

PLANUM ASSOCIATION

WHEREAS the Istituto nazionale di Urbanistica, a public corporation, as well as a legally recognised cultural and environmental protection association, with its registered office in Rome at Piazza Farnese 44, has promoted and financed the establishment of “**PLANUM**”, an international periodical Journal registered with the Court of Rome on 4/12/2001 under the number 514/2001 and distributed through the Internet and its protocols;

WHEREAS said journal “**PLANUM**” is the property of the Istituto nazionale di Urbanistica, which reserves the right to appoint its Editor ;

WHEREAS by resolution of its National Board of Directors of 18-19/1/2002 the Istituto nazionale di Urbanistica has firmly undertaken to finance for a further three years the activities of producing and distributing “**PLANUM**”, up to the amount of Euro 15.500 a year, in relation to the Journal’s specific operating budget;

AND WHEREAS by the present Deed the “**PLANUM ASSOCIATION**” is at the same time established, for the support and promotion of the aforesaid Journal and for the management of all activities connected with these aims and deriving therefrom;
the following By-Laws are hereby approved for said “**PLANUM ASSOCIATION**”

BY-LAWS

Article 1 - Incorporation, nature, registered office, term

A free Association is hereby established named “**PLANUM ASSOCIATION**”, with its Registered Office in Rome, Piazza Farnese 44.

The “**PLANUM ASSOCIATION**” is a free association of a cultural character, which may carry on all business that shall be deemed appropriate or instrumental to achieve the purposes set out thereby, which are not and shall not be profit-making or of a speculative nature, with distribution of profits or operating surpluses, as well as provisions, reserves or subscribed capital also in an indirect form during the Association’s lifetime being unlawful, unless allocation or distribution shall be provided for under law.

The duration of the “**PLANUM ASSOCIATION**” is fixed until 31 December 2052.

Article 2 – Purpose and objectives

The objects of the “**PLANUM ASSOCIATION**” are:

- to support the publication and distribution of “**PLANUM**” as an operative instrument suitable to innovate and to spread the European town planning culture in the countries of the European Union and in other countries, preserving and enhancing its fundamental values;
- to foster the formation of a common language for the exchange, transmission and spreading of know-how and experience at international level;
- to utilise, also on an experimental basis, the most up-to-date technologies to collect, elaborate and make known cultural contributions and significant applications in an effective, timely and widespread manner;
- to make provision to obtain and use the financial resources, and to develop the human resources necessary for the management of the Association, for the production and promotion of “**PLANUM**”, and in general to support and develop the Association’s activities.

Article 3 - Modalities of carrying on activity

To achieve its objectives, “**PLANUM ASSOCIATION**” may carry out all such activities as are appropriate or instrumental including the taking up or purchase of shareholdings, even total, in companies in whatever form and the financing of said companies, both through interest bearing and non-interest bearing instruments, in compliance with the terms of law, as applicable at the time.

In particular “**PLANUM ASSOCIATION**” will operate in the following sectors:

Publishing business:

- electronic publication and edition of one or more on-line magazines relating to European town planning;
- publication and dissemination of periodicals and non-periodical publications of any nature, excepting daily newspapers and all activities associated with the collection and preparation thereof;
- dissemination of the results of the Association's activities adopting all appropriate means, not only in the electronic publishing field but in the broadest context of general and specialised information, including audio-visual systems, television programmes and printed matter.

Scientific research:

- formulation and financing of its own autonomous research programmes or ones in collaboration with other Authorities and Associations;
- scholarships for research workers to carry out research work on behalf of the Association;
- prizes for research work on projects of an innovative nature in the European framework;
- grants to research workers towards publication expenses, the edition and printing of scientific work.
- *Direct training and information:* organisation by itself and collaboration with other Authorities and Associations, through either support or sponsorship:
 - for cultural and professional training and revision courses intended for specialists or experts of the subject, also at a distance, and at all events having recourse to new technologies;
 - seminars and forums, and other public events, also using new technologies.

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Members

Public and private authorities and agencies, universities and university departments, associations and physical or legal persons who co-operate or are interested in scientific, cultural and publishing development in the sectors of the Association's interest and who share its objectives and purposes as per Art. 2 of these By Laws.

Members may be Founder, Ordinary, Honorary, and Contributing Members. Founder Members and Ordinary Members are those who have endorsed the Association's Deed of Association, or who shall have obtained admission to it by 31.12.2002. Ordinary Members are those whose request for admission is accepted by the Council of the Association, and who pay their membership fee for the current year at the moment of their admission.

Contributing Members are Ordinary Members who, in addition to the annual membership fee, make contributions to the Association as agreed with the Council. The application for admission as contributing members shall be accepted by the Board subject to a binding opinion expressed by the majority of the Founder Members.

