

**STATUTE OF**

**Association 'Cooperation for the Developing World - C.O.M.I. - ETS'.**

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**Art. 1 - Constitution, name, seat.**

The association called "Cooperation for the Developing World - C.O.M.I.", founded by the Secular Institute of the Oblate Missionary Cooperators of the Immaculate Conception (COMI), hereinafter referred to as the "association", is established in Rome

Formed in 1973 as an association, it obtained in 1974 the eligibility of the Ministry of Foreign Affairs as an NGO by Decree No. 102 of 21/03/1974, adjusted subsequently, pursuant to Law 49/1987, maintaining this eligibility in 2016 pursuant to Law 125/2014 by Decree No. 2016/337/000170/6 of 08/04/2016 and will therefore be registered in the Single Register of Third Sector Entities as provided for by Article 89, paragraph 9 of Law 117/2017.

C.O.M.I. is also enrolled in the ONLUS registry held at the DR Lazio following the provisions of Art. 32, paragraph 7 of Law no. 125 of 11 August 2014 with protocol no. 0028220 and communication of 21/04/2015.

The Association has its registered office in Rome and its transfer does not entail a change in the articles of association if it takes place within the same municipality.

The Association may establish branch offices that contribute to the life of the Association by special resolution of the Assembly - upon proposal of the Board of Directors - which determines their administrative and organisational autonomy.

The Association complies with Legislative Decree No. 117 of 3 July 2017, as supplemented and amended, hereinafter referred to as the 'Third Sector Code' (CTS), within the framework of Third Sector Entities (ETS).

Once registration in the RUNTS (Registro Unico Nazionale del Terzo Settore, Article 4, Paragraph 1 of the CTS) has been completed, the association will be defined with the acronym ETS (Ente del Terzo Settore). The acronym ETS shall be included in the company name and shall be usable in relations with third parties, in deeds, correspondence and communications with the public.

This clause takes effect only subsequently and as a result of the registration with RUNTS, automatically supplementing the name of the entity.

**Art. 2 - Aims and Purposes.**

## The Association

- 1) non-profit;
- 2) may not have any relationship of dependence on profit-making entities, nor any connection in any way with the interests of public or private, Italian or foreign, profit-making entities.
- 3) is established for the pursuit of civic, solidarity and socially useful purposes and in particular to foster the cultural, moral and social development of populations in Third World countries, within and outside the framework of the International Cooperation Act, through initiatives that promote human liberation and integral development;
- 4) is of Christian inspiration and bases its action and testimony on Gospel values;
- 5) is in the line of sharing, with particular reference to the world's poor countries;
- 6) intends to cooperate for an integral development of man and society under the banner of social justice and solidarity between peoples;
- 7) is committed to discovering, enhancing and developing the values present in the populations with which it works;
- 8) maintains privileged relations with the institutions of the Catholic Church;
- 9) is expressed through projects that correspond to a concrete and valid solidarity presence in poor countries and that in Italy stimulate an involvement of our society for a change of mentality and structures that create dependency and enslavement.

### **Art. 3 - Activities.**

- 1) For the realisation of the aims and purposes set out in Art. 2, and with the intention of acting for the benefit of the whole community, the association carries out the following activities of general interest, referred to below with the corresponding letters of Art. 5(1) of the CTS
  - i) organisation and management of cultural, artistic or recreational activities of social interest, promotion and dissemination of culture, voluntary work and awareness-raising activities for active, national and global citizenship;
  - (n) development cooperation;
  - (o) education and information activities carried out within or for the benefit of fair trade chains in a disadvantaged economic area;
  - r) humanitarian reception and social integration of migrants;
  - u) charity, long-distance support, free transfer of food or products or provision of services in support of disadvantaged persons;
  - (v) promotion of the culture of legality, peace among peoples and non-violence;
  - w) promotion and protection of human, civil, social and political rights; promotion of equal opportunities and mutual aid initiatives, including time banks and solidarity purchasing groups.

