

TITLE 1. - Name - Registered office - Purpose

Article 1.

The Association called

Forma.association

has been hereby created.

The association is nonpartisan and apolitical, with unlimited duration and no-profit, regulated under Title I Cap. III, art. 36 et seq. of the Italian Civil Code and by the present Charter.

Article 2.

The association's registered office is established at Joint Technologies srl, Via Molineria San Giovanni 10 / A - Piacenza - Italy.

The Board of Directors has the right to move the association's registered office to any place deemed suitable for the pursuit of social goals.

Article 3.

forma.association (hereinafter "Association") pursues the development and dissemination of the open source software product **forma.lms** dedicated to distance learning (e-learning). Duties of the Association are the promotion and enhancement of the product and the protection of the open source nature of the product.

The Association holds and protects the name and the brand "**forma.lms**" and its derivatives.

The forma.lms product consists of all the software programs made and released by the association.

The set of programs forma.lms is developed and released under the terms of the open source GNU GPL (GNU General Public License).

Article 4.

The Association promotes several activities to achieve its goals, in particular:

- it coordinates the software development, maintenance and development of the forma.lms product and add-on products (forma.lms suites) and all activities aimed to improve and enhance the suite;
- it coordinates the production of paper manuals, multimedia manuals, and tutorials related to the use of the product;
- it promotes the diffusion of the product through the organization or participation in conferences, lectures, debates, seminars;
- it coordinates the publishing activities: publication of bulletins, newsletters, blogs, forums, conference proceedings, seminars, as well as studies and research, dissemination materials in general;
- it coordinates and promotes the user community of the product.

The Association can join industry organizations that promote the spreading of the distance learning and the realization and promotion of open source software and standards.

Article 5.

All materials (software development and documentation) controlled by the Association are published under a license approved by the Open Source Initiative (OSI, opensource.org) and must meet the Open Source certification requirements. In particular, the Association adopted licenses are: the GNU GPL v.2 or higher license for the software, the "Creative Commons Attribution-ShareAlike 2.0 license" or higher for the documentation.

TITLE 2. - Members

Article 6.

The Association is open to individuals, corporates, governments, agencies, variously organized groups who actively contribute to the achievement of the institutional goals and adhere to this Statute.

The members are divided into the following categories:

- **Founder:** shareholders who were the initiators of the project forma.lms and those who have participated in the founding of the Association as listed in the act of creation. The qualification of “founding member” is an irrevocable honorary title.
- **Partner:** shareholders who are committed to contribute to the development to the promotion and dissemination of the project. They have skills and resources useful to the project objectives; participate actively and continuously in project activities using their own resources in the strategic and operational activities; sign a “partnership agreement”. They can act on behalf of and with the association's trademark.
- **Member:** shareholders who are committed to contributing to the development, promotion and dissemination of the project. The member partners are divided according to their contribution to the Association, according to increasing levels of involvement / membership. The levels of members, the involvement and participation required are established by the Board.

At the time of the constitution of the association the founding members which are not individuals are qualified as partner members .

Membership in the Association is public; the list of members is publicly available and will be disseminated through the official organs of the association, it will be updated periodically by the date of the shareholders' ordinary meeting.

All the shareholders must contribute to the achievement of the aims with the economic and / or material contributions determined annually by the Board. The contribution may be, for example: economic (annual fee), materials (tools), or ability to work. The Board of Directors each year sets the objectives and modalities of participation for each partner category.

A member who does not contribute to the Association as determined, is considered expelled unless serious and motivated impediments be

recognized and approved by the Board. The member's expulsion is ratified by the Board.

The membership fee is not transferable except for transfers due to death and is not subject to revaluation.

Article 7.

Admission of members as "Member" is decided, at the request of the applicant, by the Board of Directors.

Against the refusal of admission it is allowed to appeal to the General Assembly of shareholders.

Admission to "Partner" is decided unanimously by the Partners after the application form is submitted to the Board of Directors. The application may be made only by a member who has completed a 2-year association as "Member".

Article 8.

All members are required to comply with the provisions of this statute, the rules and the decisions taken by the competent bodies. For diverging behavior which is prejudicial to the purposes and assets of the Association, the Board will have to intervene and may impose the following sanctions: recall, warning, expulsion.

The expelled member may appeal in writing to the General Assembly against the decision within thirty days.

Partner membership status may be revoked by the assembly of Partners with an unanimous vote, excluding the shareholder.

Article 9.

A member may withdraw from participating in the association at any time by notifying its intention to the Board of Directors, subject to any obligations.

Article 10.

All the Partners and the Members of age are entitled to vote to approve and amend the charter and the regulations and for the appointment of governing bodies. The right to vote cannot be excluded even in case of temporary participation in community life.

Legal persons may vote through a delegate appointed by the legal representative.

TITLE 3. - Assets and Organization

Article 11.

The association's financial resources consist of:

- ownership of the trademark, logo and name forma.lms;
- intellectual and material property of the software created as part of forma.lms suites;
- property, real estate and furniture;
- contributions;
- donations and bequests;
- refunds;
- marginal commercial and productive activities;
- all other types of revenue.

The contributions of the members shall be the annual membership fees, established by the Board, and any extraordinary contribution established by the assembly, which determines the amount.

