

## STATUTE

### ART. 1

1. The "MANI TESE" Association is based in Milan, in Piazzale Gambara 7/9, it may establish administrative and operational offices wherever it deems appropriate, even abroad (hereinafter also "Association" or "MANI TESE").
2. The Association is registered in the Register of Recognized Legal Persons of the Prefecture of Milan under No.220 and is a non-governmental organization recognized as suitable by the Ministry of Foreign Affairs with Decree No.128/0573 of 4 April 1980.

### ART. 2 - AIMS OF THE ASSOCIATION

1. "MANI TESE" intends to pursue, with method and continuity, an action against hunger in the world and the imbalances between the north and south of the planet and against the priority causes that determine them, favoring a realistic commitment towards the construction of a united and supportive humanity in seeking and ensuring social, cultural and political conditions for the full realization of the human person.
2. "MANI TESE" also carries out training, research and methodological innovation activities aimed at educating the population for world citizenship. This activity is addressed, among others, to school staff, in particular in two areas: historical, geographical, social and linguistic, artistic and expressive.
3. The Association doesn't pursue profit-making purposes.

### ART. 3 - MEANS OF THE ASSOCIATION

The Association realizes the associative purposes with the following commitments:

- a) know and make known the reality of the suffering of the most marginalized people, as well as the human and religious cultural values of other people;
- b) carry out activities for human promotion in developing countries in order to foster self-sufficiency while respecting the legitimate rights of the poorest populations;
- c) collect, in the appropriate forms and with the necessary warranties, the financial and economic funds for the construction of the activities; the Association will be able to carry out all financial, movable and real estate transactions for the achievement of the association's purposes;
- d) carry out publishing and printing activities for books, newspapers and other material useful for raising public awareness;
- e) collaborate with international and national organizations, as well as with Missionary Institutes, also to facilitate technological projects that make it possible to eliminate the

dependence of the population on centers of economic and political, national and international power;

- f) finance and develop social cooperation activities;
- g) carry out cultural or political awareness activities in absolute independence from any grouping, leaving the necessary political action to personal commitment, in the plurality of options;
- h) favor and promote the establishment of community experiences;
- i) establish and train volunteers who carry out their activities, for defined periods, in developing countries, for the realization of the Association's own purposes;
- j) forming a group of technicians to deepen the study of the problems of relations between rich and poor countries, creating appropriate opportunities to disseminate the related information.

#### **ART. 4 - CHRISTIAN ROOTS AND INSPIRING PRINCIPLES**

In forming and supporting the spirit that must animate all its action, "MANI TESE" intends to find its roots and inspiration in the person, in the message and in the testimony of Jesus Christ, it believes that every person can find in history and culture that it is distinguished by a motivation that leads back to the same seed of solidarity; it bases its commitment to justice in promoting the absolute dignity of every human being. "MANI TESE", in its action, chooses the practice of non-violence, tolerance and dialogue, aware that only through the peaceful confrontation of opinions is it possible to build a more just society.

#### **ART. 5 - THE MEMBERS OF THE ASSOCIATION**

1. The members participate and support the Association mainly through voluntary actions. The Members form the Assembly of the Association and participate in its main choices, in the definition of the annual membership program, in the approval of budgets, in the election of representatives, and financially supporting it.  
The will of the members is expressed collectively in the Members' Assembly, but their constant participation in the activities and in the associative choices is also required individually.
2. Individuals or entities that are presented to the Assembly by at least two other Members can apply as Members.
3. In preparation for the Assembly, the documentation relating to the items on the agenda, the programs of future activities, the economic forecasts, the final reports and the list of corporate offices due to expire.
4. The following can become members of "MANI TESE":
  - Natural persons who share the aims of the Association and the contents of the "MANI TESE" Statute and undertake to carry out voluntary activities within the Association and to pay an annual financial contribution, the membership fee, established by the Board of Directors.
  - Only those who have already completed a suitable period of volunteering can become members of "MANI TESE".