For the realisation of the above-mentioned activities of general interest, the Association may, by way of example but not limited to:

- organise the training of workers who, inspired by the ideals of charity and evangelical sharing, commit themselves to work as volunteers in developing countries to cooperate in their social and economic growth;
  - develop the professional training in developing countries of local actors to facilitate their direct and progressive assumption of responsibility for genuine development in all sectors of social and economic life;
  - Promote short and long-term volunteering: work camps, universal civil service, civil peace corps, European solidarity corps, international youth exchanges;
- 2) The Board of the Association may subsequently identify different, instrumental and secondary activities to those of general interest, pursuant to Art. 6 of the CTE.
  - 3) The activities referred to in subsection 1 are carried out by the association predominantly for the benefit of third parties, also through the services provided by its members personally, spontaneously and free of charge.
  - 4) Fundraising activities pursuant to Art. 7 of the CTS

#### **Art. 4 - Volunteering.**

- 1) The activity of the volunteer may not be remunerated in any way, not even by any direct beneficiaries. The volunteer may only be reimbursed by the Association for out-of-pocket expenses, actually incurred, for the activity performed, duly documented within the limits and under the conditions established in advance by the Board of Directors. Expenses incurred by the volunteer may also be reimbursed against a self-certification made pursuant to Presidential Decree 445/2000, in accordance with Article 17, paragraph 4 of the CTS. Any form of economic relationship with the Association, whether from employment or self-employment, is incompatible with the status of volunteer.
- 2) Volunteers employed abroad in international development cooperation activities, volunteers in universal civil service and in the **Civil Peace Corps** are not subject to the provisions of paragraph 1 above, **but to the modalities indicated in Article 28, paragraph 2 of Law 125/2014**
- 3) The Association is obliged to insure its volunteers in accordance with Art. 18 of the CTE.
- 4) The association may employ employees or make use of self-employment only to the extent necessary to ensure its regular functioning or to specialise its activities.

#### **Article 5 - Assets and economic resources**

- 1) The Association's assets consist of:
  - a) movable and immovable property that is or will become the property of the Association;
  - b) membership fees

c) ordinary and extraordinary contributions or from any other oblation, bequest, grant or public or private contribution received by the Association;

c) any reserve funds established from budget surpluses.

These assets, including any revenues, income, revenue however denominated, are used for the performance of the statutory activity for the exclusive pursuit of civic, solidarity and socially useful purposes. For the purposes set forth in paragraph 1, with reference to Article 8, paragraphs 2-3 of the CTS, the distribution, even indirectly, of profits and operating surpluses, funds and reserves however denominated to founders, associates, workers and collaborators, directors and other members of the corporate bodies is prohibited, even in the case of withdrawal or any other hypothesis of individual dissolution of the association relationship.

- 2) The Association derives the economic resources for its functioning and the performance of its activities from:
  - a) membership fees and contributions of members;
  - (b) public and private contributions;
  - (c) donations and testamentary legacies;
  - (d) property income;
  - (e) 'other' activities referred to in Article 6 of the CTS;
  - f) fundraising activities pursuant to Article 7 of the CTS;
  
- 3) The Association's financial year begins and ends on 1 January and 31 December of each year, respectively. At the end of each financial year, the Board of Directors draws up the balance sheet and submits it for approval to the Members' Assembly, which, for this purpose, must be convened by 30 April of each year, while the deposit shall be made within the terms established by Art. 48, Section 3 of the CTS. The annual balance sheet consists of the balance sheet and the management statement showing the Association's income and expenses, and the mission statement.  
The balance sheet is deposited at the headquarters of the Association and may be inspected by the members.
  
- 4) Any operating surplus must be reinvested in favour of statutory institutional activities for the exclusive pursuit of civic, solidarity and socially useful purposes.
- 5) It is forbidden to divide, even indirectly, any profits and operating surpluses, funds and reserves, to founders, associates, workers and collaborators, directors and other members of the corporate bodies, even in the event of withdrawal or any other case of individual dissolution of the association relationship.

#### **Art. 6 - Members.**

- 1) Membership of the association is open to all natural persons, third sector organisations and other non-profit organisations, who share its aims and objectives and are voluntarily committed to their implementation.
- 2) The number of members is unlimited.
- 3) Membership of the Association is for an indefinite period of time, subject to the right of withdrawal under Art. 8(3)(b).
- 4) Signing the application for membership implies unconditional acceptance of the Association's statutory provisions.

