

STATUTE OF THE AMATEUR SPORTS ASSOCIATION "OASIS PILATES FLORENCE"

CONSTITUTION AND PURPOSE

Article 1) The Amateur Sports Association "Associazione Sportiva Dilettantistica Oasis Pilates Firenze", in short "Oasis Pilates Firenze ASD", is hereby established, with headquarters in Florence, Via di San Niccolò n. 68. It is governed by this statute and by the laws in force on the subject and by means of a specific resolution of the Board of Directors may establish different operational offices and/or the main legal and operational headquarters may be modified.

Article 2) The Association can carry out activities in the fields of sport and sports promotion in general in all its forms and styles, including those disciplines and activities preparatory to the world of sport of an educational, pedagogical, cultural and social promotion nature, as well as commercial activities preparatory to and/or related to the world of sport in general, obviously respecting the dictates of the laws and regulations in force on Amateur Sports Associations.

The duration of the Association is unlimited and it is non-profit. Pursuant to art. 8 of Legislative Decree 36/2021, the association will allocate any profits and operating surpluses to the performance of the statutory activity or to the increase of its assets. Apart from the cases described above, the distribution, even indirectly, of profits and operating surpluses, funds and reserves however denominated, to shareholders or associates, workers and collaborators, directors and other members of the corporate bodies, is prohibited, even in the event of withdrawal or any other hypothesis of individual dissolution of the relationship.

Article 3) The tasks of the Association are:

- to contribute to the sporting, cultural and civil development of citizens and to the ever wider spread of democracy and solidarity in human relationships, as well as to the practice and defence of civil, individual and collective freedoms;
- to carry out on a stable and main basis the organization and management of amateur sports activities, including training, teaching, preparation and assistance for amateur sports activities, with particular purpose and interest in some Sports Disciplines recognized by CONI: gymnastics activities aimed at health and fitness, gymnastics for all;
- make proposals to sports and public bodies for adequate sports programming in the area;
- organization of sports activities in general: training courses, seminars, competitions, internships, practical tests, training, gatherings for the practice and dissemination of the sports practiced, both in public and private environments, both outdoors and indoors;
- establishment of summer and winter camps for sporting, cultural, recreational, tourist and leisure purposes;
- carry out transactions of a commercial nature and secondary and instrumental activities, provided that they are closely related to the institutional purpose, within the limits provided for by Article 9, Legislative Decree 36/2021 and the implementing legislation, as well as in accordance with the legislation in force on non-commercial entities, such as preparatory and/or related commercial activities to the sports world;
- promotion, dissemination and practice of all cultural, tourist, recreational and leisure activities in order to foster the relationship between Members;
- publishing and dissemination of magazines, and any other publication related to the activities indicated above;

- manage and own, take or lease any type of sports facility, both immovable and movable, make agreements with other associations or third parties in general, as well as transfer its headquarters or open secondary offices in Italy or abroad, may also carry out any movable, real estate and financial transaction that may be deemed useful, necessary and relevant, and in particular those relating to the construction, expansion, equipping and improvement of sports facilities, including the acquisition of the related areas, as well as the purchase of real estate to be used for sports activities;
- to manage an internal refreshment point functional to the best performance of the association's activities and the conviviality of the members, conducted directly, for the exclusive use of its members and the members of the institution to which they belong for the administration of food and drinks, which becomes the meeting point and the place where the various initiatives and events of an institutional nature are conceived and organized.

MEMBERS

Article 4) The number of Members is unlimited. All citizens of both sexes can join the Association. All Members are equal and have the same rights and duties. Individuals who request it, who share its goals, who undertake to achieve them and who are endowed with irreproachable moral, civil and sporting conduct can be part of the Association as members.

Article 5) To be admitted as a Member, it is necessary to submit an application for admission as a Member to the Board of Directors or to the person appointed by it, even verbally, declaring to comply with this Statute and the resolutions of the Corporate Bodies. Those who intend to be admitted as members must comply with this statute and observe any regulations and resolutions adopted by the bodies of the Association. Upon acceptance of the request by the Association, the applicant will acquire the status of member to all intents and purposes. In any case, the temporary nature of participation in the life of the association is excluded.

