

Document of Establishment of the "Saint Francis' Ways" Temporary
Special-Purpose Consortium (TSPC)

ON 21 JULY 2020 IN THE OFFICES OF NOTARY SBROLLI IN TERNI

Between the following persons:

- A. *Associazione Francescani nel Mondo* APS, tax code 97890080589, represented by its President, Ms Maria Grazia di Tullio, born in Rome (RM) on 17 May 1974 and domiciled in Rome at Via Gela 73

- B. *Associazione St Francis' Ways* in Emilia Romagna APS tax code: 91170020407, represented by Mr Franco Boarelli, born in Bologna (BO) on 29/10/1956 and domiciled in San Leo (RN) at Via Michele Rosa snc

- C. *Associazione St Francis' Ways* in Umbria APS tax code: 94166910540, represented by Mr Riccardo Pascolini, born in Perugia (PG) on 15/5/1981 and domiciled in Perugia at P.zza IV Novembre n6 c/o la Curia Vescovile di Perugia-Città of the Pieve

- D. The *Umana Dimora Associazione Ambientalista Onlus* - tax code: 97233740584, represented by its President, Ms Cecilia Gramiccia, born in Palestrina (RM) on 06/05/1996 and domiciled in Rome at P.zza Bologna 1.

hereinafter, collectively referred to as “the Parties”

hereinafter, individually referred to as an “Organization”

WHEREAS

1. These organizations intend to present a joint project titled “Saint Francis’ Ways” to the Council of Europe, in the form of an Enlarged Partial Agreement on the Cultural Routes of the Council of Europe, for certification as a “Cultural Route of the Council of Europe”, to be carried out in accordance with the

certification criteria adopted by the Committee of Ministers of the Council of Europe (cf. Resolution CM (2013-66)

2. These regulations require the prior establishment of a legal entity to represent the organizations involved in the sponsoring of the project with suitable experience and know-how developed over the years, and they contain the content of the activity carried out in previous years

3. Said sponsoring organizations consider that the content and the purpose of the project to be promoted can be effectively achieved through the establishment of a temporary special-purpose consortium (TSPC), granting the mandate to a lead association

4. The Parties therefore intend to establish themselves as a Temporary Special-Purpose Consortium to present their candidature to the Saint Francis' Ways to achieve recognition as a European cultural route, according to current legislation and procedures

5. The Parties have agreed to grant a special mandate with appropriate representation to the Franciscan Associations around the world, which thereby acquires the status of lead partner in the present Temporary Special-Purpose Consortium.

**IN VIEW OF THE ABOVE,
THE PARTIES AGREE THE FOLLOWING:**

A – Operational scope of the TSPC

Art. 1 - Purpose

The organizations A, B, C, D, as indicated and legally represented above, establish themselves as a Temporary Special-Purpose Consortium with the aim of presenting and implementing their joint project, its purpose being the candidature for the recognition of the “St Francis' Ways” as a Council of Europe Cultural Route.

For this purpose, each legally represented organization will grant a special mandate with representation to the *Associazione Francescani nel Mondo* and, for this purpose, to its *pro-tempore* Legal Representative Ms Maria Grazia di Tullio, born in Rome on 17/05/1974, tax code DTLMGR74E57H501Q and resident in Rome at Via Gela 73, domiciled for the post at the premises of the Associazione Via Gela 73, who accepts, in its name and on its behalf, in the interests and representation of the Temporary Special-Purpose Consortium and also of the agent association:

- a) To represent the TSPC through this document, constituted before the Office in Luxembourg where the EPA (Enlarged partial agreement) on cultural routes is located, and also before the local authorities, possible local partners and any other stakeholders who could, for whatever reason and under whatever aim, could enter into contact with the present the TSPC;
- b) to represent, in general and exclusively, and also in the courts of law, the TSPC as a whole, and to do this, the individual Organizations; the latter authorise the lead partner (and, for this purpose, its *pro tempore* legal representative) to carry out all operations and any actions of whatever nature (including the collection and making of payments) referring to the relationship with the EPA on Cultural Routes

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of the Council of Europe to implement the joint project referred to in the preamble until its definitive conclusion.

Art. 2 – Purpose of the TSPC and the objectives of the sponsored initiative

1. This document sets out to establish the TSPC for the European Cultural Route “Saint Francis’ Ways”, with the aim of presenting the candidature of the European network that has been working for several years on the valorisation (enhancement) of the St Francis Ways as a nerve centre of the European network of physical routes that can be followed in a variety of modalities (on foot, by bicycle, on horseback, etc.) and virtual routes, created for anyone who wishes to enjoy a rich experience in terms of history, culture and values and participate in the monumental and environmental heritage and positive social values that the experience of Francis of Assisi and the Franciscans has generated (and generates) in Europe and the Holy Land.

