



FONDAZIONE
REGGIO CHILDREN
CENTRO LORIS MALAGUZZI

BYLAWS

FONDAZIONE “REGGIO CHILDREN – CENTRO LORIS MALAGUZZI”

Article 1 Constitution

A foundation named “Fondazione Reggio Children - Centro Loris Malaguzzi” is hereby constituted.

It embraces the principles and the legal framework of a Solidarity Foundation, as part of a wider category of foundations disciplined by article 14 and subsequent ones of the Italian Civil Code.

The Foundation is a non-profit organization.

Article 2 Registered office

The Foundation’s registered office is in Reggio Emilia at the address indicated in the registration filed at the relevant Register of Legal Entities. The foundation’s representatives declare that its current address is Via Bligny, n.1/a. Any subsequent changes in this respect will be decided by the Board of Directors.

Delegations and Offices

Within the applicable laws and regulations, it will be possible to set up additional delegations and offices both in Italy and abroad, with the aim of carrying out a whole range of activities to promote the aims and purposes of the Foundation as well developing and widening the required network of national and international relations in support of the Foundation itself and its activities.

Article 3 Aims and purposes

The Foundation:

- originates from the educational project devised and in the process of being carried out in the infant toddler centres and preschools of the Municipality of Reggio Emilia
- its principles and aims are inspired by the content and values of this experience, internationally known as the Reggio Emilia Approach
- adopts qualifying childhood, intended as the quality of human identity, educational continuity, contamination of knowledge, cross-cultural approach and research internationalization, as its primary reference of action.

The Foundation **promotes research in all its forms, starting from that carried out in the infant toddler centres and preschools, as a fundamental attitude and activity in order to improve the lives of children, families and communities; it supports policies and projects of educational, cultural, social and scientific interest both at a national and international level in order to promote and safeguard civil rights, revolving around the central role and the rights of people in society, from birth to adulthood, for social participation, education, knowledge and, ultimately, well-being.**

In particular, the Foundation aims to:

1. build and spread quality education that can improve people's lives both in Reggio Emilia and in the rest of the world;
2. act as a national and international research centre, taking part in those situations generating new knowledge and innovation;
3. act to promote, develop and support a number of social, socio-educational and cultural integration projects at a national and international level, also through the management and development of solidarity and international cooperation initiatives, including the creation of cooperation networks and the establishment of twinning relationships;
4. spread internationally, also in developing countries and in areas of political or social instability, the core values and educational experiences promoted by the "Reggio Emilia Approach";
5. contribute to the start-up, development and promotion of the International Centre Malaguzzi, as a place able to produce valuable research, innovation and experimentation on educational content and processes within the different scopes of knowledge, in synergy with the activities carried out by Reggio Children srl;
6. enhance the International Network – originated from the collaboration and discussion with the various countries that acknowledge the Reggio Emilia Approach as a reference point in education – through research, professional development, discussion and the spreading of educational experiences that are highly appreciated internationally; such are the activities of the Centro Malaguzzi;
7. equip the infant toddler centres and preschools of Reggio Emilia with the required tools, also at an economic level, to effectively maintain and develop quality educational contexts, to enhance and promote the theoretical and

practical heritage of the experience and to meet the ever growing demand in requests for knowledge, exchanges, cultural and scientific collaboration projects coming from all over the world;

8. operate in the education, professional development and research sectors within the different realms of knowledge (science, economy, culture, society, history, arts, healthcare, etc...), with particular reference to the promotion and development of international relations aimed at establishing valuable cooperations and exchanges of experience and knowledge, also through the proposal of projects in order to obtain funding from national and international bodies;
9. promote the town of Reggio Emilia as a whole with its cultural, social and economic aspects, also relying on the complex system of institutional relations and twinning initiatives promoted by the municipality of Reggio Emilia and by the international networks of which the municipality is a part.

The Foundation is inspired by the principles contained in the Charter of Values referred to in subsequent article 31.

Article 4 Accessory and related activities.