Article 6) The submission of the application for admission, at the discretion of the Board of Directors of the Association or to the person appointed by it, even verbally, entitles the holder to receive, even immediately, the Social Card. Upon issuance of the Social Card, the applicant, for all intents and purposes, will acquire the status of Member for an entire social year; temporary members are not admitted (as provided for in paragraph 8 letter c - art.148 of the TUIR). If the application is rejected, the interested party may file an appeal on which the Ordinary Assembly will make a final decision. Resignation as a Member must be submitted in writing to the Board of Directors of the Association. Members are all those who participate in the social activities of the Association, after registering with it. The validity of the status of Member, effectively achieved at the time of submission of the application for admission, is subject to the acceptance of the application by the Board of Directors or one of its appointees (see article 5) and is considered tacitly ratified, without the need for a specific Assembly, unless there is a reasoned non-acceptance of the application within 30 days of submission; This observation period is provided for by the Council itself. Such non-acceptance or, better said, expulsion of the Member, may be appealed to the Shareholders' Meeting. In the case of applications for admission to membership submitted by minors, they must be countersigned by the person exercising parental authority. The status of Associate does not create other rights of participation; membership fees or contributions cannot be revalued and cannot be transferred to third parties with the exception of transfers due to death (as provided for by paragraph 8 letter f - art.148 of the TUIR).

Article 7) The qualification of Member gives the right to participate in the Social Assemblies, to vote in the Social Assemblies; By implementing sentence no. 23228/2017 of the Supreme Court of Cassation, the right

to vote is also guaranteed to minor shareholders directly represented *by law* in the Assembly by their parents, or by the parent, a concept further taken up by the Ministry of Labour and Social Policies with note no. 1309 of 06.02.2019 where he reiterates that it would be contrary to the principle of equal rights among members to exclude minors from the right to vote in the assembly; to be part of the active and passive electorate (only adults); to compete for Social Offices (only adults); to attend the premises of the Association and any secondary offices to participate in the activities organized by the Association itself in the manner established from time to time by the Board of Directors.

Article 8) All Members are equal and are required:

- the payment of the Social Card;
- the payment of any annual dues and social contributions, such as the annual registration fee, or periodicals according to participation in periodic institutional activities, necessary for the realization of the organized activities, thus being able to contribute to the vital financing of the activities themselves;
- compliance with the Articles of Association, any internal regulations and resolutions taken by the Corporate Bodies, including any additions to the social fund through the payment of extraordinary membership fees and contributions.

Article 9) Members who cease to belong to the Association are expelled or expelled in the following cases:

- voluntary resignation;
- when they do not comply with the provisions of this statute, the internal regulations or the resolutions adopted by the Corporate Bodies;
- when they are in arrears in the payment of the membership card and membership fees without justified reason;
- when, with their conduct or actions considered dishonourable, both outside and inside the Association, they destabilise the normal life of the association or constitute an obstacle to the good performance or good name of the association;
- when, in any way, they cause moral or material damage to the Association.

The expulsion will be resolved by the majority of the members of the Board of Directors pronounced against the Member and the provision of the Board of Directors must be ratified, at the first opportunity, by the Ordinary Assembly. The expelled Member can no longer be readmitted with the exception of Members dismissed due to arrears, who may, upon request, be readmitted by paying a new registration fee. In any case, this readmission will be resolved by the first Shareholders' Meeting.

SOCIAL ASSETS

Article 10) The company's assets are indivisible and consist of:

- movable and immovable assets owned by the Association;
- contributions from institutions and associations, disbursements, donations, various bequests, membership fees and contributions, income deriving from the activities organized by the Association;
- any reserve funds.

The Association is prohibited from distributing, even indirectly, profits or operating surpluses, however denominated, as well as funds, reserves or capital during the life of the Association itself, unless the destination or distribution is required by law (as provided for by paragraph 8 letter a- art.148 of the TUIR). The sums paid for the card and for the social fees and contributions are not refundable under any circumstances.