2. The objective of the initiative is to:

- valorise the elements of culture, memory, and history of the physical and virtual Routes created, based on the values expressed in the Council of Europe to foster their sustainable development and usability by as many people as possible
- contribute to strengthening the dialogue between civil society and local, national and international institutions, and foster the coordination of policies and instruments of governance and procedures
- promote cultural exchanges among young Europeans through training processes, events and twinning arrangements
- valorise, create employment, attract young people and promote innovation in all the phases of the chain of typical products and crafts, and in general of artistic creation
- develop cultural and sustainable tourism in the territories identified on the physical and virtual routes, with the aim of them becoming resources for economic and social development, especially in rural and deprived areas

3. The promotional activities carried out with the local community during the work done in recent years have defined the three thematic areas in which the project will be implemented.

- i) Physical routes related to the life and pilgrimages of St Francis, St Anthony, the Franciscan protomartyrs and all the Routes related to them, as well as their history up to the present day.
- ii) Virtual routes that link the cultural, historical/artistic and environmental heritage. expressed in the places where St Francis of Assisi and the Franciscan Friars lived.
- iii) Research projects and training projects at university and post-university level on the founding values of the life of St Francis and the Franciscans, acknowledged as common European heritage.

Art. 3 - The reference territory

The reference territory of the TSPC and its scope includes all the territory of the European Union and that of the Holy Land and Mediterranean countries with historic links to the life of Francis of Assisi and the Franciscans.

Art. 4 - Duration of the TSPC and conditions for termination

In the event of recognition of the TSPC, it will last until the full completion of the Project presented, and in any case until the establishment of the Foundation.

The contract is subject to the termination conditions stated in article 1353 and will therefore be understood as automatically terminated, with the immediate dissolution of the TSPC, in the event of the recognition not being awarded and a decision taken not to present the candidature as a result.

Art. 5 – Parties

The Parties signing this Document of Establishment of the “Saint Francis’ Ways” temporary special-purpose consortium and any public and private parties that may wish to join the project later are party to it, provided that the latter, whatever the form in which they are constituted, represent economic, social and cultural interests linked to the St Francis Ways and are considered as contributors to the pursuance of the aim of the Project.

In any event, the entry of new parties may not expressly change the representation contained in this Document of Establishment.

Any request to join the TSPC must be approved by the Steering Committee by an absolute majority of its members, later ratified by the Partners’ General Meeting in its next meeting.

Following approval by the Governing Board, the admission of the party wishing to join the TSPC is formalized through the signature -by the applicant- of a Deed of Membership to the Document of Establishment, whereby it expressly and completely accepts the Document of Establishment and any other rules or regulations adopted by the TSPC.

The Regulations, as defined in article 6, may further specify the modalities of presentation of the request for membership and the associated approval process.

Art. 6 – Functions of the TSPC and commitments of each organization

Each organization undertakes to:

- 1) Cooperate in the preparation of the candidature, making available any materials and statements within their competence that are required as documentation for the candidature, and also any information and content required for the drawing up of the project
- 2) Not participate in other groups that promote the same routes identified in the project sponsored by the TSPC

- 3) Promptly inform the partnership, through the lead partners, of any technical, economic and asset situation and/or one of any other nature, that will prevent it from participating in the TSPC in a regular and effective manner

In particular, local authorities, whose members are committed to:

- Contributing to the preparation and implementation of the project in their area of jurisdiction:
- Ensuring consistency between strategies adopted in local planning instruments and the project itself
- Adopting possible forms of simplification to ensure the fast execution of the operations envisaged in the project
- Carrying out the activities and operations that need to be done

They also undertake to:

- Contribute to the preparation and execution of the project within the scope of their competences
- Carry out the activities and operations that need to be done

The parties to the TSPC are not liable to third parties for commitments undertaken by the Management Body through the mandatee.

Art. 7 - Internal regulations

The TSPC will have internal regulations to govern its operating discipline which, although not limited to, will govern procedures in the areas of:

- transparency and clarity in the allocation of roles and responsibilities of each partner
- organisation of the offices of the TSPC pursuant to article 9 of this Agreement
- management of possible conflicts of interest
- traceability and filing of documents
- regulation of the management of contributions and the adoption of a suitable system to encode and record each payment made
- holding, and provision to the persons in charge, of the formal acts or documents justifying the expenses borne, taken from current account bank statements and cash movements
- technical/logistical support for the checks and inspections carried out by third parties in relation to operations carried out directly and others carried out by other persons within the scope of the Project
- management of collaborative assignments, defining the roles and activities that come under the scope of the project
- participation in the partnership/partnerships.