Ordinary Members are required to pay the Association's membership fee as established annually by the Council, which shall be paid by 31 March of the year concerned. Ordinary Members who fail to present their resignation in writing by 31 September in a given year shall be deemed to be members also for the following year and shall be under the obligation to pay the relative annual membership fee. Ordinary members shall receive the Association's documents and shall have voting rights. Honorary members shall be physical persons or corporate bodies or else Agencies or Corporations whose application for admission shall be presented by two of the Board Members and shall be approved by the Board. Should an application for admission as an honorary member be rejected the Board shall not be under any obligation to justify the reason. Honorary members are not required to pay the annual membership fee and do not have voting rights.

Membership status is forfeited by death, resignation, late payment or unworthiness; the provision to expel the member, decided by the Board, after having consulted the interested party, shall be ratified by the Meeting of Members.

In view of the significance and importance of membership in relation to the statutory objectives, any temporary participation in the Association's activities and the assignability or transferability of membership are expressly barred.

Article 5 – Organs of the Association
 The following are the organs of the Association:
 - the Meeting of Members;
 - the Managing Board of the Association;
 - the Board of Auditors.

Article 6 – Meeting of Members
 The Meeting of Members shall normally be called by the Board at least once a year, to ratify the approval of the Balance Sheets, to approve the cultural lines and the programmes of activities for the following year and to deliberate and pass resolution on whatever else may be required by the By Laws or by law, or as proposed by the Board.

The Meeting of Members is sovereign by law.
Convening of the Meeting. The Meeting of Members may also be convened outside the Association's Registered Office and also abroad, provided the Meeting is held in one of the member countries of the European Union. Members shall be convened by written communication addressed to each of them indicating details of the agenda, to be sent by registered letter or fax or by telegram at least fifteen days prior to the date established for the General Meeting. Other suitable forms of notification may be adopted to convene the General Meeting should there be a large number of members.
Validity of the Meeting. The Meeting shall be validly constituted and may pass resolution with the majorities as per Art. 21 of the Italian Civil Code which is reported below pro memoria.

Art. 21 Civil Code. “Resolutions of the meeting are passed by a majority vote and with at least one-half of the members attending. At second call the resolution is valid however many are attending. In resolutions to approve the balance sheet and those regarding their responsibility, the directors have no vote. To amend the deed of association and the by-laws, the attendance is required of at least three-quarters of the associates and the favourable vote of the majority of those present. To pass resolution on the winding up of the association and the allocation of the assets, the favourable vote of at least three-quarters of the associates is required”.

Holding of the Meeting. The Meeting shall be chaired by the Chairman of the Managing Board or, in his absence, by the Deputy Chairman, if appointed, and in the absence of both, the Meeting shall appoint its own Chairman. The Chairman of the Meeting shall appoint a Secretary, and up to two scrutineers if deemed appropriate or necessary thereby. Minutes of the Meetings shall be taken duly signed by the Secretary and possibly by the scrutineers.

Representatives and Powers of Attorney. Members who are corporate bodies or legal persons take part in the Meeting through representatives credited with the Association by suitable documents. All Members may delegate another Member to represent them in the Meeting, but no Member may represent more than two other Members. The accreditation documents and powers of attorney shall in any case be submitted to the Secretary of the Meeting before the start thereof, and at all events prior to any voting. It is the duty of the Chairman of the Meeting to validate the proper form of the accreditation documents and the powers of attorney, and in general to verify the right to attend the Meeting.

Article 7 – Managing Board and Chairman
 The Association shall be managed by the Managing Board consisting of three to nine members, the majority of whom shall be appointed by the founder members, and of these one pertains *de jure* to the Ownership of “PLANUM”; the others shall be elected directly by the Meeting.,.

The Board provides for the ordinary running of the Association and performs all the tasks and duties connected therewith, also assuming and exercising all the powers of extraordinary administration.

The Board manages the Association’s activities and attends to the development thereof in accordance with the programmes decided by the Meeting, and to the study of all problems of

interest to the Association; takes care of relations with Governments, Associations, national and international Authorities , making provision for the functions of representation thereto; approves the economic and financial statement of accounts; decides on participation in tenders and competitive bids, and in economic and cultural initiatives; grants scholarships and prizes; takes decisions regarding admissions, resignations, exclusion of members; appoints Honorary Members; examines and prepares the resolutions to be submitted to the Meeting; makes provision for controversies with third parties, if any.

Board members shall remain in office three years. In the event of resignation or death or any other permanent impediment of a Board Member, the Board during the next meeting may make arrangements to replace said member; in the case of Members elected by the Meeting, the Board shall ask for the appointment to be confirmed at the first subsequent Meeting.

