



## **STATUTE OF THE PARTICIPATORY FOUNDATION COOPI**

**Approved by the General Meeting of members of June 26, 2010**

### **NAME AND HEADQUARTERS**

#### **Art. 1.01**

The participatory foundation called "COOPI - COOPERAZIONE INTERNAZIONALE", in short "COOPI" (hereinafter referred as the "Foundation"), is established through the conversion of the association called "COOPI - COOPERAZIONE INTERNAZIONALE", (hereinafter referred as the "Foundation"). The Institution, recognized eligible as Non-Governmental Organization under Article 28, Law of 26 February 1987, n. 49, is a non-profit organization by rights, pursuant to and in accordance with article 10, paragraph 8, of Legislative Decree of 4 December 1997, No 460.

#### **Art. 1.02**

The foundation is based in Milan, Via De Lemene No 50.

The Foundation has an office in Belgium, Place du Grand Sablon, 36 - 1000 Brussels.

#### **Art.1.03**

The Foundation operates both in Italy and abroad and may establish and disestablish operational offices, secondary offices, local branches, representative offices, offices and any other kind of local unit permitted by local laws in force in Italy and abroad.

### **PURPOSE AND ACTIVITIES**

#### **Art 2.01**

The Foundation has the aim of contributing to a harmonious and integrated development of the communities with which it cooperates in the knowledge that through contact and cooperation between peoples it is possible to achieve the ideals of equality and justice for a better global balance.

#### **Art 2.02**

The Foundation, in order to achieve its aims, may, as a non-exhaustive example:

- i. promote and implement development programs and provide humanitarian assistance to developing Countries and other Countries in state of need;
- ii. contribute to the creation of a culture of international solidarity and cooperation, in particular by ensuring, with adequate tools, the flow and use of information;
- iii. to guide, select and train people who wish to become involved in the programs of the Foundation in Italy and abroad, without any preclusion on the basis of sex, age, race, nationality, religion and political ideology;
- iv. raise funds for the achievement of statutory objectives, through institutional or specific campaigns, which may also include events, performances and sales of promotional items;
- v. carry out editorial activities, such as documentation and research, publish and disseminate essays, pamphlets, books, documents, audiovisuals, multimedia materials, specialist manuals and other materials and/or cultural activity that has the purpose of training/information for professionals in the field and/or contributes to raising awareness/informing public opinion on institutional purposes;

- vi. provide every kind of assistance and support to all those who operate in different roles or intend to operate in the social and international cooperation;
- vii. join and/or participate directly in organizations, partnerships, institutions, national and international federations, second level associations with the same and/or similar and/or analogous aims and purposes.

### **Art. 2.03**

The Foundation may also enter into conventions and agreements with public and private funding agencies, international organizations, non-governmental organizations, associations and third sector organizations, universities and research institutions, public administrations, businesses, and any other institution, Italian or foreign, engaged or eager to become active in the field of development cooperation, humanitarian emergencies and immigration.

## **ASSETS**

### **Art 3.01**

The assets of the Foundation consist of the allocation indicated in the minutes of extraordinary general meeting of 18/12/2010, in the amount of Euro 70,000.00 (seventy-thousand/00) net. Of said total assets, the amount of Euro 70,000.00 (seventy-thousand /00), already duty-bound for granting, remains set as non-disposable assets, while any current and future surplus remains in the funds of the Board of Directors, subject to the requirements of the allocation in conformity with the statutory purposes of the Foundation.

### **Art. 3.02**

Such assets may be increased:

- by the contributions from the Members of the Foundation;
- by movable and immovable property, inheritance, legacy, public and private contributions, gifts and donations to that specific destination;
- by any other income intended to increase the assets, as per decision of the Board of Founders.

### **Art 3.03**

The revenue of the assets and any other income not intended to increase the resources constitute the means for the carrying out of the institutional activities.

## **MEMBERS OF THE FOUNDATION**

### **Art 4.01**

The members of the Foundation are:

- the Founders
- the Participants.

## **FOUNDERS**

### **Art 5.01**

Founders are individuals who, already members of the Association, having expressed in writing their consent to take the title of Founder and having paid the annual fee established by the Association, are shown in the specific list annexed to the deed of change of name of the Association into participatory Foundation.

The Founders adhere to the guiding and operating principles of the Foundation and commit themselves to promote, with the most appropriate means, the aims of cultural and financial aid for the initiatives in support of developing Countries.