- a) Associations established at a territorial level with the denomination of the Association "MANI TESE .... (name of the locality)", which share the aims of the Association and the contents of the Statute of "MANI TESE" and which commit themselves methodically and continuity:
- work for their achievement
  - pay an annual financial contribution, the membership fee, established by the Board of Directors
  - manage the resources, structures and means in the availability of "MANI TESE" with responsibility and for the achievement of the aims of "MANI TESE"
  - ensure timely information on their activities, coordinating with all members of the association
  - promote and financially support the projects and initiatives of "MANI TESE"
  - provide the Board of Directors of "MANI TESE" with its annual operational program, the budget, the annual report of the activity carried out and the final balance within 30 (thirty) days of their approval
  - communicate any changes to its Statute and the renewal of corporate offices
- b) Associations, legal persons and other entities with their own name that share the aims of the Association and the contents of the "MANI TESE" Statute and that are continuously committed to:
- promote one or more of the activities foreseen in the annual program of "MANI TESE", informing the Board of Directors
  - pay an annual financial contribution, the membership fee, established by the Board of Directors
  - provide its annual operational program, the annual report on the activity carried out and the final balance within 30 (thirty) days of their approval
  - communicate any changes to its Statute and the renewal of corporate offices
  - not to participate in initiatives that conflict with the statutory purposes and with the activities of "MANI TESE"
5. The relations between "MANI TESE" and the associations and entities of the previous paragraphs 4.2 and 4.3 will also be governed by specific agreements stipulated by the Board of Directors and signed by the respective legal representatives.

## **ART. 6 - WITHDRAWAL AND EXCLUSION OF THE MEMBER**

1. Each Member can withdraw from the Association by notifying his / her withdrawal in writing to the Board of Directors. The withdrawal will take effect immediately upon receipt of the same by the Board of Directors.
2. Anyone who:

- is not present, personally or by proxy, without justified reason, at two consecutive Shareholders' Meetings;
- has not paid the membership fee by 31 December of each year.

The regulations establish the causes that constitute a justified reason, in the presence of which the automatic loss of the "status" of a member does not occur, as well as the procedures for ascertaining non-payment of the membership fee.

3. The Disciplinary Council orders the loss of the "status" of Shareholder of anyone who:
  - has used the name "MANI TESE" in an improper way, in violation of the statutory obligations and the decisions adopted by the association bodies;
  - has not complied with the duties established by art. 5, paragraph 1, of this Statute;
  - has acted contrary to the statutory purposes and activities of "MANI TESE";
  - has acted in conflict of interest.

The final decision rests with the Discipline Council, in compliance with the cross-examination and the procedure defined in the regulation.

4. The Member, even if terminated for any reason, cannot make any claims in relation to the personal and / or financial benefits provided to the Association.

## **ART. 7 - SOCIAL BODIES**

The corporate bodies of "MANI TESE" are:

- 1) the Assembly of Members, made up of all the members of "MANI TESE" in good standing with the payment of the membership fee;
- 2) the Board of Directors, whose members are elected by the Assembly of Members from among its members and remain in office for 3 (three) years;
- 3) the President and the Vice-President, elected by the Board of Directors from among its members, who remain in office for 3 (three) years;
- 4) the Discipline Council, whose members are elected by the Shareholders' Meeting from among its members, and remain in office for 3 (three) years;
- 5) the Board of Auditors, whose members are elected by the Shareholders' Meeting even among non-members and remain in office for 3 (three) years;
- 6) the General Coordinator, if appointed.

## **ART. 8 - ORGANIZATION**

"MANI TESE" is an Association that operates through coordinated activities of several entities:

- local groups, called "Mani Tese Group of...", as regulated in the general regulation. The "Mani Tese Groups" are established by resolution of the Board of Directors and receive from the President of "MANI TESE" the authorization to use the name "MANI TESE" and to operate in the area of competence for the realization of the objectives and purposes of the Association;

- territorial associations, called "Associazione Mani Tese ... (name of the locality)". The territorial "Mani Tese Associations" receive the authorization to use the name "MANI TESE" from the Shareholders' Meeting, subject to the opinion of the Board of Directors;
- third-party associations and other entities with their own name, which must use the name "Associated with MANI TESE" for all activities carried out within "MANI TESE";
- a national headquarters divided into different operational sectors for each of the "MANI TESE" activity areas.

Any further organizational structure will be defined with internal regulations.

## **ART. 9 - ASSEMBLY**

1. The Assembly of Members is the fundamental moment of confrontation, aimed at ensuring correct management of the Association. All Members who are up to date with the payment of the membership fee have the right to participate with the right to vote.

