

SLOW FOOD FOUNDATION STATUTE

Article 1 - Constitution

- 1.1 The Slow Food Foundation (hereinafter the Foundation), known in Italian as the “Fondazione Slow Food,” is hereby constituted, following the transformation of the Associazione Slow Food (Slow Food Association), a private entity with legal status.
- 1.2 The Foundation is regulated by Italian Legislative Decree 117/2017 (Codice del Terzo Settore or Third-Sector Code, hereinafter the CTS) and, where compatible, by the provisions of the Italian Civil Code. In accordance with the CTS and any subsequent amendments or additions, the Foundation will use the term “Ente del Terzo Settore” (third-sector entity) in its official name in Italian, abbreviated to “ETS” and used in all of its trademarks, documents and correspondence.
- 1.3 The Foundation has an unlimited duration and shall be dissolved for the causes provided for by the law.
- 1.4 Furthermore, the Foundation follows the principles and legal framework of a “Fondazione di Partecipazione” (participatory foundation) within the broader field of foundations governed by Article 14 and subsequent articles of the Italian Civil Code.

Article 2 – Headquarters and Locations

- 2.1 The Foundation is headquartered in Bra (CN), Italy.
- 2.2 The Board of Directors (hereinafter the Board) has the capacity to establish secondary headquarters and branches in Italy and other countries in order to more effectively carry out the activities that are part of its social purpose, as well as to develop and expand the network of national and international relationships that support the Foundation.
- 2.3 The main headquarters can be moved within the same municipality with a resolution of the Board and a change of the statute is not required, but such a change will take effect in regards to third parties only once it has been inscribed in the Registro Unico Nazionale del Terzo Settore (single national third-sector register), to which a certified extract of the relevant resolution will be transmitted.
- 2.4 The Foundation will also pursue its aims through other locations at a local, regional, national or supranational level, which, depending on their respective characteristics and the geographic

area to which they belong, can be considered and operate as Local Groups or Territorial Offices.

- 2.5 Local Groups are constituted by individuals who within a specific geographic or thematic area have decided to create a formal or informal organizational structure in order to carry out activities in line with the Foundation's purposes.
- 2.6 Territorial Offices are constituted, where necessary, at a regional, national or supranational level as service structures that carry out activities of coordination and connection between the Foundation and its various local entities.
- 2.7 The Local Groups and Territorial Offices have the obligation to contribute to the pursuit of the Foundation's aims at a local, regional, national and supranational level, following the methods and forms established by the Board of Directors when such entities are constituted.
- 2.8 The criteria and methods for the formation and functioning of Local Groups and Regional Offices will be set out in specific regulations approved by the Board.

Article 3 – Aims

- 3.1 The Foundation promotes the right to good, clean and fair food for all.
- 3.2 The Foundation rejects any political, economic or social exclusion that discriminates people based on their age, sex, gender, religion, race, ethnicity and disability.
- 3.3 The Foundation is a non-profit organization and pursues civic, solidarity and socially useful purposes, through the creation of a network of local communities by carrying out, exclusively or principally, one or more activities of general interest in the form of voluntary action or the free provision of money, goods or services, or mutuality or the production or exchange of goods or services.
- 3.4 The Foundation operates through local Slow Food Groups, gathering individuals who share its principles and who cultivate common interests, taking the food production and consumption system as a starting point and promoting ways of life that respect people and the social, cultural and environmental context in which they live and work.
- 3.5 In particular, the Foundation aims to:
 - a) Defend biological and cultural diversity, going beyond the biological diversity of plants and animals and including relationships between people and nature, traditional knowledge that has given rise to thousands of techniques for transforming raw materials into breads, cheeses, cured meats, sweets, and more.
 - b) Educate, inspire and mobilise people, to encourage behaviour change, forge communities, encourage the uptake of good practices around the world and point out

the bond between the health of the planet and our own.

- c) Influence policies and programs in the public and private sector, by forging ties with others in order to defend those who are negatively impacted by the industrial food system.
- d) Develop the Slow Food network globally.