### **Art. 5.02**

Any public or private, Italian or foreign person or entity may subsequently become Founder, albeit without legal status and as long as they share the aims of the Foundation and are co-opted with the favorable vote of at least two thirds of the Board of Founders and in line with the following conditions:

- they have been introduced by at least two Founders,
- they are willing to contribute to the assets of the Foundation with a minimum contribution equal to the one annually specified by the Board of Founders.

### **Art 5.03**

The Board of Founders may, by resolution adopted by at least two-thirds of the members, confer the title of Founder, even without payment of contributions, to individuals or entities that are deemed particularly worthy for their engagement in the social field or for the work carried out supporting the Foundation.

## **PARTICIPANTS**

### **Art 6.01**

Participants are individuals, legal entities, public and private institutions, and organizations including those without legal status, that contribute to the life of the Foundation and to the achievement of the institutional goals:

- by means of cash contributions of the minimum amount determined annually by the Board of Founders,
- through the contribution of activities, including professional ones,
- through the allocation of material goods or intangible assets

### **Art 6.02**

The Board of Directors has the right to refuse the registration as Participant through the vote of at least two thirds of its members.

### **Art 6.03**

The status of participant is automatically lost after two years have elapsed since dispensing the last contribution or since the provision of the last regular service on behalf of the Foundation.

## **EXCLUSION AND WITHDRAWAL OF FOUNDERS AND PARTICIPANTS**

### **Art 7.01**

The Board of Founders may decide, by a majority voting of two thirds of its members, the exclusion of Founders for serious reasons, including, but not limited to:

- breach of the obligations and duties under this Statute, failure to fulfill the contributions and duties laid down in this statute or deliberated by the bodies of the institution,
- repeated failure to attend the meetings of the Board of Founders,
- taking on roles in conflict of interest with those of the Foundation,
- behavior deemed incompatible, also morally, with being a member of the Foundation.

In the case of institutions and legal entities the exclusion is automatic in the event of termination of the institution, however caused, in the event of bankruptcy or if undergoing other insolvency settlement proceedings. The assessment of such events lies with the Board of Founders.

### **Art 7.02**

The Board of Founders may decide, by a majority voting of two thirds of its members, the exclusion of Participants for serious reasons, including, but not limited to:

- breach of the obligations and duties under this Statute,
- failure to fulfill the contributions and duties laid down in this statute or deliberated by the bodies of the institution, without prejudice to the aforementioned article 6.03,
- taking on roles in conflict of interest with those of the Foundation,
- behavior deemed incompatible, also morally, with being a member of the Foundation.

In the case of institutions and legal entities the exclusion is automatic in the event of termination of the institution, however caused, in the event of bankruptcy or if undergoing other insolvency settlement proceedings. The assessment of such events lies with the Board of Founders.

**Art. 7.03**

The Founders and the Participants may, with at least six months notice, withdraw from the Foundation, subject to the duty to meet the obligations accepted.

**Art. 7.04**

Those who are expelled or withdraw from the Foundation or for any reason cease to be part of it cannot request reimbursement of the contributions paid nor claim any rights on its assets.

**BODIES OF THE FOUNDATION**

**Art. 8.01**

The bodies of the Foundation are:

- the Board of Founders,
- the Board of Participants
- the Board of the international institutions (International Advisory Board)
- the Board of Directors
- the President
- the Vice President,
- the Board of Auditors.

**BOARD OF FOUNDERS**

**Art. 9.01**

The Founders, both those participating to the deed of incorporation and those who joined at a later stage, constitute the Board of Founders.

**Art. 9.02**

The Board of Founders has the following powers- in addition to those specifically stated in this statute:

- i. approve the final and the estimated budget;
- ii. assess the achievements and define the general guidelines of the activity of the Foundation;
- iii. appoint members of the Board, after determining the total number of its members, who, in majority, should not have assignments within the operational structure of Coopi. A specific regulation of the Board of Founders will determine the ways in which to resolve possible instances of incompatibility arisen during their mandate;
- iv. revoke the members of the Board of Directors;
- v. appoint the President and Vice President of the Foundation;
- vi. appoint the members of the Board of Auditors and determine the appropriate amount of allowance they might be entitled to;
- vii. authorize any reimbursement of expenses payable to the members of the Board of Directors, including those filling special posts;
- viii. approve amendments to the Statute;
- ix. approve the dissolution and termination of the Foundation, appoint the liquidators and decide the devolution of assets;
- x. set the annual contributions for Founding members and Participant members;
- xi. establish and disestablish operational offices, secondary offices, local branches, representative offices, offices and any other kind of local unit permitted by local laws in force in Italy and abroad in accordance with art. 1.03.