If the "Status" of Shareholder belongs to a legal person or other entity, participation in the Assembly will be allowed to the legal representative or to another person belonging to the legal person or entity and specifically delegated by the same legal representative.

Each Member may represent a maximum of two other Members, as long as they have a regular written proxy.

2. The ordinary Assembly has the following tasks:

- a) approves the annual program and the multi-year programming document of the Association;
- b) approves the final balance and the budget;
- c) approves internal regulations;
- d) approves the admission of new members;
- h) appoints and revokes the corporate offices, with the exception of the president and the vice-president and the presidents of the collegial bodies;
- i) deliberates on all matters not expressly reserved for the Extraordinary Assembly;

The Extraordinary Assembly has the following tasks:

- a) approves amendments to the statute;
- b) deliberates the eventual dissolution and liquidation of the Association.

3. The Assembly is convened at least once a year, by 30 April, or by 30 June when the Board of Directors finds a justified reason, to deliberate on the final balance.

The Assembly is convened on the initiative of the Board of Directors, at the request of at least 10% (ten percent) of the Members or in any case when the need arises.

4. It is convened by the President no less than 15 (fifteen) days before the date set for the meeting and meets in a place to be indicated in the notice of meeting. The notice of convocation of the assembly, complete with date and agenda, will be communicated to the Members by registered letter or by other means that the Board of Directors deems appropriate, however such as to allow the acknowledgment of the receipt of the notice by the Members.
5. For the ordinary Meetings to be valid, 50% (fifty percent) of the Members must be present, also by proxy.
6. The resolutions of the ordinary Assembly are validly approved with the favorable vote of the majority of those present, except in the case of the approval of new Members, for which a three-fourths majority of those present are required.
7. The presence of at least three quarters of the Members and the favorable vote of the majority of those present must be present on the first call for the validity of the Extraordinary Shareholders' Meetings concerning the modification of the statute.

On second call, the Assembly is validly constituted with the presence of the majority of the Members and with the favorable vote of the majority of those present, except in the case of changes to the first four articles of the Statute for which a three-fourths majority of those present are required.

8. Resolutions concerning the dissolution and liquidation of the Association are adopted with the favorable vote of 75% (seventy-five percent) of the Members.
9. The Assembly, at the beginning of each session, elects a President and a Secretary from among the Members present. The Secretary draws up the minutes of the resolutions of the Assembly. The minutes must be signed by the President of the Assembly, the Secretary and the scrutineers, if there are votes.

#### **ART. 10 - THE EXECUTIVE COUNCIL - COMPOSITION AND FUNCTIONING**

1. It is composed of a minimum of 5 (five) and a maximum of 9 (nine) members elected by the Assembly among its members.
2. The members of the Board shall hold office for three years. Each member of the Council may not hold office for more than three consecutive terms.

In the event that a Board member resigns during the last year of the third consecutive term of office, he/she shall not be eligible for reelection until 36 (thirty-six) months have passed from the date on which he/she resigned.

3. The Board of Directors shall cease to function in the event of the simultaneous vacancy of more than half of its members.
4. The Board of Directors is convened by the President. In case of impossibility of this, it is convened by the Vice President. If both the President and the Vice President are missing, the Board of Directors is convened by the oldest member.
5. The Board of Directors in the first session after the elections elects among its members the President and the Vice President.

6. The Directive Council meets every time it is necessary, on initiative of the President or at least a third of the Advisers and, however, not less than once every three months.

It must be convened within 20 (twenty) days if 1/3 (one third) of the Board members request it. In such a circumstance, the issues raised by the applicants shall be placed on the agenda.

7. The deliberations of the Board of Directors shall be taken by majority vote of the Directors present; in case of parity, the vote of the President shall prevail. The deliberations of the Board of Directors are valid if the majority of the Directors participate in the meeting. Every Adviser has the right to one vote; delegations are not admitted.
8. The meetings of the Board of Directors can also be held by teleconference or videoconference, under the following conditions, which will be noted in the minutes:
  - that the Chairman and Secretary are present in the same place, and that they will provide for the formation and signing of the minutes, the meeting being deemed to have been held in said place;
  - that the Chairman is allowed to ascertain the identity of those present, regulate the proceedings of the meeting, ascertain and announce the results of the vote;
  - that the person taking the minutes is able to adequately perceive the events of the meeting to be minuted;
  - that those present can take part in the discussion and vote simultaneously on the items on the agenda, as well as view, receive or transmit documents.