3.6 Moreover, the Foundation aims to:

- a) Support full respect for the world's cultural identities, from a perspective of exchange and interaction useful for everyone and without discrimination of any kind, with the aim to encourage representativeness of leadership that is ethnically, gender and socio-economically diverse and to protect the rights of indigenous peoples.
- b) Create and add value to local economy models of food production, recovering, documenting and reviving the local memory and in particular traditional knowledge linked to the food world.
- c) Encourage the creation and enhancement of networks that express specific interests, goals, and geographic areas within the movement.
- d) Enhance the work of those who, even outside the Foundation, have contributed to the achievement of its goals, through the awarding of prizes, the provision of contributions, by spreading and promoting the results they have achieved and other appropriate means.
- e) Recognize and support the fundamental role of urban agriculture in providing good, clean and fair food.
- f) Work to defend the environment, the landscape, the soil and local areas while combatting climate change and highlighting the ties between food production and consumption, and environmental costs.
- g) Contribute to the creation of a culture of health as a collective and public good, to be defended and protected primarily through the promotion of the right to food.

Article 4 – Activities

4.1 In order to achieve its aims as set out in the preceding article, the Foundation will primarily carry out the following activities of general interest in accordance with the following sections of Article 5 of the CTS:

- a. **Section d) art. 5 of the CTS:** Education, instruction and professional training, in accordance with the Italian Law no. 53 of March 28, 2003 and subsequent amendments, as well as cultural activities of social interest with educational

purposes.

- b. **Section e) art 5 of the CTS:** Interventions and services aimed at safeguarding and improving the conditions of the environment and the wise and rational use of natural resources, excluding the regular activity of waste collection.
- c. **Section i) art. 5 of the CTS:** Organization and management of cultural, artistic or recreational activities of social interest, including publishing activities, promoting and communicating culture and the practice of volunteering and general interest activities.
- d. **Section k) art. 5 of the CTS:** Organization and management of touristic activities of social interest.
- e. **Section w) art. 5 of the CTS:** Promotion and protection of human, civil, social and political rights, as well as the rights of consumers and the users of the general interest activities as referenced in this article, as well as the promotion of equal opportunities and mutual aid initiatives.

4.2 In order to carry out the aforementioned activities, the Foundation can, by way of example but not limited to, act in the following ways:

- a. Research and catalogue the heritage of biological and cultural diversity linked to food (as an expression of territory), and identify the people who protect this heritage.
- b. Support and promote those who preserve biodiversity and act as caretakers of local territories; those who use agroecological techniques and sustainable animal farming practices that respect animal welfare; those who manage the resources of the oceans, rivers, and lakes without overexploiting them; those who promote an agricultural model that can stop the spread of monocultures and intensive farming, as well as the concentration of power in just a few hands.
- c. Create opportunities for dialogue and exchange (commercial and otherwise) between those who work to bring food from “farm to table”, as well as with consumers.
- d. Develop communications materials and launch campaigns to increase awareness about the food system and to change behavior.
- e. Design, deliver and support educational and training activities as well as experiences to improve knowledge about food — from production to consumption to food loss — and to impact people’s practices and choices.
- f. Design and implement educational and training activities for those who work in the

food sector in order to reward those who make positive changes in food production, distribution, promotion, consumption and fight to food waste.

- g. Influence public institutions and the private business sector at every level in order to create policies and models that support fair and regenerative systems of production, distribution, marketing, consumption, and management of food loss.
- h. Inform, involve, and mobilize individuals and communities to become advocates for the necessary transition to fair and sustainable policies.
- i. Stimulate and undertake initiatives aimed at improving daily eating habits, including collective forms of catering.
- j. Develop a network of relationships, activities and initiatives at local and international level with and among communities, made up of all those involved in food production and processing.
- k. Promote the publication, dissemination and diffusion of scientific and cultural works.
- l. Organize and participate in conferences, exhibitions, congresses and any other event pertaining to the Foundation's purposes.
- m. Finance, directly or by means of contributions or alliances with subjects pursuing the same aims as the Foundation, the organization of projects responding to the Foundation's aims of valorization and territorial development;
- n. Promote the knowledge and enjoyment of local products through initiatives that favor short distribution chains, direct relationships between producer and co-producer, the organization of food and wine tourism activities.
- o. Participate in international cooperation projects aimed at promoting the right to good, clean and fair food, with particular reference to developing countries.
- p. Create or join alliances with others who are fighting for similar goals.

4.3 The Foundation can carry out different activities, including of a commercial nature, that may be secondary or instrumental in regards to the activities of general interest, in accordance with the criteria and limits set out in Article 6. The Foundation can organize fundraising initiatives, according to the criteria and the limits set out in Article 7 of the CTS, including in an organized and on-going way, through the solicitation of the public or through the transfer or distribution of goods or services of modest value, using its own resources or those of third parties, including volunteers and employees, with respect for the principles of truthfulness, transparency and correctness in its relationships with supporters and the public.