## **Article 7 - Rights and Duties of Members**

1) All members enjoy the same rights and duties of participation in the life of the Association and its activities. In particular:

(a) Members are entitled:

- to participate in all activities promoted by the Association, receiving information about them and having the right to verify them, within the limits established by current legislation, these Articles of Association and any regulations of the Association;
- to elect corporate bodies and to be elected to them;
- to vote on the approval of resolutions of the association bodies, any new regulations and amendments to the Statute;

to inspect the association's books, without taking a copy, at the Association's Head Office upon motivated written request to the Board of Directors, which will determine the available date at its first meeting.

(b) partners are obliged:

- compliance with the Articles of Association, internal regulations and resolutions passed by the corporate bodies;
- payment, within four months of the end of the financial year, of the membership fee, which is non-transferable and non-assessable and, under no circumstances, can be returned.

(c) members commit themselves:

- to take care of personal training and refresher courses in order to be able to
  - grasp the different issues related to the situations in developing countries;
  - competently contribute to genuine public awareness;
  - establish a good liaison with volunteer project workers;
- to make available to the Association, in a spirit of service, according to their own strengths and abilities, whatever is necessary for the vitality of the Association

## **Art. 8 - Criteria for admission and exclusion.**

- 1) The admission of a new member is regulated on the basis of non-discriminatory criteria, consistent with the aims pursued and the general activity carried out; it is decided by the Board of Directors upon the application of the interested party. The resolution is communicated to the new member and, in the case of admission, recorded in the members' book, after the member has paid the annual fee established by the Assembly.

Any rejection of an application for admission, which must be justified and communicated by the Board of Directors to the person concerned within 60 days, may be appealed to the Members' Assembly within 60 days of receipt of the rejection notice. The Assembly shall make its decision at the next convocation (Art. 23, para. 3 of the CTS).

- 2) Membership is intransmissible
- 3) Membership is lost by:
  - a) death;
  - b) withdrawal, which must be communicated in writing to the Executive Board and takes effect with the end of the current year;
  - c) exclusion, resulting from non-compliance with the provisions of the Articles of Association, internal regulations and resolutions passed by the corporate bodies;
  - d) forfeiture due to non-payment of the annual fee, after the time limit has elapsed following a reminder to comply.
- 4) The exclusion or disqualification of members is decided by the Board of Directors; against this decision, the member may appeal to the Assembly, which shall decide at the next convocation. In any case, before proceeding to the exclusion of a member, he must be contested in writing, the charges brought against him, allowing him the right to reply.
- 5) The loss of membership shall entail the automatic forfeiture of any office held either within the Association or outside by designation or proxy.
- 6) In all cases of dissolution of the membership relationship, limited to an individual member, the latter or his heirs shall not be entitled to reimbursement of the annually paid dues, nor shall they have any right to the Association's assets.

#### **Art. 9 - Bodies of the Association**

- 1) They are organs of the Association:
  - the Members' Assembly;
  - the Executive Board;
  - the President
  - the Control Body (if the conditions set out in Art. 30 of the CTS are met, which stipulates that it is compulsory)

#### **Art. 10 - Members' Assembly**

- 1) The Assembly is composed of all members, it is the sovereign body of the Association and regulates its activities.

- 2) The Assembly is chaired by the President of the Association, or by another member specifically elected at the Assembly. He ascertains the identity and legitimacy of those present, regulates the proceedings of the Assembly, and validates the results of voting. If necessary, the Assembly may elect a secretary.
- 3) The Assembly shall be convened by the President or his deputy at least once a year; it shall also be convened when the Board of Directors deems it necessary or when at least one third of the members entitled to vote make a justified request.
- 4) The convocation shall be sent in writing, by registered letter with advice of receipt, or also in telematic form, 15 days prior to the meeting and must contain the place, date, time of the first and second convocation and the agenda. The second must take place on a different date from the first.
- 5) In the absence of formal convocation or failure to give notice, meetings at which all members attend in person or by proxy are equally valid.
- 6) All members entered in the register of members, who have paid their annual membership fee, and who have not had or are not undergoing any disciplinary measures, are entitled to attend the Assembly.
- 7) Each shareholder has a single vote and may be represented by another shareholder, by granting the same shareholder a written proxy also at the foot of the notice of call. No member may represent more than 3 members. Each member association may be represented at the Assembly, with voting rights, by two members
- 8) Shareholders may attend the Shareholders' Meeting and express their vote also by means of telecommunications provided that their identity can be verified.
- 9) Resolutions passed by the Assembly are binding on all members, including absent or dissenting ones. The debates and resolutions of the Assembly are recorded in minutes drawn up by a specially elected secretary and signed by him and the President.
- 10) The Assembly may be ordinary or extraordinary. Extraordinary is the Assembly for the amendment of the Statute and for the dissolution and devolution of the Association's residual assets. It is ordinary in all other cases.