In the fulfilment of its purposes the Foundation may also:

- a) enter into any required deeds or agreements for the funding of the activities and projects resolved by the board, including and without any limitations, the opening of either short or long-term loans or mortgages, the assumption of shareholdings, the renting, loan for use or purchase, as full ownership or in surface rights, of properties and the signing of covenants, also writable in public registers, with public or private entities;
- b) manage and oversee any of the assets pre-owned or acquired in any capacity, be it as leaseholder, bailee or similar, during its existence;
- c) enter into contracts or agreements for the assignment to third parties or on behalf of third parties of parts of its activities or of specific studies and consultations;
- d) take part in associations, bodies and institutions, be they public or private, whose main activity is focused, either directly or indirectly, on the fulfilment of goals and purposes that are similar to those pursued by the Foundation itself; the Foundation may, if deemed appropriate, contribute to the very constitution of such entities;

- e) promote and organise events, conventions and meetings, publishing any relevant deeds or documents, and any other initiatives and activities necessary to establish a constructive relationship between the Foundation, the operators working in the areas of activity the foundation is involved in and the public;
- f) confer prizes and scholarships;
- g) carry out training activities, courses and seminars pertaining, either directly or indirectly, to the Foundation's sectors of interest;
- h) carry out, in support of the fulfilment of its institutional goals, a range of commercialisation activities, including publishing, audiovisual and *world wide web* initiatives;
- i) promote and enhance volunteering as a valuable support tool in the creation and implementation of initiatives and activities aimed at achieving the Foundation's statutory purposes;
- l) carry out any other activities deemed necessary to fulfil the Foundation's institutional aims.

The Foundation shall not be allowed to carry out any other activities other than the institutional ones or those directly related to institutional ones, such as, by way of example, those referred to in this article.

Article 5 Assets

The Foundation's assets include:

- the organization's endowments such as the contributions in ownership, use or possession, in any capacity, of money or movable and immovable property or other utilities to be used for the fulfilment of the purposes established by the founders upon the constitution of the Foundation or, subsequently, by the other members of the foundation and any increases that the founders may decide to instruct in this respect;
- any movable and immovable property being provided to the Foundation, in whichever capacity, including those purchased by the latter in accordance with the provisions of these bylaws;
- any other contribution intended as an addition to increase the existing assets;
- any unused income and any revenues from own activities that, by resolution of the Board of Directors, may be allocated to increase the Foundation's general assets;

- any reserve funds or provisions created using any surplus income available;
- any contributions or payments from bodies, institutions, organizations, public or private entities both at a national and international level, expressly intended for increasing the current assets.

Article 6 Management fund

The Foundation's Management Fund includes:

- any income and revenues resulting from the assets of the Foundation itself, except for the provisions set forth in article 5;
- any donations or testamentary dispositions that are not expressly intended for the foundations' endowments;
- any contribution or payments by bodies, institutions, organizations, public or private entities, both at a national and international level, that are not expressly intended for the foundation's assets,
- any contributions made by the Foundation's members;
- any revenues resulting from institutional activities or any other related or accessory activities;
- any revenues from the provision of additional services as specified in article 4.

The income and resources generated by the Foundation will be used for its operation and for the fulfillment of its purposes.

Article 7 Foundation's members

The Foundation's members are subdivided as follows:

- Promoting founders
- Honorary founders
- Participating founders
- Participants
- Rightful participants

Individuals as well as legal entities along with Public or Private bodies as well as other Institutions, based both in Italy and abroad, are eligible to become members of the Foundation.

Article 8 Promoting founders

Promoting Founders are those partners who join the Foundation, in the moment of its constitution, by contributing to the establishment of its initial assets portfolio and/or to its initial Management fund, and who will continue to do so for the following three years at least.

Given the importance of the know-how and expertise provided for the fulfilment of the Foundation's business purpose, the Municipality of Reggio Emilia will be considered as rightful Promoting founder without having to make any contributions.

Article 9 Honorary founders

The Board of Directors may assign the qualification of honorary Founder to any individuals, legal entities, public or private bodies that have engaged in a remarkably significant relationship with the Foundation or that have stood out for particular merits in connection with it.

Article 10 Participating founders

Any individuals or legal entities, public, private and collective bodies, even without legal status, that help increase the Foundation's initial endowments and/or initial management fund with contributions made at least once every three years, in the forms and minimum amounts defined by the Board of Directors, will be eligible to become participating founders, subject to the approval by absolute majority of the Board of Directors. Any refusal must always be justified.

A fundamental prerequisite to become founder is to share the aims and purposes of the Foundation and of the Charter of Values referred to in subsequent article 31.