4.4 At an international or national level, the Foundation may join with other public or private bodies, sending representatives, and attend forums. It can bring together producers and those working in the sector and directly manage initiatives, including business ventures, which it deems useful for the attainment of its purpose. It may promote and/or support other third-sector entities, study centers and publishing and promotional initiatives, undertaking any activity that does not conflict with its aims.

Article 5 – Assets

5.1 The Foundation's assets are made up of:

- a. An initial endowment fund of €104,541.
- b. The available management funds, formed of economic resources and in-kind contributions received by the Foundation, expressly designated to increase the assets by the Foundation's Board or by other subjects such as individuals, entities, institutions and public or private legal entities, as well as any operating surplus not expressly designated to increase the endowment fund.

5.2 With the exception of the endowment fund, the assets and the income deriving from them, tied to the pursuit of the statutory aims, can also be used to cover any operating losses.

Article 6 – Accounting Period, Budgets, Financial Statements and Social Reports

6.1 The financial year begins on January 1st and ends on December 31st of each year.

6.2 The Board must approve the budget for the following financial year before the end of the month of December.

6.3 Within the legal deadlines for each financial year, the Board must approve the financial statements from the previous year in accordance with Article 13 of the CTS, adopting the structure set out in the Ministerial Decree of March 5, 2020. In the financial statements, the Board will document the secondary and instrumental nature of any activities carried out that are different to those of general interest.

6.4 Any operating surpluses must be used to reconstitute the assets needed to carry out the annual management or increase or improve its activities before being used to expand the Foundation's activities or acquire capital equipment.

6.5 Within the same time limits as above, and if it is legally mandatory, the Board must approve the social report, in accordance with the provisions of Article 14 of the CTS and the guidelines set out in the Ministerial Decree of July 4, 2019, and publish it on the

Foundation's website.

6.6 Following the approval of the financial statements and the social report, the Board must fulfil all obligations set out by the CTS.

Article 7 – Foundation Members

7.1 The Foundation's members are:

- a. Statutory Participants
- b. Regular Participants

7.2 Statutory Participants are all the members of the Slow Food Association on the date of the Transformation Resolution into a Foundation, on July 16, 2022.

7.3 Regular Participants are all individuals, public or private legal entities, Italian or international organizations, Local Groups and Territorial Offices that share the Foundation's purpose and contribute to its life and the fulfillment of its aims in accordance with the methods, forms and measures set out in the regulations established by the Board.

7.4 Statutory and Regular Participants are both identified as Participants.

Article 8 – Exclusion and Withdrawal

8.1 The Board will decide on the exclusion of Participants with an absolute majority.

8.2 Participants can be excluded due to a serious breach of statutory obligations, including, by way of example:

- a. Failure to pay the contributions decided by the Board.
- b. Behavior and activities incompatible with the aims of the Foundation.

8.3 In the case of entities and/or legal persons, exclusion can also take place for the following reasons:

- a. Dissolution, for any reason.
- b. Entering into liquidation procedures.
- c. Behavior and activities incompatible with the aims of the Foundation.
- d. Failure and/or entering bankruptcy proceedings, including extrajudicially.

8.4 Participants can at any time withdraw from the Foundation, in accordance with Article 24 of the Italian Civil Code, without prejudice to their responsibility to fulfil any obligations entered into.

8.5 Participants must send a written communication of withdrawal to the President at least three months before the end of the current financial year. The withdrawal will come into effect at the end of the year in which the withdrawal request is made.

Article 9 – Foundation Bodies

- 9.1 The following are the bodies of the Foundation:
- a. Participants' Assembly
 - b. International Council
 - c. Board of Directors
 - d. President
 - e. General Secretary
 - f. Advisory Board
 - g. Board of Auditors
 - h. Board of Arbitrators
- 9.2 Statutory books must be kept by each body of the Foundation, in accordance with Article 15 of the CTS. The members of the statutory bodies have the right to inspect the statutory books upon request to the Board of Directors.
- 9.3 The members of the Board of Directors and the Board of Auditors can be compensated within the statutory limits.
- 9.4 Members of the Foundation's bodies can also receive reimbursement for expenses incurred and duly documented for the carrying out of their functions and approved in advance by the Board of Directors.