## **ARTICLE 11 - FUNCTIONS OF THE EXECUTIVE COUNCIL**

1. The Board of Directors is the administrative and executive body of the organization and operates in implementation of the will and the general guidelines of the Assembly, to which it responds.
2. The Board of Directors provides for the ordinary and extraordinary administration of the Association and its regular functioning; by way of example it provides for:
  - Approve its own internal rules of operation;
  - annually verify its work and the mandate of the individual Councilors;
  - executes the resolutions of the Assembly directly or by delegation to the General Coordinator or other subjects;
  - Approves the proposed annual membership program and the multi-year guidelines to be presented to the Assembly. It approves the operational plans for the implementation of the association program proposed by the General Coordinator; it gives its opinion on any other object submitted to its examination by the President or by any Councilor;
  - decides on the adhesion and participation of the Association to public and private bodies and institutions that interest the activity of the Association itself, designating the representatives to be chosen among the Members;
  - decides on the acquisition or disposal of assets;
  - defines the amount of the membership fee for the various types of Members;

- periodically (every six months) carries out the control of the financial plans;
  - by September 30 of each year, it monitors the implementation of programs and the results achieved;
  - establishes the provision of services to Members and third parties and the related rules and procedures;
  - approves the management organizational structure;
  - appoints the area managers on the proposal of the General Coordinator;
  - approves the personnel budget in accordance with the budget approved by the Assembly.
3. With the exception of the amounts allocated for the realization of projects related to the institutional activity of "MANI TESE", the resolutions concerning acts, contracts or operations with a value higher than 500,000 Euros must be submitted to the Assembly for approval.

#### **ART. 12 - PUBLICITY OF THE DELIBERATIONS**

At each meeting of the Board of Directors is appointed a Secretary who will provide for the drafting of the minutes.

The minutes of the meetings of the Board of Directors are transcribed on a special book of minutes stamped, then, within 30 (thirty) days from the date of approval, an extract is published online in the part reserved for members and groups of the website of "MANI TESE". Any Member, if requested, has the right to receive a copy of these minutes.

#### **ART. 13 - THE PRESIDENT**

1. The President represents the Association, to all effects, both internally and in front of third parties and in court.
2. The President has overall responsibility for the conduct and smooth running of the Association's business. The President is responsible for signing the social acts that bind the Association both with regard to Members and third parties.

He is elected by the Board of Directors from among its members. He remains in office for three years and his mandate cannot exceed three consecutive terms.

3. In particular, the President:
  - a. Convoques the ordinary and extraordinary Assembly;
  - b. sees to the implementation of the resolutions of the Board of Directors and the Assembly of Members;
  - c. guarantees the coordination of the Directive Council, favoring to its inside a democratic dialectic;
  - d. in order to better favor the active participation of all the Councilors and to distribute the workload of the President, he delegates each of them to represent



him - in collaboration with him - in a particular field, according to their specific competences.

4. In accordance with the Statute and in order to execute the assembly and council resolutions, it has the power to:
  - a. sign agreements, contracts and conventions with bodies and institutions, receive the relevant funding to implement agreed programs, sign reports resulting from the activity carried out;
  - b. open and close bank and postal current accounts, including correspondence accounts, and dispose of and withdraw from such accounts in favour of "MANI TESE" or third parties by issuing cheques or by correspondence, all of the above from "MANI TESE" funds, however acquired;
  - c. stipulate, conclude, sign and execute contracts for the purchase, sale and exchange of movable and financial assets pertaining to MANI TESE's activities, including assets for furnishing offices, motor vehicles and other assets subject to registration;
  - d. enter into contracts for loans and financing of credit facilities, advances or other banking transactions regulated by current account;
  - e. represent the Association before any credit, financial and/or insurance institution, entering into bank contracts in general and, in particular, requesting the issuance of necessary and/or appropriate guarantees for the proper conduct of the activities of "MANI TESE";
  - f. accepting inheritances, legacies, gifts and donations with or without charge, which may be made to the principal;
  - g. take care of the external relations of the Association conforming to the addresses of the Assembly;
  - h. delegate the faculties mentioned in the previous points to the General Coordinator, within the limits expressed in the article 5.
5. In case of absence, impediment or cessation of the President, the relative functions shall be carried out by the Vice President. In the case of absence, impediment or termination of the President, the relative functions shall be carried out by the Vice President.