B – Decision-making body

Art. 8 - Decision-making body of the TSPC

a) Steering committee

1. The decision-making body of the TSPC is a Steering Committee consisting of a maximum of 9 members representing the European partner countries, elected by the Partners' General Meeting. They will remain in the post for three years and may present themselves for re-election. The appointment of members of the Steering Committee is a matter for the duly convened and constituted Partner's General Meeting with the presence of at least half of the members. The Partner's General Meeting will appoint the Steering Committee using the procedure laid down in art. 7 above.
2. If one or more members of the Steering Committee should cease to be members during this three-year period, the procedure laid down in art. 7 above shall be applied. The new member will preferably be nominated by the reference person of the exiting member. In the event of the majority of the elements of the Steering Committee ceasing to hold office, the mandatee will quickly call a Partners' General Assembly to proceed with the appointment of a new Steering Committee.
3. Without prejudice to the role and responsibility of the mandatee, the Steering Committee will take decisions in the areas of:
 - a. approval and possible amendments to the Project
 - b. nomination and appointment of a "Scientific Committee" to implement the content of the project presented
 - c. organization of the TSPC
 - d. approval and modification of the internal rules of procedure
 - e. approval of the budget and balance sheet for each financial year.
4. The Steering Committee will also take decisions on:
 - a. the possibility of establishing operational offices of the TSPC
 - b. appointment of the Managing Director, as envisaged in the Project, and the setting of his/her remuneration
 - c. appointment of a Treasurer, as envisaged in the project, and the setting of his/her remuneration
 - d. other potential appointments
 - e. approval of the executive project (and also any possible later modifications and/or amendments) related to actions directly carried out in the project. This project states, among other things, the conformity of these actions with the minimum content envisaged in the European guidelines, the conditions for correct execution, the financial aspects, the timescale and the modalities for the identification of potential third party actors.
5. The Steering Committee will also:
 - a. approve the organigramme and the organic structure of the TSPC, consistent with the executive project for actions directly managed - see letter e) of comma 4 above

- b. appoint the President from persons who are not part of the TSPC, possibly leading figures in the world of culture and/or Franciscan history.
 - c. provide the Project Manager with the guidelines on planning, possible amendments and implementation of the 'pine tree' of the project's activities
 - d. provide the Project Manager with the guidelines regarding calls for tender, development criteria for the projects and the operational procedures for managing contributions.
6. The Steering Committee deliberates regarding the admission of new members, as per art. 1 bis.
 7. The Steering Committee reports to the Partners' General Meeting on its activities at least once a year, and in any case at the time of approval of the balance sheet.
 8. The Steering Committee is convened and coordinated by a President that chairs it.
 9. The President, in consultation with the legal representative of the mandatee, calls the meetings of the Steering Committee, establishes the agenda and undertakes its chairmanship. A Steering Committee meeting is also called when at least two of its members so require. The President, in consultation with the legal representative of the mandatee, draws up the agenda with further items if two members so request.
 10. The call must be made in writing to the members, and also by email, with advance notice of at least 7 (seven) days, indicating the date, time and venue of the meeting, as well as the list of points on the agenda. The documentation on the points of the agenda should reach the members, also through email, at least 5 (five) days before the date set for the meeting.
 11. Meetings may be held by teleconference or videoconference, on condition that all the participants can be identified and are able to follow the discussion, to intervene in the discussion in real time and to vote simultaneously.
 12. The decisions of the Steering Committee should be shown in a written document signed by the President and a Secretary nominated in each case. The Minutes shall be approved by the Steering Committee at its next meeting.
 13. The Committee is quorate and may legitimately deliberate when there is a majority of members present. Decisions are ensured with favourable vote of the majority of those present; in the event of a tie, the casting vote lies with the person chairing the Steering Committee.
 14. In any event, the functioning of the Steering Committee follows the principle that neither the public partners, the private partners nor those representing a particular interest group, can represent more than 49% of those who hold the right to vote.

b) Partners' General Meeting

1. The Partners' General Meeting is an entity that represents all the signatories of the Document of Establishment as well as those parties that who have joined subsequently, according to the terms of art. 1 bis.
2. The Partners' General Meeting has the authority to direct and monitor the activities of the Steering Committee so that the initiatives of the Saint Francis' Ways project should be oriented towards:
 - a. Developing the St Francis' Ways physically and virtually, and managing existing ones

