

Articles of Association of the Swing&Pulse a.s.d.

PART I

Article 1:

Swing&Pulse has been constituted by deed as an amateur sport association (a.s.d) on the 16<sup>th</sup> June 2016 under art. No. 36 Civil law.

Article 2:

The official office is in Rome – via Pieve Santo Stefano n. 18 but branches can also be established in order to achieve its objectives and aims.

Article 3:

The Swing&Pulse a.s.d. is member of the Movimento Sportivo Popolare Italia (MSP Italia), sports promotion agency affiliated to the Italian National Olympic Committee (CONI) since the 13<sup>th</sup> April 1984 and acknowledged by the Home Ministry since 1989.

Article

Swing&Pulse a.s.d. is an apolitical and no-profit organization whose aims and objectives are:

- To promote within the local community the development and knowledge of Vintage Dance and Swing, as a sport activity intended as a means of psycho-physical and moral training of its members through the organization and management of any forms of agonistic or amateur sport and non sport activity whose objectives are to promote dance practice.
- To promote and organize and join cultural and sport events both publicly or privately held
- To organize, summer or winter camps with recreational, cultural, tourist and leisure purposes.
- To manage polyvalent gyms and sports facilities both public and private.
- To Implement services and facilities for carrying out leisure activities
- To participate to any activity, in Italy and abroad, that is suitable for achieving its goals
- To organize any kind of event such as conferences, congresses, meetings, fairs, round tables, trips, non-profit training courses, workshops, in the sportive, educational, recreational, tourist and cultural sector.
- To publish and distribute magazines, brochures, flyers related to sport and cultural activity in general; to carry out research activities related to sport and cultural activities.
- To take part as a member to other sport or cultural associations.
- To give legal or technical support to its members
- To carry out any economic and financial operation, real estate project useful for achieving its goals

Article 5:

The duration of the Association Swing&Pulse is unlimited. The dissolution must be approved by the Extraordinary Partners Meeting

PART II

Article 6:

Anyone interested in the activities carried out by the Swing&Pulse a.s.d. can be members of it.

Membership should consist of officers and members of the club.

Founders who are the founders of the association.

Full members who are those who have requested to be part of it to carry out the activities named in these Articles and whose application has been accepted by the Officers or by one member delegated to it.

All adult members have the right to vote at the Annual General Meeting. Participation in the work of the association cannot be temporary for the members.

Article 7:

In order to be accepted as a member the applicant must apply to the Officers; application must include all personal information and the acceptance to be subject to the regulations of the constitution and codes of conduct that S&P has adopted.

Members must respect the regulations and code of conduct established by the association.

All adult members can take part in the meetings, can vote to elect the Officers and can be elected, can be part of the events organized by the Officers and can attend the official office.

Termination of membership can happen for the following reasons:

- Withdrawal
- Being in arrears with the payment of the annual membership fee within the deadline agreed
- Expulsion if the member in his behaviour may be in conflict with the aims and purposes of the association or by fostering disagreements and disorders among the members.
- Expulsion is deliberated by the officers and ratified by the general meeting
- The resolution must be communicated to the member promptly.
- The expelled member cannot be allowed in again unless the expulsion is due to the non-payment of membership fees; In that case, he may be readmitted upon payment of arrears.
- The expelled or withdrawn member is not entitled to any repayment or any indemnity and must, however, pay his/her debts to the association.

Article 8:

For what is not included in these articles of association shall apply the existing provisions of the Italian Civil Code.

### PART III

Article. 10

The revenues of the association come from

- Membership fees
- Grants or contributions from the members or public or private organizations.
- Any other revenues that can increase the funds of the association
- The membership fee is not inheritable.

Article. 11

The assets of the association include:

- Any sport equipment
- Any cups or trophies won in contests or competitions
- Any real or personal property owned by the association itself.

Art.12

The year of the association starts the 1<sup>st</sup> of January and ends the 31<sup>st</sup> of December

It is not allowed to distribute the profits or surplus among the members.

Any surplus funds will be used strictly for the improvement of social activities.

the Annual Report of the Association shall be submitted to the approval of the Partners' Meeting within 4 months of the end of each financial year.

The report must be clear and must represent the financial and economic situation of the association in a truthful and correct manner, respecting the principle of transparency.

Copy of the statement should be available to all members together with the notice of Meeting that has its approval on the agenda.

### PART IV

Article 13:

The association's bodies are:

the Partners' Meeting.

the Council of Officers

The President

The performance of all members of corporate bodies are free and honorable title, except for reimbursement of expenses incurred by members of the Governing Board in the performance of specific tasks entrusted to them by the Board.

Article 14:

The general assembly is the highest body of the association.

It represents all the shareholders and its resolutions is binding on all shareholders, even if absent or dissenting.

The assembly may be ordinary or extraordinary. Both ordinary and extraordinary meetings must be convened by posting the notice of the Meeting at the premises of the registered office at least 20 days before the date established for the meeting.

The notice signed by the President must include the agenda, the place, the date and time fixed for both the first and the second call.

Article 15:

The assembly both ordinary and extraordinary is valid in first call if at least half plus one of those entitled to vote are attending, while in the second call, which takes place at least an hour after the time fixed for the first call, whatever is the number of members attending the meeting.

The meeting can be attended by all the registered members up to date with their payments of the fees.