#### **ART. 14 - THE DISCIPLINARY COUNCIL**

1. The Disciplinary Board is elected by the Assembly of Members every three years and is composed of three members elected among the Members themselves.
2. The Disciplinary Council proceeds also ex officio to the suspension and exclusion of the Members, without prejudice to the respect of the cross-examination, for serious reasons.
3. In the first session, the Disciplinary Council appoints a President, who represents the body, provides for the convocation of the sessions, directs the discussion, takes care of the verbalization of the sessions and transmits the minutes to the Directive Council.

The agenda of the sessions of the Disciplinary Council is determined by the President on proposal of the other members, of the General Coordinator and of the Directive Council.

4. Decisions shall be adopted by the affirmative vote of the majority of the members. All decisions must be recorded in minutes and forwarded to the Board of Directors.
5. The Disciplinary Board reports to the Board of Directors on the most serious facts that require its intervention. Every year it presents to the Assembly of the Associates a report on the activity carried out and on the problems encountered.

#### **ART. 15 - THE COLLEGE OF THE AUDITORS**

1. It is composed by three effective members and two substitutes, appointed by the Assembly.  
In the first session, the Board appoints a President.
2. It provides for the verification of the financial management, ascertains the regularity of accounting records, performs cash checks and expresses its opinion through special reports on the budgets and budgets.  
The Auditors can assist to the reunions of the Directive Council.
3. The Board of Auditors remains in office for three years and its members may be re-elected.

#### **ART. 16 - THE GENERAL COORDINATOR**

1. The General Coordinator:
  - a. is responsible for the organization of all activities and the management of economic and human resources of "MANI TESE";
  - b. is responsible for implementing the association's program and the economic and financial plan on the basis of the delegation given by the Board of Directors;
  - c. ensures the operational coordination and proper implementation of the activities provided for in the annual membership program and activities of an extraordinary nature, when delegated by the Board of Directors or the President;
  - d. presides over the Management Committee regulated by the general regulations;
  - e. promotes the search for economic resources;
  - f. by delegation of the President, represents the Association in institutional settings.
2. The General Coordinator is appointed by the Board of Directors. He enjoys full autonomy in exercising the functions provided for by the Statute and delegated to him by the Board of Directors and the President, to whom he is accountable.
3. The General Coordinator participates in the meetings of the Board of Directors, without the right to vote, with the task of providing information on everything that is relevant to the functioning of the Association and of providing advice.
4. The specific powers attributed to the Coordinator General are defined in the General Regulations and with the resolution of appointment.

#### **ART. 17 - STATUTORY OFFICES**

1. The Board of Directors, the Disciplinary Board and the Board of Auditors, in case of termination of one or more members for any reason, shall co-opt the integration of the body.

The co-opted members remain in office until the following Assembly which will deliberate the new appointments.

2. All offices provided for by the Articles of Association shall not entail any remuneration and shall be carried out by the elected or co-opted members free of charge.

#### **ART. 18 - BALANCE SHEET**

1. The Association closes its financial year on December 31 of each year.
2. The ordinary assembly must be convened for the approval of the budget within the April 30, or, in case of justified reason established by the Board of Directors, within June 30.
3. Any management surplus will be reinvested in institutional activities.

#### **ART. 19 - DISSOLUTION AND LIQUIDATION**

In case of dissolution and liquidation, the name and the possible residual patrimony of the Association, once the liquidation has been completed, will be devolved, in accordance with the resolution of the Assembly that established the dissolution, to another non-profit organization operating for purposes as similar as possible to those of "MANI TESE".

#### **ART. 20 - RULES OF REFERENCE**

For anything not explicitly provided for in this statute, the rules of law in force will apply.

The assembly of the Associates held on June 2, 2019, as per the minutes of the Notary Guido Peregalli of Milan, approved a statute in accordance with the provisions of Article 101, paragraph 2, of Legislative Decree No. 117 of August 3, 2017, the effectiveness of which is subject to the registration of the Association in the Single National Register of the Third Sector, when such Register will be established.