- b. Promoting the development of the founding European cultural values on which the project is based in its entirety
 - c. Fostering the participation of local and international communities in the development process, helping to strengthen the dialogue between civil society organizations and local institutions, public bodies and private partners
 - d. Fostering the coordination of policies, instruments, governance and procedures to access European funding
 - e. Carrying out European and international research on which the project is based from a cooperation perspective.
3. Other powers of the Partners' General Meeting:
 - a. Appointing members of the Governing Board, bearing in mind the representation criteria indicated in article 8 above
 - b. the expression of an opinion on the budget
 - c. the expression of an opinion on the end-of-year balance sheet
 - d. authorising member applications and/or participation in other partnerships, in whatever form these may be formalized.
4. The Partners' General Meeting called by the President at the request of the Steering Committee or the mandatee or when at least $\frac{1}{3}$ (one third) of the Partners so request. The President sets the agenda and presides over the work. The President may add other points to the agenda following a request by $\frac{2}{7}$ (two-sevenths) of the Governing Board or $\frac{1}{4}$ (one quarter) of the Partners.
5. The call for the meeting should be sent in writing to the Partners, also by email, at least 7 (seven) days in advance and should indicate the date, time and venue of the meeting and the list of points on the agenda. The documentation related to the points on the agenda should reach the Partners, also by email, at least 5 (five) days before the date set for the meeting.
6. The Assembly is duly constituted whenever the majority of the Partners are present. Written proxy by the representatives is admitted, and of the vote in the Assembly, delegated to another Partner. The number of proxies admissible for each partner will be established in the Regulations as per art. 7.
7. With the aim of avoiding conflicts of interest, even if only potential, the members of the Governing Board may not represent Partners in the Assembly nor have their representation delegated.
8. In any event, the functioning of the Partners' General Assembly observes the principle whereby neither public partners, private partners or partners representing a particular interest group may represent more than 49% of those having a right to vote.
10. The proceedings of the Partners' General Assembly shall be expressed in Minutes signed by the President and the Secretary. The Minutes will be approved by the Assembly in its next meeting.

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Art. 9 - Organization of the TSPC

With regard to Art. 7, to be approved by the Steering Committee as per Art. 8 of the present document, the operating procedures of the TSPC will be stated.

The organization will be as lean as possible, observing the laws and procedures of administrative simplification. Two areas of specific functions are herewith identified, which will not necessarily give rise to two senior figures.

1. Technical Management (Project Manager), with the following main functions:

- Development of the Project in its different phases, in contact with the European offices
- Verification of expenditure targets and the annual financial plan
- Preparation of projects for participation in tenders
- Drawing up of periodic progress reports on the activities envisaged in the project
- Dissemination (promotion and communication) of the Project to other countries (stimulation for development)
- Design, coordination and integration of actions (operations) that are directly managed
- Technical assistance for the functioning of the partnership
- Relations with national and/or international cooperation partners and participation in networks.

2. Head of Administration and Finance (Treasurer), with the following main functions:

- Preparation of acts/documents for the functioning of the governing bodies
- Checking administrative documentation and paying suppliers/collaborators
- Management of the procedure for selecting contributors and the mandating of assignments
- Management of the procedure for tendering of goods, services and supplies
- Accounting for expenses incurred.

Art. 10 - Lead administrative partner

The constituent members identify the Franciscan Associations in the world as the leading administrative and financial representative

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The Parties grant the lead partner a free mandate, collectively in the interests of the agent.

The sole agent is empowered to provide any necessary functions required for this purpose, in the name and on behalf of the Parties gathered, until the completion of the project, including the capacity to institute legal proceedings, in the name of and on behalf of the Parties for any dispute that may arise related to the presentation and performance of the project and the management of any possible contribution.

Art. 11 Termination clause

This, without prejudice to the ability of each member of the TSPC to withdraw, requesting this at least three months before. In the event of termination of the mandate, the other members will ensure the appointment of a new agent.

C – Final provisions

Art. 12 Cost borne by the participants in the TSPC.

Any costs borne by each party should be the result of the financial management plan approved in advance at the start of each financial year, within the limits envisaged in the articles of association of each body.

A membership fee is established, which will be quantified following certification from the Steering Committee and ratification of the Partners' General Meeting.

Art. 13 Applicable legislation and competent jurisdiction.

This contract is governed by Italian law.

For any dispute that may arise from this contract, its interpretation and/or execution is the exclusive competence of the Courts of Law of Perugia.

Read, approved and signed