Article 11 Participants

- Any individuals or legal entities, acting on their own or in associations, and public or private bodies, even without legal status that, sharing the aims and purposes of the Foundations and the Charter of Values, contribute to its existence and to the fulfilment of its purposes, by means of regular contributions made on a yearly or multi-yearly basis, in the form of money, professional services, volunteering activity, donation of tangible and intangible assets, free of charge provision of services and free attribution of rights of use in connection with assets, in the forms and minimum amounts defined by the

Board of Directors, may obtain the qualification of Participant.

- The Board of Directors may determine the possible subdivision or grouping of the Participants by categories of activity and participation to the Foundation.
- The Participant qualification shall last throughout the period in which the relevant service is carried out.
- The Board of Directors shall resolve, by unquestionable decision, on the admission of new Participants by absolute majority of the voting members. Participants must expressly undertake to do their best to comply with these bylaws, its underlying regulations and the Charter of Values.

Article 12 Rightful participants

The rightful participants will be all the associates of the International Association “Friends of Reggio Children”, as well as the contributing partners of Reggio Children Srl, who are not amongst the Founders. These will not have an obligation to make contributions.

Article 13 Joining the Foundation

- The Board of Directors will be responsible for accepting or refusing new members into the Foundation, providing relevant explanation in the event of refusals. The Board of Directors will also be responsible for compiling and updating a Foundation’s Members logbook.
- Under no circumstances will the applications non expressly declaring adherence to the aims and purposes of the Foundation and the Charter of Values referred to in article 31 and to the commitment of contributing, via pre-defined means per each category, to the Foundation’s assets, operation and to the funding of its activities, be taken into consideration.
- The loss of the title of member of the Foundation shall not result in the right to recover any economic contributions made or any services provided to the Foundation.

Article 14 Exclusion and Rescission clauses

1) EXCLUSION CLAUSE

The Board of Directors may decide, by resolution approved with the absolute

majority of the votes, to exclude members from the Foundation, except for the Municipality of Reggio Emilia, due to serious and repeated non-fulfilment of the duties and obligations deriving from these bylaws, including, by way of example:

- Disregarding the obligation to make the expected contributions and payments in favour of the Foundation as specified in these Bylaws;
- Behaving in a way that is incompatible with the duty of collaboration with the other components of the Foundation;
- Behaving in a way that disregards the duty of providing non-economic contributions,
- Behaving in a way that disregards the Charter of Values
- Behaving in a way that disregards the Foundation's Regulations.

Specifically, in the case of Bodies and/or legal entities, the exclusion can be implemented for the following reasons:

- Dissolution, for whichever reason;
- Opening of liquidation procedures;
- Bankruptcy and/or opening of insolvency proceedings, even on an extrajudicial basis.

No contributions, assets or anything else donated to the Foundation will be returned to excluded partners.

2) RESCISSION CLAUSE

All members may, at any time, decide to pull out of the Foundation, without prejudice to the duty of fully complying with all obligations undertaken, even if such obligations are on a multi-yearly basis.

Partners who withdraw from the agreement will not recover any of the contributions, assets or anything else they have donated to the Foundation.

The Municipality of Reggio Emilia shall retain the right to recover ownership of any of its leased assets, in whichever capacity.

Article 15 Allocation of profit, funds, provisions and capital

Any profit generated by the Foundation shall be used to implement any required institutional activities and any other related tasks.

It is strictly forbidden to allocate, even through indirect channels, any profit, income surplus, funds, provisions or capital during the existence of the organization.

Article 16 Organs

The organs of the Foundation are:

- the Board of Directors
- the President of the Foundation
- the Managing Director (if appointed)
- the Scientific Committee
- the Supervisory body
- the Founders' assembly
- the Participants' assembly

Article 17 Board of Directors

The Board of Directors consists of 6 members:

5 appointed by the Founders' Assembly, of which:

- 2 out of a group of 5 shortlisted by the Mayor of the Municipality of Reggio Emilia
- 2 out of a group of 5 selected by the Founders belonging to the Reggio Children's International Network
- 1 out of a group of 5 selected by the other Founders

and 1 appointed by the participants' meeting.

If, for whichever reason, a category of Founders fails to prepare its list of candidates, the Founders' Assembly will appoint all the members under its competence.