No remuneration shall be payable to members of the Managing Board in relation to the appointment. The said members shall be refunded expenses incurred in relation to the appointment.

The Board shall appoint the Chairman, possibly the Deputy Chairman, the Secretary and the Finance Delegate, the latter appointment may also be conferred on the Secretary.

The Board also appoints those responsible for the activities of the Association or of single initiatives.

For the first three years of carrying out the activities, the Chairman's functions shall be performed by the representative of the Ownership of "PLANUM".

The Board shall meet whenever the Chairman shall deem it necessary or when a request shall be made by at least two of the members. The Board shall be considered validly convened, also when called outside the Registered Office, by video conference, and also by Internet, provided that at least the Chairman and the Secretary nominated thereby for the specific meeting shall be physically present in the same location during the work of the Board. Resolutions passed shall be deemed valid provided there is a real majority of the Members present and the positive vote of the majority of those present; in the event of parity the Chairman's vote shall prevail.

In the absence of the Chairman, the Board shall be presided over by the Deputy Chairman, if appointed, or by the senior member present by age. Minutes shall be drawn up of the Board meetings, and signed by the Chairman and by the Secretary, and shall be entered in the due register.

The Chairman, the Secretary and the Finance Delegate, and possibly the Deputy Chairman, may form a Steering Committee, to which the Board may delegate all or part of its powers, for reasons of urgency or of efficiency.

The Chairman assumes all powers of ordinary administration without any limit or exception; represents the Association vis-à-vis third parties and in law; in agreement with the Secretary and with the Board Member acting as Finance Delegate, sees to the execution of the resolutions of the Meeting and of the Board.

The Board may delegate the Chairman with powers for extraordinary administration. The Chairman may delegate his powers to third parties, for specific questions or for particular initiatives, unless such is contrary to the law.

In the event of permanent impediment, or of resignation, or for other reasons preventing him from exercising his official duties, the Board collectively takes over the Chairman's powers and functions until such time as the new Chairman has been appointed, which shall take place within ninety days of the occurrence of said impediments.

Article 8 – Board of Auditors

Management of the Association shall be subject to the control of a Board of Auditors, consisting of three members, appointed by the Meeting for three years.

The Board of Auditors shall elect its own Chairman.

The auditors shall verify that the company accounts are kept in a proper manner, prepare and present a report relating to the annual Financial Statements, may verify the cash on hand and the existence of commercial paper and securities held and, at any time also individually, may carry out inspections and audits.

No remuneration shall be payable to Members of the Board of Auditors with regard to the appointment. Said members shall be refunded expenses incurred in relation to the appointment.

Article 9 - Regulations

It shall be the responsibility of the Managing Board to prepare and when necessary to update Regulations regarding the Association's operating criteria and the participation of members also in the operational running of the Association's business activities.

The Regulations and relative updates thereof shall become effective immediately after approval by the Managing Board and one copy of the up-to-date Regulation shall be sent or delivered to every member.

Article 10 – Equity and financial period

The equity of the “**Planum Association**” consists of:

- securities and fixed assets which shall become the property of the Association;
- possible allocations, donations, bequests and contributions made by Public Entities, physical persons or corporate bodies.

Revenue is represented:

- associative subscriptions;
- ordinary and extraordinary payments made by the European Community, by States, Regions and Local Authorities, and by the relevant administrative and functional bodies, by public bodies, foundations, associations and other public and private subjects of any country, made in relation to the activity carried out by the Association to achieve its institutional objectives;
- ad hoc grants at the time of specific business activities;
- income relating to activities exercised by the Association and any other revenue which contributes towards increasing the Association's assets.

The Association shall be under obligation in the event of winding up, for whatever reason, to assign the organisation's equity to another association having similar purposes, or purposes of public interest, after having consulted the controlling authority and unless otherwise provided by law.

Article 11 - Financial year

The financial year shall close on 31st December each year. Within 60 days of that date the Board shall draw up the Preliminary and Final Balance Sheet in accordance with current laws and regulations, and they shall be approved within 60 days thereof. In any case the Board shall make the economic and financial statement known to the Members at the first Meeting convened after the approval of the Balance Sheets.

Article 12 – Arbitration clause

Any disputes whatsoever between members and between said members and the Association or the organs thereof, excluding any other jurisdiction, shall be submitted to the competence of three Arbitrators, one to be appointed by each of the parties in conflict and the third arbitrator, in the event of disagreement by the parties as to the identity thereof, by the Chairman of the Managing Board. Should the Chairman of the Managing Board be a party in the conflict, appointment of the third Arbitrator shall be the collective responsibility of the Board, with the Chairman abstaining from voting.