Donations in cash, donations, and legacies, are accepted by the Board of Directors, which decides on the use of them, in harmony with the statutory purposes of the Association.

The Association can promote fundraisings to finance product development activities and for the implementation of the statutory purposes.

It is forbidden to distribute, even indirectly, profits or operating surpluses as well as funds, reserves or capital during the life of the Association, unless the use or distribution is required by law.

Article 12.

The fiscal year begins on January 1 and ends on December 31 of each year.

The Board of Directors must draw up the budget and the final balance.

The budget and balance sheet must be approved by shareholders' ordinary meeting each year by April.

The final balance must be deposited at the headquarters of the Association within 15 days prior to the session to be consulted by each member. The budgets must be available for consultation also in electronic format.

Article 13.

The bodies are:

- the General Assembly,
- the Board of Directors,
- the Executive Committee,
- the President.

Article 14.

The General Assembly is the crucial moment of confrontation, aimed to ensure the proper management of the Association and it consists of all the members, each of whom is entitled to vote according to their qualifications:

- **Partner** : 3 votes
- **Member**: 1 vote

The assembly is convened at least once a year in ordinary session and in extraordinary session when necessary or requested by the Board or by at least one tenth of the members.

The first call of the shareholders' ordinary meeting is valid if there is a majority of members, and shall be effective with the majority of votes; on second call the validity is irrespective of the number of present members.

The extraordinary assembly deliberates in first convocation with the presence and the favorable vote of the majority of members; on second call the validity is irrespective of the number of present members.

The summons must be made with public notice on the official organs of the Association at least 15 days prior to the date.

Resolutions of the shareholders' assemblies must be made public by publication on the official organs of the association of the relevant minutes.

Any member may be represented at the meeting by a delegate who is member in turn. Each member can have a maximum of three proxies.

Article 15.

The places for the meetings of the shareholders, of the Board of Directors and of any governing body of the Association can be: the registered office of the Association, any place considered appropriate to encourage participation, a "digital virtual room" which allows the remote participation, in this case more associated may be present in a connection point.

Communications between the Association and its members and among the members should preferably take place via digital instruments (corporate website, email).

Article 16.

The General Assembly has the following duties:

- to elect the Board of Directors and the Board of Auditors;
- approve the budget and final accounts;
- approve the rules.

The extraordinary general meeting resolves on amendments to the Statute and the possible dissolution of the Association.

At the opening of each session, the assembly shall elect a chairman and a secretary who will sign the final report.

Article 17.

The Board of Directors consists of:

- 3 to 7 members, depending on the number of members elected by the Assembly a majority among the candidates. The list of candidates is expressed by the assembly of Partner members.

The number of members of the Board is determined by the shareholders at the time of renewal in relation to the total number of members.

The Board has a quorum of 2 present members.

The members of the Board carry out their activities for free and remain in office for two years. The Board of Directors may be dismissed by the Assembly with a 2/3 majority of votes.

Article 18.

The Board of Directors is the governing body of the Association. It meets on average 2 times a year and is convened by:

- the President;
- at least two of the components, on a reasoned request;
- a motivated and written request by at least the 30% of members.

The Board of Directors has all the powers of ordinary and extraordinary administration.

The Board of Directors appoints the President a majority among its members.

In the ordinary administration its tasks are:

- to prepare the documents to be submitted to the Assembly;
- to formalize the proposals for the management of the Association;
- to draw up the final accounts, which must contain the individual expenditures and revenues for the period of one year;
- to draw up the budget, which must contain, divided into individual items, the estimates of expenditure and revenue relating to the exercise of next year;
- to determine the amounts of the annual fees and of the activities of the various categories of members;
- to guide and coordinate the development of forma.lms

For each meeting a report must be drawn to be published on the Association's official organs.

In order to carry out its functions the Board of Directors makes use of the "Executive Committee". The Board can choose collaborators both among members or external to the Association.

Collaborations with the Board of Directors are exercised for free.

Article 19.

The Executive Committee is the management body of the Association.

The Executive Committee is appointed and dismissed by the Board of Directors according to the rules.

The Executive Committee consists of the heads of the sectors of interest for the development and pursuit of the aims of the Association.

The Executive Committee meets in plenary session at least once a year.

Collaborations to the Executive Committee are exercised for free.

Article 20.

The President remains in office for two years and is the legal representative of the Association in all respects.

He convenes and presides over the Board of Directors, signs all the administrative acts performed by the Association; can open and close bank accounts and postal accounts and proceed to collections.

He gives special powers to members for the management of various activities, with the approval of the Board of Directors.

Article 21.

The Board of Auditors may be composed of one to three members elected by the Assembly outside of members of the Board. It checks periodically the formal and substantial regularity of accounting, and draw up a special report to be attached to the budget and final accounts.

Article 22.

The dissolution of the Association is approved by the extraordinary assembly. The institution's remaining assets must be donated to

organizations with similar purposes or for public purposes, after consultation with the inspection body described in art. 3, paragraph 190 of the 12/23/96 law no. 662.

Article 23.

All elected offices are for free.

Members are eligible only for reimbursement of miscellaneous expenses regularly documented and approved by the Board.

Article 24.

Matters not covered by this Statute are subject to the applicable legal regulations.