Every member of the Board of Directors must be a person of good standing and of attested professionalism and competence; members will stay in office for a period of three years, except in the case of revocation by the concerned party or the organ that initially nominated them before the mandate's expiration date, and they can be re-elected. A member of the Board of Directors who, without a justified reason, fails to attend three meetings in a row, may be declared excluded by the Board. In such case, as in any other situation in which there is a vacancy in a director's position, the Board of Directors will proceed, in compliance with the designations specified in paragraph 1, to appoint another director(s) who will remain in office for the remainder of the term left by the predecessor.

The Board of Directors will be vested with all the necessary powers to oversee the ordinary and extraordinary administration of the Foundation.

Specifically, it will:

- 1) resolve on the approval of the final balance sheet, the preliminary balance sheet and the notes to the financial statements;
- 2) resolve on the acceptance of contributions, donations, bequests and endowments as well as on the purchase or sale of properties, and on the allocation thereof or of any resulting revenues, within the limitations of these Bylaws;
- 3) determine the criteria – including the relevant membership quotas – based on which the parties referred to in article 11 are entitled to become Founders or Participants and can finalise their membership status;
- 4) approve the annual plan of action based on the triennial guidelines – referred to in subsequent article 31 – defined by the Founders’ Meeting;
- 5) resolve on the participation in corporations;
- 6) elect, amongst the members nominated by the Municipality of Reggio Emilia, the President of the Foundation;
- 7) resolve on the Foundation’s Regulations;
- 8) confer special assignments to individual Directors, also with powers of delegation, defining any relevant attributions and possible compensations within a ceiling defined by the Founders’ Assembly on a yearly basis;
- 9) carry out any additional tasks as specified by these Bylaws.

The members of the Board of Directors will not be entitled to any attendance fees or any form of remuneration for their function as directors.

Article 18 Convocation and quorum

The Board of Directors is convened by the President of the Foundation at least three times a year, out of his/her own initiative or at the request of at least half of its members. Such request shall be in writing (including registered mail with advice of receipt, fax or email) and issued with a prior notice of at least three days or, in the event of urgent sessions, of at least 24 hours.

The convocation notice shall include the meeting’s items on the agenda, time and location.

The Board shall be intended as validly constituted if the majority of the members in office are present. It is chaired by the President of the Foundation or in his absence,

by the most senior of the directors.

The Board of Directors' meetings can also be held by teleconference or video conference as long as all attendees can be properly identified and are able to follow the meeting and take part, in real time, in the discussion of the items on the agenda. Having met such requirements, the Meeting will be intended as held in the location where the President of the Foundation and the secretary, for minute taking purposes, are present.

All resolutions shall be decided with the favourable vote of the majority of the meeting's attendees, unless otherwise specified in these Bylaws. In case of a tie, the vote cast by the President shall prevail.

The minutes of the Board of Directors' meeting shall be taken and recorded on the relevant logbook, after being signed by the President of the Foundation and the Secretary. The minutes will be approved during the next board meeting. However, at the request of a Director, the minutes may need to be approved and written out at the end of the same meeting.

The Board of Directors' meetings can also be attended by other parties invited by the President of the Foundation. Such parties will not have right of vote.

Article 19 President of the Foundation

The President of the Foundation is also the President of the Board of Directors and is appointed amongst the members of the Municipality of Reggio Emilia by the Board of Directors itself. He/She will legally represent the Foundation before third parties and will act on its behalf before any administrative or judicial authority, appointing any solicitors or attorneys required to resolve the litigation.

The President is vested with all necessary powers to ensure the good operation of the Foundation from an administrative and management point of view.

Specifically, the President will look after all the relations with Bodies, Institutions, Public and Private undertakings and other organizations, also in order to establish valuable cooperation ties in support of the Foundation's initiatives.

Should the President be absent or incapacitated, the most senior of the directors will take over his/her duties.

Article 20 Managing Director

The Managing Director is appointed by the President of the Foundation who will also define the nature, description and duration of the assignment.

The Managing Director will be responsible for the Foundation's operations.

Specifically he/she will:

- manage the Foundation from an organizational and administrative point of view, promoting individual initiatives and arranging for any means and equipment required for their full implementation;
- prepare the preliminary balance sheet and the financial reports to submit to the Board of Directors for approval
- manage personnel
- enforce, under his/her scope of competence, the resolutions passed by the Board of Directors as well as the President deeds.

The Managing Director may take part, although without voting rights, in the meetings of the Board of Directors.

If a Managing Director is not appointed, his/her duties will be taken over by the President, who may also decide to delegate them, partly or fully, to other members of the Board of Directors, defining any relevant proxy limitations in pursuance of the applicable law.

