



STATUTE OF THE PARTICIPATORY FOUNDATION COOPI **Approved by the Board of Funders on March 01, 2021**

NAME AND HEADQUARTERS

Art. 1.01

The participatory foundation called "COOPI - COOPERAZIONE INTERNAZIONALE", in short "COOPI" (hereinafter referred as the "Foundation"), is established following its conversion from the association status. The Institution is recognized eligible as Non-Governmental Organization. The Foundation is obliged to use, in its name and in any distinctive sign or communication addressed to the public, the phrase "Third Sector Organisation" or the acronym "TSO".

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 pursues, on a non-profit basis, civic, solidarity and socially useful aims, in order to contribute to the harmonious and integrated development of the communities with which it cooperates, in the awareness that through the meeting and collaboration between peoples the ideals of equality and justice are pursued in order to achieve a better world balance.

Its object is the following activities of general interest provided for in s. 5 of LD no. 117 of 3 July 2017, letters n), d), u), v) and w):

- development cooperation, pursuant to Law no. 125 of 11 August 2014, as amended;
- education, instruction and vocational training, pursuant to Law no. 53 of 28 March 2003, as amended, as well as cultural activities of social interest for educational purposes;
- charity, distance support, free supply of food or products referred to in Law no. 166 of 19 August 2016, as amended, or the provision of money, goods or services in support of disadvantaged people or activities of general interest in accordance with this article;
- promotion of the culture of legality, peace among peoples, nonviolence and unarmed defence;
- promotion and protection of human, civil, social and political rights, as well as the rights of consumers and users of activities of general interest.

Art 2.02

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

- a) promote and implement development programs and provide humanitarian assistance to developing Countries and other Countries in state of need;
- b) 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;
- c) 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;
- d) raise funds for the achievement of statutory objectives, through institutional or specific campaigns, which may also include events, performances and sales of promotional items;

- e) 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;
- f) 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;
- g) 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.

The Foundation may also carry out activities that are secondary and instrumental to the activities of general interest listed in the first paragraph, in compliance with the provisions of Article 6 of Legislative Decree no. 117 of 3 July 2017.

The Foundation is a "TSO" third sector organization in accordance with Legislative Decree no. 117 of 3 July 201.

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 are intended for the pursuit of the civic, solidarity and socially useful aims referred to in article 2.01 and 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.

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.

EXCLUSION AND WITHDRAWAL OF FOUNDERS

Art 6.01

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. 6.02

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

Art. 6.03

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. 7.01

The bodies of the Foundation are:

- the Board of Founders,
- the Board of Directors
- the President



- the Vice President,
- the Board of Control.

BOARD OF FOUNDERS

Art. 8.01

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 financial statements for the year and the company;
- ii. approve the estimated budget;
- iii. assess the achievements and define the general guidelines of the activity of the Foundation;
- iv. 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 Coopì. A specific regulation of the Board of Founders will determine the ways in which to resolve possible instances of incompatibility arisen during their mandate;
- v. revoke the members of the Board of Directors;
- vi. appoint the President and Vice President of the Foundation;
- vii. appoint the Control Board;
- viii. authorize any reimbursement of expenses payable to the members of the Board of Directors, including those filling special posts;
- ix. approve amendments to the Statute;
- x. approve the dissolution and termination of the Foundation, appoint the liquidators and decide the devolution of assets;
- xi. set the annual contributions for Founding members;
- xii. 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.

The Board of Founders has the additional powers specified in article 25 of LD 117/2017.

The Board manages the foundation's accounting records in full compliance with the provisions of Articles 13 and 87 of Legislative Decree 117/2017.

CONVENING AND QUORUM OF THE ASSEMBLIES OF THE BOARD OF FOUNDERS

Art. 9.01

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. 9.02

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 9.03

It is not possible to delegate.