## **CONVENING AND QUORUM OF THE ASSEMBLIES OF THE BOARD OF FOUNDERS**

### **Art. 10.01**

The Board of Founders shall meet at least once a year. It can also be convened by the President of the Foundation, whenever deemed necessary or at the request of at least one third of the members with an indication of the agenda to be discussed.

### **Art. 10.02**

Meetings can be called by means of any type of notice, including electronic, provided that a statement has been issued, sent by the President and delivered to each member at least eight working days before the date set for the meeting. The notice must specify the date, time and place of the meeting, in addition to the agenda. The notice may also include the date, time and place of a potential second call of the assembly.

### **Art 10.03**

It is not possible to delegate.

### **Art. 10.04**

The assembly is valid in the first call when at least a simple majority of the Founders has been reached, while on second call it is valid regardless of the number of participants. The second call should be scheduled at least twenty-four hours after the first. The Board decides by simple majority of those present, unless otherwise specified in this Statute. For resolutions concerning the dissolution and termination of the Foundation, the appointment of liquidators and the devolution of capital, a favorable vote of two thirds of the members is needed. Each member has one vote. In the case of even split, the vote of the President prevails.

### **Art. 10.05**

The board can take place even if participants are located in different places, which could be contiguous or remote, and connected via audio and/or video, as the meeting should be deemed held in the place where the President and the Secretary are physically present, and the modalities of such meeting shall be recorded in the minutes. Through the application of appropriate rules of the Board of Founders, additional modalities of participation in the meeting might be determined.

### **Art. 10.06**

The Board of Founders shall appoint a president and a secretary to conduct and minute the meeting.

## **BOARD OF PARTICIPANTS**

### **Art. 11.01**

The Board of Participants is formed if the number of participants is higher than 100. The Board of Participants, when formed, will meet at least once a year. The Board of Participants shall appoint a president and a secretary to conduct and minute the meeting. The meeting is convened by any means and notice of the convocation is sent by the President and delivered to each member at least three working days before the date set for the meeting. The notice must specify the date, time and place of the meeting, in addition to the agenda. Such notice may also include the date, time and place of a potential second call of the assembly.

### **Art. 11.02**

The Board of Participants is regularly established on first call if at least the simple majority of participants is present, while on second call it is regularly established whatever the number of participants may be. The second call must be established at least 24 hours after the first one.

Each member cannot hold more than two proxies. The Board of Participants passes resolutions on the basis of the majority of those present. In case of even split the vote of the President predominates.

The Board can take place even if participants are located in different places, which could be contiguous or remote, and connected via audio and/or video, as the meeting should be deemed held in the place where the President and the Secretary are physically present, and the modalities of such meeting shall be recorded in the minutes. Through the application of appropriate rules of the Board of Founders, additional modalities of participation in the meeting might be determined.

#### **Art. 11.03**

The Board of Participants:

- i. recommends at least three topics to the Board of Founders, within which the Board of Founders chooses one or two members of the Board of Directors as provided for in article 13.02;
- ii. can submit to the Board of Founders some recommendations for statutory changes, as well as commenting and making non binding proposals on activities and programmes of the Foundation. To this end, during the meeting, the President of the Foundation highlights to the Board the work performances and the programmes for future initiatives.

### **INTERNATIONAL ADVISORY BOARD**

#### **Art. 12.01**

The International Advisory Board is made of foreign bodies that cooperate with the Foundation while sharing its spirit and aims. The foreign bodies apply to the Board of Founders, which deliberates on their admission with the favourable vote of two thirds of the members. By the same majority it can deliberate upon their exclusion.

#### **Art. 12.02**

The International Advisory Board, as established, upon request of the Foundation bodies, issues written non binding comments on the institutional work of the Foundation.

#### **Art. 12.03**

The International Advisory Board has the authority to autonomously present initiatives, proposals and projects to the other Foundation bodies.