Only adult members have the right to vote.

The Partners' Meeting takes resolutions with the favorable vote of the absolute majority of the participants

Each member in the ordinary and extraordinary general meetings shall have one vote. Representation by proxy is not permitted.

Article. 16:

The ordinary and extraordinary meeting is chaired by the President of the Association. The Assembly elects the secretary and, if necessary, two tellers.

The assembly vote by show of hands, roll call or secret ballot. The election of the social offices is usually by secret ballot, unless the assembly decides to proceed with another form of voting.

the resolutions of the assembly must be written in the meeting minutes signed by the President and the secretary and collected in a special register numbered on each sheet.

Article. 17:

An ordinary meeting must be summoned by the chairman at least once a year, within four months of the end of the financial year.

The Partners' meeting has the following tasks:

- a. the approval of the annual report;
- b. the four-year election of the members of the Council of Officers.

- c. the approval of the chairman's report on the activity carried out by the association in the previous year.
- d. The discussion and approval of all matters that are not within the competence of the Extraordinary ' Meeting, subjected to its examination on the Council of Officers' decision.
- e.

Article. 18:

the Extraordinary Partners' Meeting is summoned by the Chairman or by the Secretary whenever necessary. In addition, the same must be summoned when written request is made by at least half the members of the council of officers or one fifth of the members.

The Extraordinary Shareholders' Meeting resolves:

- a. on the statutory changes
- b. on the dissolution of the association

The extraordinary Meeting takes decisions with a majority of 2/3 of the members present.

Article.19

The Council of Officers consists of 5 members, including the chairman, elected by the partners' meeting between the members of the association updated with the payment of the annual membership fee. The Council of Officers is on duty for 4 years and its members can be re-elected. Within seven days of its election, the Council appoints the chairman, vice-chairman, secretary and two councilors among themselves.

In case of resignation of a councilor before the mandate expires, the council decides to replace him/her with the first of the unelected. In any case, the number of council members may not be less than three.

Council meetings are summoned by the chairman whenever he or she finds it necessary or whenever at least half the officers makes request. It must be called at least every six months.

Council meetings are chaired by the President and are valid as long as there is at least a majority of its members. The resolutions of the Council are adopted by absolute majority of the presents.

The voting system can be clear or secret ballot. In clear ballots, in the case of equality, the vote of the president prevails, in the secret ballot parity involves the review of the proposal.

No proxy is permitted.

Article. 20:

The Council of Officers is invested with the widest powers of ordinary and extraordinary administration of the association.

For example it is therefore up to the board to:

- a) take care of the implementation of the Partners' Meeting's resolutions.
- b) administer, with care, the assets of the association.
- c) implement the rules of the Articles of the association and the regulations.
- d) draft and amend the regulations of the association that should not be in conflict with the Articles of the Association
- e) Establish membership fee and any extraordinary contributions for particular economic needs.
- f) decide on the admission and exclusion of members and the adoption of any fine or sanction provided for by these Articles of Association and the regulations.
- g) prepare the economic report
- h) set up branches in other cities
- i) appoint any technical committees, assign duties and powers.
- j) perform all the acts that aim to the achievement of the objectives of the Association and that are not in the functions of the Partners' Meeting or the Chairman.

Article. 21:

The Chairman has the legal representation and signature; he is elected among the members of the Council, holds office for four years and can be re-elected.

The Chairman supervises any activity of the association, in accordance with the resolutions of the Partners' meeting: summons the Council, chairs the meetings and signs the resolutions: signs the budget and the annual report to be presented to the Meetings: convene and declares the Meetings open. If necessary, the Chairman may take decisions for the Council, that must be ratified at the first meeting, which must take place no later than 90 days after the taken decisions.

In case of resignation of the Chairman he remains temporarily on duty for the ordinary administration

#### PART V:

Article.22:

Against members of the association having had a behaviour does not conform to principles of sportsmanship, the following disciplinary measures may be taken:

- disapproval
- suspension
- radiation

the penalties are decided by the Council.

The radiation decided by the council must be ratified by the ordinary assembly to become effective.

#### PART VI:

Article. 23:

All controversies between the association and its partners or between the partners themselves will be of exclusive competence of an arbitration panel formed according to the rules of MSP Italia.

In all cases where it is not possible, for whatever reason, to form the arbitration panel according to the instructions of that body, this will be composed of three arbitrators, two of whom are appointed by the parties and the third one with the functions of chairman, chosen by the former two or, failing that, by the President of the Court of Rome.

The party who wishes to submit the matter to the arbitration panel shall communicate it to the other by registered letter sent within 20 days of the day when the event originated or from the date on which the party self -considered victim has known it, also indicating the name of his own arbitrator. The arbitration will be based in Rome and the college will judge with maximum freedom.

#### PART VII

Article. 24:

In the event of the dissolution of the association for any reasons, the assets must be devolved to another association for similar purposes or for public purposes or charity, after hearing the supervisory body referred to in paragraph 3 of article 3 of the law no. 626 of December 23, 1996, unless in any case a different purpose set by law.

Article.25:

For all matters not covered by these Articles of Association or in the regulation drawn up by the Council of officers in accordance with the Articles principles, the legal provisions and, where applicable, the rules established by CONI and MSP Italia will be followed.