Art. 9.04

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. 9.05

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. 9.06

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

THE BOARD OF DIRECTORS

Art. 10.01

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. 10.02

The members of the Board of Directors, who may also be individuals outside the Foundation, are appointed as follows:

- five members: the President and four members appointed by the Board of Founders
- seven members: the President and six members appointed by the Board of Founders
- nine members: the President and eight members appointed by the Board of Founders

Art. 10.03

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. 10.04

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

Art. 10.05

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 8.02, letter (iv). 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 8.02, letter (iv), 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. 11.01

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

Art. 11.02

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. 11.03

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. 11.04

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. 12.01

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. 12.02

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. 12.03

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. 12.04

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

Art. 12.05

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

PRESIDENT

Art. 13.01

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. 13.02

The President shall be the general representative of the Foundation, he/she convenes the Board of Founders 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. 13.03

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. 14.01

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. 14.02

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.
He/She is responsible for general representation in place of that of the President.

Art. 14.03

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 CONTROL - AUDIT

Art. 15.01

The Foundation has a monocratic or collegial control body composed of three members, as determined by the Board of Founders.

The Board of Control is appointed by the Board of Founders and remains in office for three years. Article 2399 of the Italian Civil Code applies to the members of the control body.

The member of the monocratic Board of Control must be chosen among the statutory auditors registered in the appropriate register.

The Board of Control shall monitor compliance with the law and the Articles of Association and respect for the principles of correct administration, also with reference to the provisions of Legislative Decree no. 231 of 8 June 2001, where applicable, as well as the adequacy of the

organisational, administrative and accounting structure and its concrete functioning.

The Foundation may appoint a Statutory Auditor or an Audit Firm, registered in the appropriate register. Appointment is optional, except for the compulsory aspects provided for in Article 31, paragraph 1, of Legislative Decree No. 117 of 3 July 2017.

The Controlling Body, if no Auditing Body has been appointed, exercises the functions of statutory auditor in the case of compulsory appointment pursuant to Article 31, paragraph 1, of Legislative Decree No. 117 of 3 July 2017, provided that all its members are statutory auditors registered in the appropriate register.

In case of the dismissal of the monocratic body or of a member of the Collegial Body the three-year period, a replacement of the Collegial Body or of the member shall be made following the same procedures established for the appointment.

The person taking over shall remain in office for the remaining part of the current three-year period.

Art. 15.02

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

DIRECTOR

Art. 16.01

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. 16.02

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. 17.01

The financial year begins on January and ends on December 31st of each year. By April 30th (in exceptional cases by 180 days after the end of the financial year) the Board of Founders approves, on the basis of a report by the Board of Directors, the final balance of the previous year, in accordance with the guidelines laid down by law.

The Board of Directors, in its report on the financial statements, documents the secondary and instrumental nature of the activities carried out pursuant to the provisions of art. 2.

The Board of Founders shall approve the budget for the following year by 31 December.

Art. 17.02

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

Art. 17.03

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

Art. 17.04

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. 18.01

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. 18.02

If the Foundation is dissolved, its assets, after positive opinion of the office referred to in Article 45, paragraph 1, of Legislative Decree no. 117 of 3 July 2017, unless otherwise required by law, will be donated to other third sector bodies identified by the Board, or in the absence thereof, to the Fondazione Italia Sociale.

SOCIAL BOOKS

Art. 19.01

The Foundation holds:

- the book of Founders;
- the book of meetings of the Board of Founders;
- the book of meetings of the Board of Directors;
- the book of meetings of the Board of Control.

Art. 19.02

The Founders have the right to examine the corporate books at the Foundation's registered office and upon written request addressed to the Board of Directors.

FINAL PROVISION

Art. 20.01

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.

TRANSITIONAL RULE

Art. 21.01

Until the registration in the Single National Register of the Third Sector and the application of the provisions of Art. 104, paragraph 2 of Legislative Decree no. 117 of 3/7/2017 will enter into force, the old statutory clauses for joining the Onlus regime remain effective. Then, the clauses of the previous Statute - made necessary by the adhesion to the Onlus regime - will cease to be effective, and they will become incompatible with the regulations of the Third Sector Bodies.