Article 10 – Participants' Assembly

- 10.1 All subjects delegated by the Participants following the representation criteria established by the Board of Directors in specific regulations, which will also set out how the Assembly will function, will take part in the Participants' Assembly.
- 10.2 The Participants' Assembly has the right to nominate a number of members within the Board of Directors, in accordance with Article 12.1 below.
- 10.3 The Participants' Assembly puts forward advisory opinions and proposals on the Foundation's activities, plans and objectives, whether already outlined or still to be identified, and has the right to submit them at the first possible meeting of the Board of Directors.
- 10.4 The Participants' Assembly approves, on the proposal of the Board of Directors, the nomination of the members of the Board of Auditors and two members of the Board of Arbitrators.
- 10.5 The Participants' Assembly meets, as a rule, at least once every 4 (four) years, and

is convened by the President of the Foundation, who chairs it, or by the request of at least a third of the Participants. The Participants' Assembly must be convened with at least 15 days notice, using any appropriate means, which by way of example could be an e-mail or other method of communication with proof of receipt.

10.6 The Participants' Assembly is properly constituted with the presence of a majority of its members and decides with a majority of those present.

10.7 If necessary, meetings of the Participants' Assembly can be held with members in different locations, at any geographical distance, with audio and video connection, as long as:

- a. Those attending can participate in the discussion and vote concomitantly on the agenda items.
- b. The chair of the meeting can ascertain the identity of those attending and ensure that the meeting is held correctly, verify and declare the results of voting and view, receive and transmit documents.
- c. The minute taker can adequately follow the events of the meeting for which minutes are being taken.

10.8 In regards to proxies:

- a. Every member of the Participants' Assembly can grant a written proxy to another member. This proxy cannot be transferred to another member.
- b. Each member cannot hold more than one proxy.

10.9 The other provisions of Article 24 of the CTS are not applicable.

Article 11 – International Council

11.1 The International Council advises the Board of Directors.

11.2 The International Council directs the policy and strategy of the Foundation at an international level and represents a point of reference and connection between the Foundation and Slow Food's different local manifestations.

11.3 The International Council is made up of a minimum of 30 (thirty) members to a maximum of 50 (fifty), appointed by the Board and chosen from around the world based on criteria of representation and geographic and thematic relevance and skills. These criteria will be established by the Board in advance in specific regulations.

11.4 The International Council will remain in office for 4 (four) years and its members can hold office for multiple terms.

11.5 If for any reason a member of the International Council can no longer hold office, the Board can appoint a new member at any time, who will remain in office until the end

of that term.

- 11.6 The International Council meets at least once a year and is convened by the President of the Foundation, who chairs the meeting, or by the request of at least a third of its members, using any appropriate means, which by way of example could be an e-mail or other method of communication with proof of receipt.
- 11.7 The International Council puts forward proposals regarding Slow Food's political and strategic direction at an international level, expresses its opinion on the projects the Foundation intends to develop geographically and thematically and evaluates the results achieved by the Foundation's individual initiatives.
- 11.8 If necessary, meetings of the International Council can be held with members in different locations, at any geographical distance, with audio and video connection, as long as:
- a. Those attending can participate in the discussion and vote concomitantly on the agenda items.
 - b. The Chair of the meeting can ascertain the identity of those attending and ensure that the meeting is held correctly, verify and declare the results of voting and view, receive and transmit documents.
 - c. The minute taker can adequately follow the events of the meeting for which minutes are being taken.
- 11.9 The Board of Directors, during the four years of its term, has the ability to appoint new members of the International Council to ensure that new or significantly expanded sections of the Foundation are appropriately represented.
- 11.10 The International Council must be convened whenever the need arises or when a substantiated request is made by at least a tenth of its members.

Article 12 – Board of Directors

- 12.1 The Board of Directors is made up of a variable number of members, with a minimum of 5 (five) and a maximum of 13 (thirteen), and always includes the Founder of the Slow Food Association, Carlo Petrini, who holds the office for life unless he steps down. The remaining members are decided as follows:
- a. If the Board is composed of 5 members, in addition to the Slow Food Association Founder, 3 members will be nominated by the Board of Directors and 1 member will be nominated by the Participants' Assembly.
 - b. If the Board is composed of 6 members, in addition to the Slow Food Association Founder, 3 members will be nominated by the Board of Directors and 2 members

will be nominated by the Participants' Assembly.