### **THE BOARD OF DIRECTORS**

#### **Art. 13.01**

The Foundation is administered by a Board of Directors that is made of an odd number of members, which includes the President of the Foundation, and varies from five to nine members, which is established by the Board of Founders.

#### **Art. 13.02**

The members of the Board of Directors are not necessarily members of the Foundation, and are appointed as follows:

- i. five members: the President; three members are appointed by the Board of Founders; one is appointed by the Board of Founders from among the members suggested by the Board of Participants, if any;
- ii. seven members: the President; five members are appointed by the Board of Founders; one is appointed by the Board of Founders from among the members suggested by the Board of Participants, if any;

- iii. nine members: the President; six members are appointed by the Board of Founders; two are appointed by the Board of Founders from among the members suggested by the Board of Participants, if any.

**Art. 13.03**

If the Board of Members has not been established, or if it has not carried out the proposals, then the Board of Directors will be fully appointed by the Board of Founders.

**Art. 13.04**

The Board of Directors is appointed for a period of three years, except for revocation at any time or resignation, and its members can be re-appointed.

**Art. 13.05**

The Board may dismiss members, who do not participate in three consecutive Board meetings without compelling reason.

**Art. 13.06**

If for any reason during the mandate one or more members of the Board are missing, the President, or in his absence, the Senior Director will promote their replacement that should be made by the Board of Founders within 60 days, without prejudice to article 9.02, letter (iii). The appointed Director will remain in office until the expiration of the term of the Board in charge at the time of his appointment. In case the Board of Founders did not make a decision within the above mentioned term, the Board of Directors provides for a replacement of its members by cooptation, without prejudice to article 9.02, letter (iii), and the so appointed board members will remain in office until the competent body will make a designation.

**POWER OF THE BOARD OF DIRECTORS**

**Art. 14.01**

The Board of Directors has all powers of ordinary and extraordinary administration of the Foundation. In particular, in addition to the powers specifically granted with by Statute, the Board of Directors is entitled to:

- i. present and highlight to the Board of Founders the proposed final balance and the forecast budget;
- ii. reach a decision about inheritance acceptance, gifts and donations, as well as about the purchase and the disposal of properties;
- iii. propose statutory amendments to the Board of Founders;
- iv. approve any internal regulations and verify their application;
- v. appoint a cash manager if needed, and to specify its duties;
- vi. appoint a Director based on a proposal of the Board of Founders, and to specify its duties and its compensation.

**Art. 14.02**

The Board of Directors has the authority to appoint any Body that is deemed necessary for the Foundations' activities, also by taking into account external people, and it establishes their terms of office, duties and compensation.

**Art. 14.03**

The Board of Directors may delegate, in whole or in part, its powers of ordinary administration to the President and/or to one or more board members or to the Director when appointed.

**Art. 14.04**

The Director, when appointed, may attend meetings of the Board of Directors but will have no voting rights.

## **NOTICE OF MEETING AND QUORUM OF THE MEETING OF THE BOARD OF DIRECTORS**

### **Art. 15.01**

The Board of Directors meet at least six times per year. It is chaired by the President of the Foundation. It is convened by the President, on his own initiative, or at the request of at least one third of its members, by means of any type of notice, including electronic, provided that a statement is issued with at least eight days' notice. In particularly urgent situations the Board can be convened in the same mode with at least 24 hours notice. Notice of meeting should include the agenda, the place, the day and the time of the meeting. Nonetheless, the Board is regularly established, even though the above mentioned conditions have not been met, if all the members in office take part to the meeting.

### **Art. 15.02**

Sessions are valid with the presence of a simple majority of its members. The Board of Directors resolves by a vote of simple majority of those present; in case of even split the vote of the President prevails.

### **Art. 15.03**

The Board can take place even if participants are located in different places, which could be contiguous or remote, and connected via audio and/or video, as the meeting should be deemed held in the place where the President and the Secretary are physically present, and the modalities of such meeting shall be recorded in the minutes.

### **Art. 15.04**

Resolutions are recorded in the minutes of meeting that should be approved and signed by the President and by the Meeting Secretary.

### **Art. 15.05**

The Founder members have the authorization to examine the resolutions of the Board of Directors.

## **PRESIDENT**

### **Art. 16.01**

The President of the Foundation is appointed by the Board of Founders and remains in office for three years. He/She can be reappointed, and the Board of Founders can pass a motion of no confidence.

