

## **STATUTE OF THE FOUNDATION**

### **“FONDAZIONE PER LA PROMOZIONE UMANA E LA SALUTE – PRO.SA ONLUS”**

#### **Art.1 – Denomination and location**

On the initiative of the Camillian Order-Lombardo Veneta Provincie, a corporation civilly recognized as a legal person of private right in accordance with the R.D. n°682 of May 22, 1932, recorded on the Legal Person Registry of Milano Court n°404-15-418 bis, it is hereby established, with an unlimited term, the Foundation “Fondazione per la Promozione umana e la Salute – PROSA – Onlus” (located in Milano, Via Lepetit 4), in accordance with art.14 of Civil Code, D.Lgs. 460/97 / law n° 49/1987.

#### **Art.2 – Purposes**

The Foundation mainly focuses its purposes of social solidarity on health, educational and welfare programs in favor of Developing Countries populations. The Foundation will perform cooperation activities for the Third World populations development through the management and the realization of projects and allotments of human aid. It is forbidden for the Foundation to carry out activities other than those indicated above.

#### **Art.3 – Objects**

In the accomplishment of a human community established on the fraternity and equality, with respect of the ethical, non-profit and cultural principles of pluralism, of peace and cooperation between different populations, of justice and solidarity, in order to pursue the statutory aims, the Foundation:

- Promotes and supports initiatives in favor of Developing Countries populations.
- Allocates funds in favor of Developing Countries communities.
- Funds short and middle term health, educational and welfare programs.
- Supports regional vocational training initiatives for citizens in the Developing Countries.

- Subscribes agreements with public and private corporations for the provision of health, educational and welfare services (i.e. care, hospitalization, surgeries, medical assistance).
- Manages health, educational and welfare initiatives.
- Selects and trains volunteers, including Civil Service volunteers, for international development cooperation activities.
- Fosters volunteer efforts to support international development.

#### **Art.4 – Bodies of Foundation**

- Board of Directors
- Board of Auditors

#### **Art.5 – Board of Directors**

The Board of Directors is made up of 5 (five) members appointed by the promoter or, in case of its impediment, by the Order of the Ministers of the Sick, and in case of further impediment, by the one nominated by the aforementioned Order.

The members of the Board of Directors remain in office for three operational years and may be confirmed or removed in according to the appointment formality.

If, for any reason (resignation, death, annulment of the appointment or permanent impediment), one of the Councillors retires from office in the course of the three-year period, he will be replaced by the one who appointed him. The new Councillor will remain in charge until the end of the operation time of the Board of Directors. If most of the Councillors retire from office, in the course of the three-year period, the Board of Directors will automatically decay and shall be completely renewed and remain in charge up to its substitution.

The Board of Directors is given the widest power for the ordinary and extraordinary management of the Foundation - with the authority (in compliance with current laws) to empower the President or the Vice-President.

The budget of each fiscal year must be approved by the Board of Directors within November 30<sup>th</sup> for the following year, while the final balance within April 30<sup>th</sup>.

The Boards of Directors meets at the headquarters of the Foundation or everywhere else in Italy, whenever the President deems it necessary, i.e. it is requested by the Board of Auditors or one of the councillors that is, the governmental authority.

The convocation of the Council containing the agenda shall be made with registered letter sent to the directors and the members of the Board of Auditors five days before the gathering and in case of emergency, can be done via telegram, fax or e-mail to be sent, at least two days ahead, to the address previously communicated to the Foundation. The resolutions of the Council, though not convened as above, are also valid when all the directors and the members of the Board of Auditors are present and no one of them objects to the consideration of the agenda. For the validity of the resolutions of the Board, the presence of a majority of its members is required. The resolutions are approved by an absolute majority of votes of those present. The Board of Directors, with the favourable vote of 3/4 (three quarters) of its members, can introduce changes into this Statute in conformity with the statutory aims. The offices of the members of the Board of Directors are unpaid, except for the refund of expenses.

#### **Art.6 – The President**

The Board of Directors appoints its President and Vice-President among its members. The President, in case of absence or impediment, can be replaced by the Vice-President. The President officially represents the “Fondazione per la promozione umana e la salute – PRO.SA Onlus” before any third parties and in trial. He convenes and presides over the Board of Directors.

#### **Art.7 - The Director**

The Board of Directors, with the favourable vote of two third of those present, can elect a Director. The Director is not a member of the Board and must be selected among expert managers. The Director remains in office for three years and can be reappointed for an equal period of time.

The Director has the following tasks:

- Carrying out the resolutions by the Board of Directors
- Compiling the budget and the final balance of the fiscal year
- Supervising the organization and management of the employed personnel of the Foundation
- Managing the ordinary activities of the Foundation according to the Board of Directors general directives, in accordance with the budget estimates drawn up by the Board itself and possibly updated periodically
- Arranging and subscribing of conventions, contracts and agreements with third parties, after (general or special) delegation of the Board of Directors
- Supervising the management of bookkeeping and social books.

The Board of Directors will determine any other tasks of the Director. In case of absence or impediment of the Director, his functions shall be assumed by a Councillor delegated for this purpose.

#### **Art.8 – The Board of Auditors**

The Board of Auditors is composed of five members, three effective Auditors and two substitutes appointed by the promoter.

The Auditors shall be listed on the Register of Auditors / 39/2010 D.L. and subsequent amendments and additions.

The Auditors internally appoint the President.

The Auditors are in charge for three financial years and are replaced in compliance with the law.

The Board of Auditors performs its functions in order to verify the regular bookkeeping; draws up a report on the annual accounts, supervises the effective allocation of the Foundation's resources to the statutory purposes; carries out inspections and checks at any time, even individually.

The Auditors shall be invited by the President to attend the meetings of the Board of Directors.

#### **Art.9 – Patrimony and Income**

The patrimony of the Foundation is composed as follows:

- a) An unavailable endowment fund of 300.000,00 € (three thousand).
- b) Any other real estate and movable estate that will be donated to the Foundation.

The income of the Foundation will be:

- a) Net interests and patrimonial annuities
- b) Annual contributions from the Founder and from private and public corporations
- c) Any other income destined to the implementation of the statutory non-profit aims.

#### **Art.10 – Balance and Administration Surplus**

The Foundation budget must be regular to the legal publicity and easy to understand for everybody. In these terms the budget must be supported by the accounting records.

The Foundation balance must be drawn up according to the financial-patrimonial rules and in compliance with the current law.

The balance will include a separate report on the benefits administration. The possible administration surplus shall be intended to increase the endowment fund not for less of its 50%, and to the achievement of institutional purposes.

Any different designation of the surplus funds and of the net operating incomes is forbidden.

#### **Art.11 – Dissolution**

For any reason, in case the Foundation extinguishes, the net patrimony must be given to other institutions with similar statutory aims according to the supervisory body (art.3/190, law n° 662 12/23/1996), except for provisions of the law or of the Governmental Authority.

#### **Art.12 – Deferment**

As for what not expressly stated in this statute, current law dispositions established by the Italian Civil Code for registered foundations are valid.