- c. If the Board is composed of 7 members, in addition to the Slow Food Association Founder, 4 members will be nominated by the Board of Directors and 2 members will be nominated by the Participants' Assembly.
- d. If the Board is composed of 8 members, in addition to the Slow Food Association Founder, 4 members will be nominated by the Board of Directors and 3 members will be nominated by the Participants' Assembly.
- e. If the Board is composed of 9 members, in addition to the Slow Food Association Founder, 5 members will be nominated by the Board of Directors and 3 members will be nominated by the Participants' Assembly.
- f. If the Board is composed of 10 members, in addition to the Slow Food Association Founder, 5 members will be nominated by the Board of Directors and 4 members will be nominated by the Participants' Assembly.
- g. If the Board is composed of 11 members, in addition to the Slow Food Association Founder, 6 members will be nominated by the Board of Directors and 4 members will be nominated by the Participants' Assembly.
- h. If the Board is composed of 12 members, in addition to the Slow Food Association Founder, 6 members will be nominated by the Board of Directors and 5 members will be nominated by the Participants' Assembly.
- i. If the Board is composed of 13 members, in addition to the Slow Food Association Founder, 7 members will be nominated by the Board of Directors and 5 members will be nominated by the Participants' Assembly.

12.2 The Board of Directors remains in office for 4 (four) years and its members can hold office for multiple terms.

12.3 A member of the Board will lose his/her position after three consecutive unjustified absences. Other reasons for exclusion from the Board of Directors include:

- a. A lack of respect for the statutory norms and regulations
- b. Actions that bring harm to the assets or the image of the Foundation

12.4 Exclusion is voted on by the Board in a secret ballot and passed by an absolute majority of those present, with reasonable cause.

12.5 If for any reason the Board loses a member, the body that nominated that member will have the responsibility of nominating a new member at the next possible meeting, and that member will remain in office until the end of the Board's current term.

12.6 If for any reason the Participants' Assembly does not nominate its quota of members within a period of 120 days, the Board of Directors will choose a member.

12.7 The Board can invite representatives from the Participants' Assembly and members of other Foundation bodies to take part in meetings, without voting rights, so that they can stay updated about the Foundation's activities.

Article 13 – Powers of the Board of Directors

13.1 The Board of Directors has all powers of ordinary and extraordinary administration over the Foundation and can adopt any necessary measure in order to achieve its aims, for example:

- a. Electing the President and the General Secretary from among its members.
- b. Approving the annual work plan.
- c. Approving the budget and financial statements.
- d. Approving the social report if the conditions set out in Article 14 of the CTS are met.
- e. Determining the contributions of Participants.
- f. Identifying the Foundation's areas of activity.
- g. Appointing and removing (with just cause) members of the Advisory Board.
- h. Appointing and removing (with just case) members of the International Council.
- i. Appointing three members of the Board of Arbitrators.
- j. Determining how resources of any nature deriving from the Foundation will be assigned to the assets or the management fund, when not specifically regulated by this Statute and in cases of doubt.
- k. Establishing new national, regional or supranational structures or other recognized organizational structures and regulating their operating procedures and relationships.
- l. Proposing the nomination of representatives of the Foundation to public or private organizations to which it belongs or within which it has a right to representation.
- m. Inviting representatives from other entities to participate in meetings of the Board of Directors in order to discuss issues relating to their specific interests or expertise; those invited can express non-binding opinions.
- n. Drawing up any necessary regulations for the correct management of the Foundation's bodies and management activities.
- o. Drawing up the regulations that define the establishment, functioning and closure of Local Groups and Regional Offices.

- p. Overseeing the correct use of the logos and brands and protecting their ownership.
- q. Making decisions on any changes to the Statute.
- r. Making decisions regarding the dissolution of the Foundation and the devolution of any remaining assets.
- s. Making decisions on the admission or exclusion of Participants.
- t. Making decisions on the hiring of staff and the assignment of roles to collaborators and consultants following proposals put forward by the President.
- u. Approving and modifying any Foundation regulations.
- v. Appointing the statutory auditor and the auditing firm.

13.2 Members of the Board of Directors can be invited to take part in the Assemblies of the Local Groups and the Territorial Offices, where they exist, on the recommendation of the President.

13.3 The Board of Directors can delegate part of its powers to one or more of its members.

13.4 The Board of Directors can appoint a Director General to whom it can entrust the management of the operational structure of the Foundation as well as any other functions expressly identified by the Board. The Director General participates in the meetings of the Board of Directors and the Participants' Assembly, without voting rights. They can be assisted by staff members who, on their recommendation, can also participate in the same meetings.

