediment, by the person designated from within the Board itself.

Meeting resolutions are written into the relevant minutes signed by the Chairperson and by the Secretary of the meeting, who may be appointed by the Chairperson also from persons outside the Board.

Meetings of the Board of Trustees may be held by teleconference or videoconference, provided that all participants can be identified and are able to follow the discussion and participate in real time on the items on the agenda. If all these requirements are satisfied, the Board meeting shall be deemed to be held in the place where the Chairperson is

located, which is where the meeting's Secretary must also be located in order to facilitate the drafting and signature of the minutes in the appropriate minute-book.

Art. 15 – BOARD OF MANAGEMENT

The Board of Management consists of three to five members, more specifically:

- the Chairperson of the Foundation;
- the General Manager
- up to three other members appointed by the Board of Trustees.

The members of the Board of Management remain in office until the approval of the final accounts for the third financial year following their appointment, which may be reconfirmed.

The office of member of the Board of Trustees is compatible with that of member of the Board of Management.

The Board of Management sees to the ordinary and extraordinary administration of the Foundation and its management, applying criteria of cost-effectiveness and efficiency within the context of the plans, projects and budget lines approved by the Board of Trustees. In particular, the Board of Management shall:

- prepare the programs and objectives, to be presented annually for the approval of the Board of Trustees;
- prepare the Foundation's regulation for submission to the Board of Trustees for its approval;
- prepare the budget and final accounts for submission to the Board of Trustees for its approval;
- resolve upon the acceptance of inheritances, bequests and contributions;
- identify any operational departments or areas of activity of the Foundation.

For the purposes of more effective management, the Board of Management may by resolution delegate some of its powers to some of its members, within the limits of law and of the Articles, duly filed in accordance with law.

The Board of Trustees is convened at the initiative of the Chairperson or at the request of the majority of its members. No special formalities are required for convening the Board, but it is required to use communication means that ensure all members are appropriately informed. It is validly constituted if a majority of the members in office are present, and it resolves by a majority of those present.

Meetings of the Board of Management may be held by teleconference or videoconference, provided that all participants can be identified and are able to follow the discussion and participate in real time on the items on the agenda. If all these requirements are satisfied, the Board of Management meeting shall be deemed to be held in the place where the Chairperson is located, which is where the meeting's Secretary must also be located in order to facilitate the drafting and signature of the minutes in the appropriate book.

Art. 16 – CHAIRPERSON OF THE FOUNDATION

The Chairperson of the Foundation is elected by the Board of Trustees from within its members.

The Chairman, moreover, promotes relations with agencies, institutions, public and private enterprises and other bodies for the purposes of establishing relations of cooperation in support of individual initiatives of the Foundation.

The Chairperson must convene the Institutional and Contributing Members and other members of the Foundation to a non-elective plenary session at least once a year, as an opportunity to take stock, to compare and analyse the Foundation's activities and to propose new initiatives or assessments.

If the Chairperson is absent or indisposed he will be replaced for all purposes of law and of these Articles by a Deputy Chairperson nominated by the former.

Art. 17 – GENERAL MANAGER

The Board of Trustees appoints the General Manager from persons having the appropriate skills and expertise. He is in charge of legally representing the Foundation before third parties, and of bringing and defending legal actions before any judicial or administrative authority, appointing lawyers for the purpose.

The General Manager is a member of the Board of Management.

The General Manager is entrusted with all or some of the Foundation's powers of management. The Board of Trustees determines the nature and status of the relationship as well as the procedures and limits of the collaboration.

The General Manager is responsible for achieving the objectives set out by the Board of Trustees and the Board of Management and, in particular, for carrying out the implementing programs and plans and for their results, and also for the financial, technical and administrative management of the Foundation, including resolutions on the organisation and management of personnel with regard to administration, management, coordination, supervision and investigation of disciplinary measures.

He is also in charge of implementing the acts of the Chairperson.

Art. 18 – SCIENTIFIC COMMITTEE

The Scientific Committee consists of a minimum of three members, appointed by the Board of Trustees from among persons with special and self-evident scientific-cultural expertise in the area of interest to the Foundation.

The Scientific Committee is in charge of the scientific and research aspects of the Foundation's activities, and has a technical-advisory role relating to the annual program of initiatives and to any other matter about which the Board of Trustees expressly requires its opinion to help define specific aspects of individual activities and initiatives of importance.

The Honorary Chairperson of the Foundation is also the Chairperson of the Scientific Committee.

The Scientific Committee is convened by the Chairperson of the Foundation and chaired by its own its Chairperson.

The Scientific Committee decides by a majority of those present. In the event of a tie, the vote of the Chairperson prevails. Scientific Committee meetings are recorded in minutes signed by the person chairing the meeting and by the secretary.

Scientific Committee meetings may be held by teleconference or videoconference, provided that all participants can be identified and are able to follow the discussion and participate in real time on the items on the agenda. If all these requirements are satisfied, Committee meetings are deemed to be held in the place where the Chairperson is located, which is where the meeting's Secretary must also be located in order to facilitate the drafting and signature of the minutes in the appropriate book.

Art. 19 – ACCOUNTING CONTROL BODY

The Accounting Control Body is a single-member entity appointed by the Board of Trustees from among persons enrolled in the Roll of Auditors.

The Accounting Control Body ensures that the accounting records are properly kept, examines the draft budget and draft income and financial statement, drawing up appropriate reports and carrying out cash inspections.

The Accounting Control Body may participate in meetings of the Board of Trustees, but with no voting rights.

The Accounting Control Body remains in office until the approval of the final accounts for the third fiscal year following its appointment, and it may be reappointed.

Art. 20 – DISSOLUTION

In the event that the Foundation is dissolved for any reason whatsoever, its assets will be transferred by resolution of the Board of Trustees – who shall appoint its Liquidator – to other institutions having similar purposes or devoted to public purposes.

Upon the Foundation's dissolution, the assets entrusted to its use will become available once again to those who originally contributed them.

Art. 21 – APPLICABLE LAWS

For matters not provided for by these Articles, the provisions of the Civil Code and the legal rules in force shall be fully applicable.

Art. 22 – TRANSITIONAL PROVISIONS

The Foundation's bodies will be free to validly and lawfully operate with the composition that is determined by the Founder Members when drawing up the Memorandum of Association, and their numbers may be supplemented at a later date.

The members of the bodies thus appointed will remain in office until the approval of the final accounts for the third financial year after their appointment.