### **Art. 16.02**

The President shall be the legal representative of the Foundation, he/she convenes the Board of Founders, the Board of Participants and the Board of Directors meeting, oversees the implementation of the approved deeds and is responsible for maintaining relationships with institutions, companies, public and private sector, in order to establish cooperative relationships to support the Foundation's initiatives.

### **Art. 16.03**

The President, within the limits of his/her authority, may delegate individual functions to COOPI's members of executive office and/or to one or more members of the Board of Directors and/or to the Vice President, when appointed.

## **VICE PRESIDENT**

### **Art. 17.01**



The Vice President of the Foundation is appointed by the Board of Founders for a period of three years. He/She can be reappointed, and the Board of Founders can pass a motion of no confidence.

**Art. 17.02**

The Vice President replaces the President in case of absence or impediment and carries out the functions as may be conferred upon him or her by the President.

**Art. 17.03**

The signature of Vice President is enough to presume the absence or impediment of the President against third parties, and is sufficient to indemnify third parties, including public officials, from interferences and liabilities for limits on assignment of authority for the records to which the signature is referred.

**BOARD OF AUDITORS**

**Art. 18.01**

The Board of Auditors is the supervisory body for the financial and accounting activities of the Foundation. It is made of three members, one of which serving as President, and they are elected by the Board of Founders from among those who are inscribed in the Registry of Auditors attached to the Ministry of Justice.

**Art. 18.02**

The Board of Auditors supervises the financial management of the Foundation, assesses proper book-keeping, evaluates the estimated budget and the final account by drawing up an appropriate report, and carries out cash auditing. Furthermore, the Board is responsible for monitoring compliance by Foundation's activity with law and the Statutes. The Board of Auditors resolves by a vote of simple majority.

**Art. 18.03**

The Board of Auditors is appointed for a period of three years and its members can be re-appointed.

**Art. 18.04**

The members of the Board of Auditors can take part, without the right to vote, to the meetings of the Board of Directors, of the Board of Founders and of the Board of Participants.

**DIRECTOR**

**Art. 19.01**

The Board of Directors may appoint the Director of the Foundation. He/she ceases to hold office together with the Board of Directors that appointed him/her and can be re-appointed. The board of Directors shall dismiss him or her for serious reasons.

**Art. 19.02**

The Director:

- i. manages and coordinates, within the terms of the approved programmes and with the budget proviso, the Foundation's activities as well as its ancillary activities;
- ii. takes part, without the right to vote, to the meetings of the Board of Directors;
- iii. provides sound administration management and economic and accounting management;
- iv. provides for, in accordance with the guidelines approved by the Board of Directors, the personnel recruitment and for all the related measures;
- v. draws up the estimated budget and the final account;
- vi. oversees the development of the programme activities;
- vii. proposes to the Board of Directors internal regulations;
- viii. implements the enforcement of the resolutions of the Board of Directors;
- ix. exercises all powers potentially allocated to him/her by the Board of Directors.

## FINANCIAL YEAR AND BUDGET

### Art. 20.01

The financial year begins on January and ends on December 31<sup>st</sup> of each year. By April 30<sup>th</sup> (in exceptional cases by 180 days after the end of the financial year) the Board of Founders approves the final balance of the previous year, and approves the forecast budget for the next financial year by December 31.

### Art. 20.02

The budgets must be deposited at the headquarters of the Foundation fifteen days before the Board is convened to approve them.

### Art. 20.03

Any gain arising from additional commercial activities or from any other self financing strategies should be allocated only for implementation of institutional activities.

### Art. 20.04

It is forbidden to distribute earnings and surplus income, as well as funds and reserves during the life of the Foundation.

## DISSOLUTION AND ASSIGNMENT

### Art. 21.01

The Foundation is dissolved pursuant to and in accordance with Article 27 of the Civil Code, or upon a resolution for its dissolution adopted by the Board of Founders.

### Art. 21.02

If the Foundation is dissolved for any reason the residual assets following liquidation will be donated to another non-profit organization pursuing similar objective, in accordance with the provision of the Board of Founders.

## FINAL PROVISION

### Art. 22.01

With respect to any matters not expressly provided for herein, you should refer to the laws of civil code, to the relevant implementing provisions, and to the prevailing applicable laws.



Signed  
Claudio Ceravolo  
President