#### **Art. 11 - Ordinary General Meeting of Members**

- 1) The Ordinary General Assembly must be convened for the approval of the balance sheet within four months after the end of the financial year (Art. 5 para. 3) and in the manner provided for in Art. 10 para. 4.
- 2) The Ordinary Shareholders' Meeting shall be valid, at first call, if the majority of those registered in the shareholders' register and entitled to vote are present; at second call, whatever the number of shareholders attending or represented. In resolutions approving the financial statements and in those concerning their responsibility, directors do not vote.
- 3) The resolutions of the Assembly are valid when they are approved by the majority of the members present or represented.
- 4) The Ordinary Assembly:
  - approves the budget and the mission report (Art. 13 of the CTS);
  - discusses and approves activity programmes;
  - elects, from among the members, the members of the Executive Board after approving their number and, if necessary, revokes them;

- decides on the replacement of resigning, lapsed or deceased Board members from the list of non-elected Board members or, failing that, appointed by the Board of Directors
  - appoints and, if necessary, revokes the control body;
  - entrusts the statutory audit of the accounts, establishing the remuneration, if any, in the case of persons external to the Association;
  - deliberates on the liability of members of corporate bodies and brings liability actions against them (Art. 2476 of the Civil Code);
  - approves any rules for the proceedings of the assembly, any internal regulations and their variations;
    - deliberates on appeals lodged following the rejection of applications for membership, and on appeals relating to cases of exclusion and disqualification;
  - deliberates on the annual membership fee;
  - decides on the establishment of branch offices or local groups;
  - deliberates on other items submitted to it for examination, by the Executive Board or, by virtue of its competence, by the Memorandum of Association, the Articles of Association or assigned by the Law;
  - delegates the Executive Board to carry out all actions necessary to realise the objectives defined by the Association;
  - **provides within 60 days, through elections, for the renewal of the Executive Board if there are resignations and/or exclusions and/or lapses of more than half of the members;**
- 5) The resolutions of the General Assembly must be made known to the members and entered in the minute book of the General Assembly meetings, which is kept by the President of the Board of Directors.

#### **Art. 12 - Extraordinary General Meeting of Members**

- 1) Extraordinary Shareholders' Meetings are convened in the manner provided for in Article 10, Section 4, and are validly constituted in first call with the presence of at least three/fourths of the members, in second call whatever the number of members present;
- 2) The Extraordinary Shareholders' Meeting, with the favourable vote of at least three/fourths of the members present:
  - deliberates on amendments to the Statutes (Art. 25 of the CTS), in the manner provided for in the same article in paragraphs 2-3 and permitted by Civil Code Art. 21 paragraph 2;
  - deliberates the dissolution of the Association and the devolution of the remaining assets, according to Article 17, paragraphs 1 and 2.