13.5 The Board of Directors holds ordinary meetings at least two times a year and is convened by the President of the Foundation, who chairs the meetings. The Board is convened by the President in an extraordinary session whenever they believe it necessary or by the request of at least half the Board members.

13.6 The location for the Board meeting can be anywhere in the world. The Board of Directors is convened by sending a communication by certified electronic mail or by e-mail sent to the addresses specifically indicated by the individual Board members when they are appointed and which they must check regularly. The convocation must contain an indication of the agenda and the time and place of the meeting and must be sent at least seven days in advance.

13.7 If necessary, meetings of the Board of Directors can be held with members in different locations, at any geographical distance, with audio and video connection, as long as:

- a. Those attending can participate in the discussion and vote concomitantly on

the agenda items.

- b. The Chair of the meeting can ascertain the identity of those attending and ensure that the meeting is held correctly, verify and declare the results of voting and view, receive and transmit documents.
- c. The minute taker can adequately follow the events of the meeting for which minutes are being taken.

13.8 Complete meetings of the Board of Directors are in any case valid, even if not convened, if all the current Board members and all members of the Board of Auditors are present. The latter, if not present, must state that they have been informed in advance of the meeting and updated on the issues to be discussed.

13.9 Meetings of the Board of Directors are chaired by the President of the Foundation or, in their absence, by a Board member specifically appointed by the President, or elected by the Board itself.

13.10 The Board of Directors is considered to be validly constituted when a majority of its members are present. Decisions are taken based on the majority of those present. In the event of a tie, the President has the casting vote.

13.11 The power of representation attributed to the Board members is general. The limitations of the power of representation are not binding to third parties if they are not inscribed in the Single National Third-Sector Register or if there is no proof that the third parties were aware of them.

13.12 In the case of conflicts of interests of the Board members, Article 2475-ter of the Italian Civil Code applies.

13.13 Decisions regarding Statute changes, the dissolution of the Foundation and the transfer of its assets must be made with the favorable vote of three quarters of the members of the Board of Directors.

13.14 Minutes must be taken of the meetings of the Board of Directors and signed by the Chair of the meeting and the Secretary, or by a Notary, when the law requires it.

Article 14 - President

14.1 The President of the Foundation is appointed by the Board of Directors from among its members. They remain in office for four years and can be reappointed for multiple terms.

14.2 If during their period in office, the Board member acting as President should for any reason be unable to continue in their role, a new Board member will be nominated in

accordance with Article 12.5. The Board will therefore have the responsibility of choosing the new President from among its members at the next meeting. The new President will remain in office until the expiry of the term of the Board of Directors.

- 14.3 The President is the Foundation's legal representative in regards to third parties, acting and reacting to any administrative or juridical authority by nominating, for this purpose, lawyers and consultants.
- 14.4 The President oversees the smooth running of the Foundation, ensures the Statute is observed and promotes its reform whenever necessary and ensures that the Board's decisions are implemented.
- 14.5 The President signs the acts and all that is required for enacting all the matters that are decided by the Board, adopting in the case of an emergency every appropriate measure and submitting them to ratification by the Board. The President also maintains relationships with entities, institutions, public and private enterprises and other organizations, including with the aim of establishing collaborations and support for the Foundation's individual initiatives.
- 14.6 The President can appoint proxies for individual acts or categories of acts.

Article 15 – General Secretary

- 15.1 The General Secretary of the Foundation is appointed by the Board of Directors from among its members. They remain in office for four years and can hold office for multiple terms.
- 15.2 If during their period in office, the Board member acting as General Secretary should for any reason be unable to continue in their role, a new Board member will be chosen in accordance with Article 12.5. The Board will therefore have the responsibility of choosing the new General Secretary from among its members at the next meeting. The new General Secretary will remain in office until the expiry of the term of the Board of Directors.
- 15.3 The General Secretary is responsible for the Foundation's operations, and in particular:
- a. Oversees the organizational and administrative management of the Foundation, as well as the organization and promotion of individual initiatives, putting into place the means and tools necessary for their concrete implementation.
 - b. Executes, within their area of competence, decisions made by the Board of Directors and the President's acts.
 - c. Oversees the on-going relationships with entities, institutions, public and private

enterprises and other organizations, including with the aim of establishing collaborations and support for the Board's individual initiatives.