Article 11) The association draws the resources for its operation and for the performance of its activities from:

- a) membership fees and contributions;
- b) fees and contributions for the participation and organization of sporting events;
- c) inheritances, donations and legacies;
- d) contributions from the State, regions, local authorities, public bodies or institutions, also aimed at supporting specific and documented programmes carried out within the scope of the statutory purposes;
- e) contributions from the European Union and international bodies;
- f) income deriving from the provision of contracted services;
- g) proceeds from the sale of goods and services to members and third parties, including through the performance of economic activities of a commercial, artisanal or agricultural nature, carried out in an auxiliary and subsidiary manner and in any case aimed at achieving institutional objectives;
- h) donations from members and third parties;
- i) income deriving from promotional initiatives aimed at financing itself, such as parties and subscriptions, including prizes;
- j) other income, including commercial income, compatible with the social purposes of the association. The common fund, consisting – by way of example and not limited to – of operating surpluses, funds, reserves and all assets acquired for any reason by the Association, can never be distributed among the members during the life of the association or at the time of its dissolution.

INCOME STATEMENT

Article 12) The financial statement includes the financial year from 1 January to 31 December and must be presented by the Board of Directors to the assembly within 120 days following the end of the financial year to which it refers. The income statement must be clearly drawn up and must represent, correctly and truthfully, the financial and economic/financial situation of the Association (as required by paragraph 8 letter d - art.148 of the TUIR).

Article 13) The Association is non-profit and the proceeds of the activity cannot, in any case, be divided among the members, associates, workers and collaborators, directors and other members of the corporate bodies, even in the event of withdrawal or any other hypothesis of individual dissolution of the relationship. The residual assets of the report must be reinvested in the association itself for institutional purposes and/or for the purchase/renewal of the plants, equipment, movable and immovable property necessary for the Association itself, or used in the terms provided for by the laws in force on the subject.

ASSEMBLY

Article 14) Members' Meetings can be ordinary and extraordinary. The Ordinary Shareholders' Meeting is convened whenever it is deemed necessary for the resolution of the following:

- approves the general lines of the programme of activities for the social year;
- elects the Board of Directors;
- appoints the Corporate Officers;
- elects the electoral commission composed of at least 3 members which proposes the name of the candidate Members and monitors the conduct of the elections;
- approves the final economic/financial statement and any budget;
- approves the appropriations for initiatives provided for by this statute;

- deliberates on all matters relating to social management.

The ordinary assembly will be convened at least 8 days in advance by posting a notice at the Association's headquarters or communicating it to members (as provided for by paragraph 8 letter e- art.148 of the TUIR), through publication on the institutional website and/or failing that, by ordinary mail or e-mail certifying the receipt of delivery to the recipient's server.

The Shareholders' Meeting must be convened at least once a year, within 120 days from the closing date of each financial year, for the approval of the economic and financial statement, for the discussion of the activities carried out and for the planning of future activities. It is up to the Assembly to deliberate on any amendments to the Statute and regulations and the appointment of the Association's governing bodies.

Article 15) The Extraordinary Shareholders' Meeting is convened:

- whenever the Board of Directors deems it necessary;
- whenever at least half of the Members make a justified request. The Assembly must take place within 20 days from the date on which it is requested.

Article 16) On the first call, the Assembly, both ordinary and extraordinary, is duly constituted with the presence of half plus one of the Members; on the second call, the Assembly, both ordinary and extraordinary, is duly constituted regardless of the number of attendees and validly resolves by an absolute majority of the votes of the Members present on all the items on the agenda.

Article 17) The dissolution of the Association is deliberated by the General Assembly of Members, convened in extraordinary session. The dissolution of the Association, again by resolution of the General Assembly of Members, takes place even when the minimum number of members of the Board of Directors required by law is no longer required and there is no re-election in a reasonable time of the missing members of the Board of Directors; in this case the Association is forced to cease as the vital Governing Body responsible for the coordination and direction of institutional activities is missing. The Assembly, at the time of the dissolution of the Association, will deliberate on the destination of any residual assets of the Association itself. The allocation of the residual assets will take place in favor of another association that pursues similar purposes or for sporting purposes in accordance with the provisions of Law 289/2002 and further reiterated by Legislative Decree 36/2021, or new legislative provisions on the subject (as provided for by paragraph 8 letter b - art.148 of the TUIR).

Article 18) Voting may take place by show of hands, or by secret ballot. All adults and minors present (the latter through their parents or the parental manager), who have the status of Member, can participate in the vote. Each Member is entitled to only one vote

Article 19) The Assembly, both Ordinary and Extraordinary, is chaired by a President appointed by the Assembly itself; the resolutions adopted must be recorded in a special book of minutes.