### **Art. 13 - Executive Board**

- 1) The Board of Directors consists of a minimum of 3 and a maximum of 7 directors elected from among the members by the Assembly and hold office for 3 years; they may be re-elected;
- 2) The Assembly proceeding with the election of the Board shall first determine the number of its members, which in any case may not exceed seven;
- 3) In the event of the death, resignation or exclusion of Board members before the expiry of the term of office, the Board shall replace them using the list of non-elected members; the replacement shall be ratified by the next ordinary Assembly and shall last until the expiry of the Board's term of office. Should the list of non-elected members be lacking or exhausted, or should they be unavailable, the Board of Directors shall designate a replacement with the obligation to submit the appointment for ratification at the first Assembly,
- 4) In the event of the resignation, exclusion or disqualification of more than half of the members of the Council, the Assembly shall, by means of an election, renew the entire body within a maximum period of 60 days.
- 5) All Association offices are held free of charge. Board members may be reimbursed for expenses actually incurred and accounted for, in connection with the performance of duties and activities on behalf of the Association, up to the maximum amount set by the Assembly.
- 6) The Executive Board, at its first meeting, elects from among its members, by an absolute majority of votes, the President, the Vice-President, the Treasurer and the Secretary. The latter may be chosen from among persons who are not members of the Board. The function of the secretary taking the minutes may be performed by one of those present at the meeting.
- 7) The Executive Board is chaired by the President or, in his absence, by the Vice-President or, in the absence of the latter, by a member elected for this purpose by the Board.
- 8) The Executive Board is convened by the President as often as there are matters to be deliberated on, or when requested by at least 1/3 of the members; in the latter case, the meeting must take place within 20 days of the request.
- 9) The convocation must be sent in writing, also in telematic form, 5 days in advance and must contain the place, date and time of the meeting and the agenda; in the absence of formal convocation or failure to observe the terms of notice, meetings attended by all members of the Board are equally valid.
- 10) The effective presence of the majority of the Board members is required for resolutions to be valid. Resolutions are valid with the vote of the majority of those present; in the event of a tie, the resolution is deemed not to have been passed.
- 11) Board members who, without a justified reason, do not attend three consecutive meetings of the Executive Board shall be deemed to have forfeited their office.
- 12) At its meetings, the Executive Board convenes the Control Board (Art. 15) and, if necessary, external experts or representatives of any internal committees, without voting rights.
- 13) The minutes of the meetings of the Council, drawn up by the secretary (para. 6) and signed by him and by the person who chaired the meeting, are kept on file.
- 14) The Board of Directors is responsible to the Assembly for the operational management, implements its mandates and decisions, and is vested with the broadest powers for the

ordinary and extraordinary management of the Association, with the exception of those powers that the law and the Articles of Association attribute to the Assembly.

In particular, it carries out the following activities:

- implements all resolutions of the Assembly;
- draws up and submits to the Assembly the budget, the mission report pursuant to Art. 13 of the CTS and the Social Report, where applicable (Art. 14 of the CTS);
- deliberates on applications for new memberships;
- deliberates on the exclusion **and disqualification of members** (Art. 8 para. 4)
- submits changes to the amount of annual membership fees to the Assembly for approval;
- ratifies, at the first subsequent meeting, measures within the competence of the Council, adopted by the President, for reasons of necessity and urgency;
- determines the **expenditure limits and approves the maximum reimbursements for those performing voluntary work**. These expenses must be properly documented, in the manner provided for in Article 4 paragraph 1;
- **proposes** the establishment of branch offices or local groups;
- has the power to set up committees, consisting of members or experts, including non-members, for the definition and concrete implementation of specific programmes or projects;
- has the right to hire staff strictly necessary for the continuity of operations and, in any case, within the limits allowed by the availability in the budget.

15) The Treasurer is responsible for the collection of revenue and the payment of expenses of the ETS and, in general, for any act containing an increase or decrease of the Association's assets; he is in charge of keeping the cash book and all documents that specifically concern the service entrusted to him by the Board of Directors.

#### **Art. 14 - President.**

- 1) The Chairperson is elected by the Governing Board from among its members, by an absolute majority of its members; he/she may be chosen on the basis of the requirements set out in the codes of conduct drawn up by networks of third sector organisations; Article 2382 of the Civil Code applies in any case. In the event of absence or impediment, the President is replaced by the Vice-President or another figure (Art. 13 paragraph 7).
- 2) The President is the legal representative of the Association before third parties, in court and in the performance of all acts binding the Association externally; as far as internal organisation is concerned, he has the following duties:
  - supervises all activities of the Association;
  - convenes and presides over the Shareholders' Meeting;

- It convenes and chairs the Executive Board, whose actions it guarantees to the Assembly;
- ensures the implementation of the resolutions of the Executive Board;
- files applications in favour of the Association and collects the sums disbursed in favour of the Association by the Public Administration, Bodies and private persons, with the power to issue a discharge;
- is entitled to open bank accounts on behalf of the Association;
- has the possibility to delegate its representative function, for particular situations, to members of the association
  - in the event of necessity and urgency, takes the measures, which fall within the competence of the Executive Board, and submits them for ratification at the first subsequent meeting, which he must convene within 30 days.