Article 21 Scientific Committee

The Scientific Committee is appointed by the Founder's Assembly within 6 months of the constitution of the Foundation as its main reference body from a cultural and scientific point of view. It consists of a variable number of members, selected amongst individuals, legal entities and qualified Italian or foreign bodies or institutions internationally recognised for their remarkable know-how and expertise in a number of professional disciplines in which the Foundation is involved.

The Scientific Committee carries out, along with the Founders' Assembly, the Board of Directors and the Foundation's Managing Director, a consultancy, update and monitoring function with regard to the three-year Guidelines for the Foundation's activities, the yearly initiatives schedule and any other matter for which the Board of Directors requests the committee's view in order to define the cultural aspects of any given events of a certain importance. As regards the three-year Guidelines, the scientific Committee's opinion is compulsory.

The Scientific Committee also carries out a control and supervisory function to ensure full compliance with the statutory purposes, the Charter of Values and the Guidelines, notifying the Board of Directors of any critical issues detected and taking every necessary step to fulfil such purpose.

The members of the Scientific Committee stay in office for a period of 5 years, can be re-elected and do not receive any remuneration for their activity. The Scientific Committee defines the rules and regulations to discipline its own activity.

Article 22 Financial year and duration of Business year

The financial year will close on 31st December each year.

The financial year starts each year on the 1st January and ends on 31st December. Within such term, the Board of Directors will approve the preliminary balance sheet for the following year and, by 30th April, the financial report for the previous one. If deemed necessary, the approval of the financial report may be postponed up until 30th June. A copy of the annual report along with the minutes of the board meeting in which such report was approved, shall be filed as prescribed by law.

The preliminary balance sheet and the annual report are intended to provide a clear representation of the economic, financial and balance sheet situation of the Foundation. The Annual report provides an accurate indication of the organization's accounts, kept in pursuance of article 20(ii) of Pres. Decree no. 600 of 29th September 1973.

The reports accompanying the different balance sheets must also show any provisions and investments made in the period, particularly in relation to the safeguard of the economic integrity of the Foundation's assets.

The organs of the Foundation, within their own areas of competence, may enter into agreements and undertake obligations but only within the provisions allocated by the approved balance sheet.

Any expense commitment or obligation, directly undertaken by the legal representative of the Foundation or by members of the Board of Directors who possess a proxy, that exceed the approved allocation limits, shall be ratified by the Board of Directors.

Any surplus income from the year shall be used first to offset any losses from previous periods and subsequently, for the enhancement of the foundation's activities or to purchase any benefits in kind in order to improve and strengthen its activity.

It is strictly forbidden to allocate, either directly or indirectly, any profit or surplus income, any endowments or other funds or provisions throughout the existence of the Foundation.

Article 23 Supervisory Body

The Board of Statutory Auditors acts as Supervisory Body.

It includes a total of 5 members, three permanent and two alternate, appointed by the Founders' Assembly amongst those enrolled in the Register of Chartered Accountants and Auditors. Permanent auditors are responsible for electing the President of the Board of Statutory Auditors.

Auditors may take part in the Board of Directors' meetings but without right of vote.

They stay in office for three years and are re-electable.

Article 24 Founders' Assembly

The Founders' Assembly includes promoting founders, honorary founders and participating founders.

The Founders' Assembly is chaired by the President of the Foundation and is convened by the same at least once a year, or anytime it is deemed necessary or at the request of at least half of the founder members via written notice to be sent to each individual partner at least 8 days prior to the expected meeting date. Such notice shall be sent using means that can give a clear proof of receipt such as registered post with advice of receipt, fax or email. The Convocation notice shall include the meeting's items of the agenda, its location and time.

The Founders' meetings can also be held by teleconference or videoconference as long as all attendees can be properly identified and are able to follow the meeting and intervene, in real time, in the discussion of the items on the agenda. Having met such requirements, the Assembly will be intended as held in the location where the President and the secretary, for minute taking purposes, are present.