15.4 The General Secretary is the legal representative of the Foundation with respect to the acts of administrative and managerial nature identified in this article, or in the appointment act.

Article 16 - Advisory Board

16.1 The Advisory Board provides consultation to the Board of Directors.

16.2 The Advisory Board is made up of a minimum of 5 (five) members to a maximum of 20 (twenty), appointed by the Board of Directors, who are distinguished by their authority and moral calibre, and who embody the values and principles of Slow Food.

16.3 The Advisory Board holds office for 4 (four) years and its members can hold office for multiple terms.

16.4 If for any reason a member of the Advisory Board can no longer hold office, the Board of Directors can appoint a new member, who will remain in office until the end of that term.

16.5 The Advisory Board meets whenever the President believes it to be necessary, or by the request of at least a third of the members of the Board of Directors.

16.6 The Advisory Board puts forward proposals in regards to the development of initiatives that can help achieve the aims of the Foundation, expresses its opinion on the projects the Foundation intends to develop and evaluates the results achieved by the Foundation's individual initiatives.

16.7 If necessary, meetings of the Advisory Board can be held with members in different locations, at any geographical distance, with audio and video connection, as long as:

- a. Those attending can participate in the discussion and vote concomitantly on the agenda items.
- b. The Chair of the meeting can ascertain the identity of those attending and ensure that the meeting is held correctly, verify and declare the results of voting and view, receive and transmit documents.
- c. The minute taker can adequately follow the events of the meeting for which minutes are being taken.

Article 17 – Board of Auditors and Statutory Audit

- 17.1 With reference to the legal provisions set out in Article 30 of the CTS, the Participants' Assembly will appoint a Board of Auditors, which will oversee the administration of the Foundation and the observance of the law, the Statute and internal regulations and ensure that the principles of sound administration are being respected, including with reference to the measures of Italian Legislative Decree no. 231 of June 8, 2001, where applicable, as well as the appropriateness of the organizational, administrative and accounting structure and its effective functioning.
- 17.2 The Board of Auditors is made up of three permanent members and two substitutes—or alternatively one permanent member and one substitute—and elects its own Chair. At least one permanent member and one substitute must be chosen from the legal auditors inscribed in the relevant register. The remaining members, if not inscribed in the register, must be chosen from among those registered in the relevant professional registers in accordance with Article 2397, second section, of the Italian Civil Code.
- 17.3 The legal auditing of the accounts can be assigned to the Board of Auditors, which in such a case must be entirely made up of legal auditors inscribed in the relevant register. Alternatively, the auditing can be assigned to an auditor or a legal auditing firm inscribed in the relevant register and appointed by the Participants' Assembly.
- 17.4 The Board of Auditors remains in office for 4 (four) years and its members can hold office for multiple terms. Members of the Board of Auditors cannot hold positions in the other bodies of the Foundation.
- 17.5 The Board of Auditors must meet at least four times a year, preferably every three months. The meeting can also be held in locations other than the Foundation headquarters or by telecommunication means. The operational rules for the Board of Directors also apply to the meetings of the Board of Auditors. The Board of Auditors is responsible for keeping a record of its meetings and deliberations.
- 17.6 Members of the Board of Auditors can take part in the meetings of the Board of Directors, without voting rights. One or more members of the Board of Auditors can also take part in the meetings of the other statutory bodies. For this reason, the agendas of all convocations of these bodies must be transmitted to the Chair of the Board of Auditors.
- 17.7 The Board of Auditors can at any time carry out inspections and controls, as well as asking the members of the Board of Directors for updates on the progress of the Foundation's operations or other specific matters.
- 17.8 Members of the Board of Auditors and/or the subject entrusted with the legal auditing of the accounts can be compensated within the limits provided for by the current

legislation.

17.9 For any matters not specifically addressed, Article 2399 of the Italian Civil Code is applicable.

Article 18 – Board of Arbitrators

18.1 The Board of Arbitrators is made up of five members, chosen from among those with experience in the Foundation’s areas of activity and distinguished by their authority and moral calibre. Of these, three are appointed by the Board of Directors and two by the Participants’ Assembly.

18.2 Members of the Board of Arbitrators cannot belong to any other Foundation body. Anyone who meets the conditions set out in Article 15, section 1 of Italian Law no. 55 of March 19, 1990, sub-sections a), b), c), d), f) and any subsequent amendments and integrations, or anyone who meets the conditions set out in Article 2382 of the Italian Civil Code, cannot be appointed to the Board of Arbitrators.