In the event of the death, resignation, exclusion or forfeiture of the President, the Board of Directors shall fall from office after convening the Members' Assembly within 30 days to elect a new Board of Directors that will appoint the President.

#### **Article 15 - Control Body**

The Assembly appoints, if the conditions provided for in Article 30 of the CTS are fulfilled, a Control Body, collegial or also monocratic, of which at least one member must be enrolled in the professional registers referred to in Legislative Decree 139/2005; Articles 2397 and 2399 of the Civil Code apply to these subjects. The auditing body may also be composed of internal members of the Association as well as external members.

It has the following tasks:

- supervise compliance with the law, the Articles of Association and respect for the principles of proper administration;
- supervise the adequacy of the organisational, administrative and accounting structure and its actual functioning;
- exercising monitoring tasks of compliance with civic, solidaristic and socially useful purposes with particular regard to the provisions of arts. 5,6,7,8 of the CTS;
- to certify, with the explanatory notes, that the social report has been prepared in accordance with the guidelines set out in Article 14 of the CTS;
- to be able to proceed at any time, even individually, with acts of inspection and control, and to this end, to be able to ask the directors for information on the progress of the company's operations or on specific business (activities, initiatives, non-profit projects);
- draw up minutes for each meeting, in which its control activities over the Association must be recorded and in which the reports on the budgets are reported.

## **Article 16 - Statutory Audit**

If the limits set forth in Art. 31 of the CTS are exceeded, the Governing Board may appoint a statutory auditor or a statutory auditing company or alternatively, pursuant to Art. 30. para. 6 of the CTS, it may assign the supervisory body, collective or monocratic, to perform the statutory audit provided that all its members are enrolled in the special register of statutory auditors, established at the Ministry of Economy and Finance;

In the event that the Control Body, entrusted with the statutory audit of the accounts, is a Board of Auditors, the same is composed of three regular members and two alternates. The Chairman of the Board is elected from among its full members.

The Supervisory Board entrusted with the statutory auditing of the accounts shall hold office for three years and may be reappointed until revocation by the Assembly, coinciding with the expiry of the three-year term of office. Its members or the monocratic member will only be remunerated if external to the Association.

## **Article 17 - Duration and Dissolution.**

The Association will last, unless extended, until 31 December 2050 (two thousand and fifty).

- 1) The dissolution of the Association may be decided by the Extraordinary Assembly with the favourable vote of at least three/fourths of the members entitled to vote. In the event of dissolution, the Assembly appoints one or more liquidators and determines the manner of liquidation of the Association's assets and its devolution.
- 2) In the event of the dissolution, termination or extinction of the Association, the residual patrimony shall be devolved to another Organisation of the Third Sector defined by the Extraordinary Assembly, which has similar purposes to those of the Association itself, subject to the positive opinion of the competent office pertaining to the Single National Register of the Third Sector (pursuant to Article 45, paragraph 1 of the CTS) and unless otherwise required by law, to other Organisations of the Third Sector or, failing that, to the Fondazione Italia Sociale. The request for the aforesaid opinion to the aforesaid office shall be forwarded, by the Association, by registered mail with return receipt or according to the provisions set forth by the Legislative Decree 82/2005; within 30 days from the date of receipt the office shall render its opinion, after which it shall be considered positive. Deeds of devolution of residual assets performed in the absence of, or contrary to, the opinion shall be null and void.

## **Art. 18 - Transitory and final rules.**

For all that is not expressly contemplated in these Articles of Association, the provisions of the Civil Code, the CTS and its implementing decrees, and the relevant national and regional regulations apply.

With effect from the deadline referred to in Article 104 of Legislative Decree No. 117 of 3 July 2017, consistent with the authentic interpretation given to the same article by Article 5-sexies of Decree-Law No. 148/2017, the status of non-profit organisation as of right ceases to be effective and the tax provisions contained in Title X of Legislative Decree No. 117 of 3 July 2017 apply.