BOARD OF DIRECTORS

Article 20) The Board of Directors is composed of a minimum of three members and a maximum of five, elected by the Assembly of Members and which, within its own ranks, appoints the President, the Vice-President and the Secretary and establishes the possible duties of the other directors with regard to the activity carried out by the Association for the achievement of its institutional purposes. The Board of Directors is allowed to co-opt other members up to a maximum of one third of its members. The Board of Directors remains in office for four years and its members can be re-elected or tacitly and automatically renewed if the appropriate Assembly is not convened. It is incompatible for members of the Board of

Directors pursuant to Article 11 of Legislative Decree 36/2021 to hold any other position in other amateur sports associations or clubs within the same FSN, DSA or EPS. The resolutions will be adopted by majority. In the event of a tie, the President's vote will prevail. The functions of the members of the Board of Directors are completely free of charge and only the expenses related to the performance of the task will be reimbursed. In the event that one or more members of the Board of Directors is called, by virtue of their specific skills, to carry out professional activities in favor of the Association, he must be paid only for these specific functions, it being understood that nothing can be recognized for the activity of director carried out.

Article 21) The Board of Directors meets ordinarily at least once a year and extraordinarily whenever it deems it necessary or half plus one of the councilors request it;

Article 22) The tasks of the Board of Directors are:

- draw up the social activity programs provided for by the statute on the basis of the guidelines approved by the Members' Assembly;
- draw up the economic/financial statement to be submitted to the Shareholders' Meeting;
- to set the dates of the Ordinary Shareholders' Meetings to be called at least once a year and to convene the Extraordinary Shareholders' Meeting if it deems it necessary or requested by the Members themselves;
- decide on the use of the remainder of the budget to be submitted to the Assembly;
- draw up any internal regulations relating to the activity;
- adopt, if necessary, measures of expulsion towards the Members;
- deliberate on the admission or not of new Members, if this need arises;
- to encourage the participation of Members in the activities of the Association.

In the exercise of its functions, the Board of Directors may make use of the heads of work commissions appointed by it or of the technical or artistic director. These managers may participate in the meetings of the Board of Directors with an advisory vote.

Article 23) The President represents the Association to all intents and purposes in front of third parties and in court, has the Legal Representation and the Corporate Signature. The President has overall responsibility for the conduct and smooth running of the company's affairs. The President is responsible for signing the corporate deeds that bind the Association both towards Members and third parties and can open and manage, even with a single signature, Current Accounts. The President supervises in particular the implementation of the resolutions of the Assembly of the Board of Directors. The President may delegate part of his duties to one or more councillors, on a transitional or permanent basis. If the President is prevented from exercising his functions for any reason, he or she is replaced by the Vice-President in all his or her powers.

DISSOLUTION OF THE ASSOCIATION

Article 24) In the event of dissolution, the Assembly resolves on the allocation of the residual assets (if any), deducting liabilities (residual debts and various obligations of the Association), for one or more purposes established by this Statute (see Article 17) and in any case to another association with similar purposes or for purposes of public utility law (as provided for by paragraph 8 letter b - Article 148 of the TUIR).

FINAL PROVISIONS

Article 25) It is established that the Association is affiliated to one or more Sports Promotion Bodies recognized by the C.O.N.I. and/or the Federations and recognizes and complies with their Statutes, Rules and Regulations; it also complies with the rules and directives of the Department of Sport including the obligation to register in the National Register of Sports Activities (RAS) set up at this Body. Registration in the new register certifies the amateur nature of the sports association, for all the purposes that the system links to this qualification. The rules relating to the operation, structure and registration procedures are governed by Legislative Decree no. 39/2021. The Association undertakes to accept any disciplinary measures that the competent bodies of the Federations/Bodies/C.O.N.I./Department of Sport, may adopt against it, as well as the decisions that the authorities of the aforementioned Bodies may take in all disputes of a technical and disciplinary nature relating to sporting activity.

Article 26) For any dispute that may arise depending on the execution or interpretation of this Statute and that may be the subject of litigation, the Members undertake not to refer the matter to any authority other than the Shareholders' Meeting, including the judicial one.

Article 27) For all that is not provided for in this Statute, reference is made to the laws and general principles of the Italian legal system, to the special laws on associations.

Read, confirmed and signed in Florence, July 23, 2024

The Chairman of the Assembly

The Secretary of the Assembly