The Founders' Assembly, by an absolute majority, will:

- a) appoint its own members within the Board of Directors
- b) appoint the Board of Statutory Auditors
- c) execute changes to the Bylaws, except for those reserved to the Governmental Authority
- d) execute changes to the "Charter of Values"
- e) approve the three-year guidelines in connection with the activities of the Foundation
- f) appoint the Technical-Scientific Committee
- g) define, on a yearly basis, the ceiling for the compensation to directors
- h) resolve, within the confines of the law and with the favourable vote of the majority of the members (two-thirds), on the proposal to the Governmental authority to dissolve the Body and to assign its assets pursuant to these bylaws; the resolution for the dissolution of the Body, where not mandatory by law, may be passed only with the favourable vote of the representative of the Municipality of Reggio Emilia.

The Founders' Assembly may also provide advisory opinions or proposals with regard to the activities, programs and objectives of the Foundations, be they already defined or to be defined.

Article 25 Participating Members' Assembly

It includes Participating members and Rightful participating members.

The Participating Members' Assembly is chaired by the President of the Foundation and is convened by the same at least once a year, or any time he/she deems it necessary or at the request of at least one third of the Participating Members, via written communication to be sent at least 8 days prior to the expected meeting date or through the publication of the communication on the web site of the Foundation. The Convocation notice shall include the meeting's items of the agenda, its location and time.

The Participating members' Assembly appoints its own member within the Board of Directors.

It is convened in its first convocation with a quorum consisting of half of the participating Members, either in person or by proxy, while in its second convocation just with anybody present at the time, either in person or by proxy. In both cases, resolutions are passed by absolute majority of those present. The Assembly may formulate advisory opinions and proposals with regard to the activities, programs and objectives of the Foundation, either already defined or to be defined.

Article 26 Dissolution

In the event of dissolution of the Foundation for whichever reason, all relevant assets will be transferred, subject to resolution by the Founders' Meeting, to other non-profit organizations pursuing institutional purposes similar to those pursued by the Foundation or operating for public utility purposes, without prejudice to the right of the Municipality of Reggio Emilia to regain possession of any of its leased assets, in whichever capacity. In any case, different allocations of any residual assets will be allowed, if so prescribed by law.

The Foundation, having consulted the Founders and subject to the approval by the Competent Authority (Prefecture), may decide to merge, also through dissolution, into other organizations sharing its same aims and purposes, in order to fulfil its institutional purposes more effectively.

The Foundation will dissolve when one of the following events occurs:

- if decided by the Founders' Assembly

- the statutory purpose of the foundations has been fulfilled;
- the foundation's ultimate aim cannot be achieved;

Article 27 Liquidation

In the event of dissolution of the Foundation, the Board of Directors, by a majority of two thirds, will appoint one or more liquidators, defining their relevant powers.

Article 28 Supervisory function

The Competent Authority shall supervise the activities of the Foundation pursuant to article 25 of the Italian Civil Code.

Article 29 Arbitration clause

Any disputes between the members of the Foundation or between the members and the Foundation itself, any of its organs or any members thereof, in connection with the participation in the foundation, the foundation itself or these Bylaws, including those relating to its interpretation, execution and validity, shall be forwarded to an arbitration commission composed by three arbitrators all appointed by the President of the Court of Law of Reggio Emilia. The arbitrators shall act according to standard procedures and principles of equity and impartiality, producing their award within 240 days of the acceptance of the assignment.

The seat of the arbitration will be in Reggio Emilia and the Language of the arbitration will be Italian.

Article 30 Effects of these Bylaws

For anything else not expressly stated in these bylaws, reference shall be made to the provisions of the Italian Civil Code and the applicable legislation on the subject of Foundations.

Article 31 Charter of Values, Regulations, Guidelines

The Charter of Values represents the reference framework, from an ethical and intent point of view, for the definition of the Foundation's Plans of action and development programs and is approved concomitantly with these Bylaws.

The Foundation's Regulation is approved by the Board of Directors within 18 month of its constitution.

The three-year Guidelines represent the reference document for the drawing up of the institutional activities, identifying primary objectives, strategies and action tools for the period. The first three-year guidelines for the Foundation's activities are approved under the same terms used for the approval of the final balance sheet.

Article 32 Transitional provision

Upon resolution for the transformation into Foundation, the International Association "Friends of Reggio Children", will instruct its own administrative body to appoint a member within the Board of Directors which, under statutory provisions, should be within the Participants' Assembly's remit. The other members of the Board of Directors, on first appointment and on a temporary basis, will be selected directly by the Founders: two by the Mayor of Reggio Emilia, two by the Founders of the International network and one by the other Founders. These will be able to immediately and validly carry out their functions and will stay in office until the approval of the first balance sheet.