18.3 The Board of Arbitrators holds office for 4 (four) years and its members can hold office for multiple terms. The members of the Board can be removed from their position at any time, including individually, by their respective appointing bodies, without the need for just cause.

18.4 If for any reason a member of the Board can no longer hold office, the appointing subject will indicate a substitute.

18.5 The Board of Arbitrators will elect a Chair from among its members, who has the task of coordinating the Board’s activities and representing it to the Foundation’s other bodies.

18.6 The Board of Arbitrators, in accordance with the Foundation’s Statute and regulations, carries out the following tasks:

- a. Monitoring the compliance of Participants and the members of the Foundation’s bodies with the Statute, the Foundation’s regulations and more generally the norms of good conduct as dictated by the law and common sense.
- b. Examining reports of acts and behavior by the aforementioned subjects that could represent a violation of the norms of conduct referred to in the previous point.
- c. At the end of each proceeding, submitting to the Board of Directors the documents relating to said proceeding with the conclusions of the Board, including any proposed disciplinary measures.

18.7 The Board of Arbitrators is convened by its Chair whenever an opinion is requested

by the Board of Directors, the President of the Foundation or the members of the Participants' Assembly.

18.8 If necessary, meetings of the Board of Arbitrators can be held with members in different locations, at any geographical distance, with audio and video connection, as long as:

- a. Those attending can participate in the discussion and vote concomitantly on the agenda items.
- b. The Chair of the meeting can ascertain the identity of those attending and ensure that the meeting is held correctly, verify and declare the results of voting and view, receive and transmit documents.
- c. The minute taker can adequately follow the events of the meeting for which minutes are being taken.

18.9 Meetings of the Board of Arbitrators are chaired by the Chair of the Board of Arbitrators. The Board is considered validly constituted when at least three of its members are present.

18.10 Decisions of the Board of Arbitrators are taken based on a majority of those present. In the event of a tie, the Chair has the casting vote.

Article 19 – Volunteers

19.1 In specific situations, the Foundation can use free voluntary activities to pursue its statutory aims, according to Article 17 of the CTS.

19.2 Volunteers cannot be compensated in any way except for the reimbursement of expenses actually incurred and documented relating to the specific activity, within the limits and conditions set out by the CTS.

19.3 In order to meet the requirements of Article 18, section 1 of the CTS, the Foundation will undertake to insure volunteers against accidents and illnesses connected to carrying out their volunteer activities, as well as for third-party liability.

Article 20 - Employees

20.1 The Foundation has an operational structure which has the function of supporting and implementing the strategic plans developed by the Board of Directors and coordinating work with the Local Groups and Territorial Offices.

20.2 The Foundation, In full compliance with Article 8 of the CTS, can hire employees,

both in Italy and other countries, and make use of paid collaborations for its regular functioning, including Foundation Participants and members of the statutory bodies for the carrying out of specific tasks, following the times and methods established by the Board of Directors, without prejudice to the restrictions and relevant legislation in each individual country.

Article 21 - Trademarks

21.1 The Foundation's name and logo are registered trademarks, and together with its internet domains, constitute part of its assets.

21.2 Their management is exclusively the responsibility of the Board of Directors, which authorizes their use by Participants, within the limits of the period of their mandate and within their remit, in accordance with the principles and regulations of the Code of Use for Slow Food Trademarks, which must be complied with in full.

21.3 Any modifications to the Code of Use for Slow Food Trademarks will take effect immediately.

Article 22 – Dissolution and Transfer of Assets

22.1 The termination or dissolution of the Foundation can be decided by the Board of Directors with favorable vote from three quarters of those with voting rights. The remaining assets will be transferred, on consultation with the relevant Territorial Office, to another third-sector entity pursuing aims similar to those of the Foundation or, failing this, the Fondazione Italia Sociale in accordance with Article 9 of the CTS.

22.2 The Board of Directors will appoint one or more liquidators, preferably chosen from among the Board members.

Article 23 – Referral

23.1 For any matters not covered by this Statute, internal regulations and deliberations of the bodies, the regulations of the CTS, the Italian Civil Code or other relevant Italian legislation will apply, if compatible.

Article 24 – Validity

24.1 This Statute will come into force upon registration in the Single National Third-Sector Register of the Transformation Resolution of the Slow Food Association into a Participatory Foundation.

* This statute refers to Italian legislation and the reference language for this statute is Italian.