

# STATUTE

## ARTICLE 1 - NAME AND TYPE

An Association by name "**APERTI ALLA MISERICORDIA - BLESSED MARIJA PETKOVIĆ - ONLUS**" in further text "**OPEN TO MERCY - BLESSED MARIJA PETKOVIĆ - ONLUS**" is established in accordance with article 36 and the following of the Civil Code pursuant to and for the purposes of the Legislative Decree no. 460 of 4 December 1997; the Association will use and in ordinary communication to the public; the expression "non-profit organization of social utility" or "ONLUS".

In a missionary spirit authentically expressed in the constant and universal promotion of peace and well-being for a mission to the ends of the earth;

in order to promote the dignity of the person, the education of children, of excluded and abandoned youth, pledging all the energies of mind and heart for their civil and Christian formation; with the aim of entering into effective action to combat entrenched intolerable poverty to the limits of misery in countries of the southern hemisphere;

meeting with also the new growing poverty in the rich countries of the northern hemisphere; in the shining wake of the example of Blessed Marija of Jesus Crucified Petković, foundress of the Religious Congregation of the Daughters of Mercy of the TOR of St. Francis, who was able to recognize the sign of the times, developing a style of charity marked by the testimony of the mercy and goodness of God, the Father with the life and apostolic works of evangelization, education and charity, encountering directly with the neighbours, particularly with regard to the education of children and the training of young people for their human and spiritual growth in order to respond to the emergency and the urgency of love in its multiform; thus the Association called "**OPEN TO MERCY - BLESSED MARIJA PETKOVIĆ - ONLUS**".

The Association is free, apolitical and independent in comparison to other associations.

## ARTICLE 2 - HEAD OFFICE

The Association has its head office in Rome, currently in Via di Porta Maggiore 38. In order to achieve its social objectives, the Association may open branches, both in Italy and abroad, that carry out their activities under the guidelines issued by the Head office and, of course, in accordance with the Statute of the Association. These locations will have no patrimonial autonomy, they therefore will depend on the central office also for accounts and administration.

## ARTICLE 3 - DURATION

The Association has a duration of up to 31 (thirty) December 2050 (two thousand and fifty) and may be extended for an unlimited duration, with the resolution of the extraordinary assembly of members, unless earlier dissolution.

## ARTICLE 4 - PURPOSE AND SCOPE

The Association is a non-profit organization; it pursues with the exclusive aim of social assistance and social health care, charity, education, formation, in accordance with the provisions of article 10, first paragraph, of the Legislative Decree of 4 December 1997 no. 460 directed to bring benefits to:

- physically, psychically, economically, socially or familiarly disadvantaged people;
- foreign community members within the limits of humanitarian aids.

In an exemplary manner, the Association works to:

- A) improve the quality of life of disadvantaged citizens in their conditions of physical discomfort, mental or sensory impairment;
- B) promote a culture of solidarity, participation and social integration of individuals;

- C) support for volunteering in all its forms and in fields wherever it is possible;
- D) promote the involvement of lay volunteers in the process of accompaniment to the growth of populations in developing countries, pursuing objectives of solidarity between peoples, to their full realization of fundamental rights, and in the first place satisfaction of the primary needs in relation to the preservation of human life, self-sufficiency of food and development of human resources;
- E) take diligently care of the human and moral cause of the poor and the marginalized to restore them the dignity of human persons;
- F) make disadvantaged children and adolescents protagonists of their own future, giving them and guaranteeing them an appropriate education;
- G) remedy the incurable abandonment and social exclusion of children;
- H) promote the strengthening of the role of women, declaring them as promoters of human, family and social development;
- I) bring the poor to the awareness of their rights towards a free and dignified future;
- L) walk with the poor with kindness, fostering trust, courage and hope;
- M) face situations of disaster, malnutrition and sanitation deficiencies that threaten the survival of populations, implementing interventions in rescue missions handing over goods, equipment and foodstuffs and in granting of funding on a bilateral basis;
- N) discuss with civil authorities, the ministries concerned, with local authorities and public bodies to achieve the statutory goals;
- O) promote the study and the realization of projects of development and enculturation for development;
- P) promote peace and solidarity among all peoples of the earth, trying to reduce the gap between the rich and the poor;
- Q) cherish a sense of respect for the created beings and balance in the management of natural resources;
- R) encourage inter-religious dialogue in the field of justice and conviviality;
- S) promote and pursue the training, selection and use of volunteers working within the association aimed at a "non-governmental organ", both nationally and internationally, according to the law 26 February 1987 no. 49;
- T) promote, propagate and carry out recreational and sports initiatives as a social means for the formation and education of disabled/or disadvantaged youth;
- U) exercise publishing activities in the pursuance of the above mentioned social objectives;
- V) promote initiatives for research and experimentation within the nations, of communication systems for the deaf;

For this purpose, "**OPEN TO MERCY - BLESSED MARIJA PETKOVIĆ - ONLUS**" will operate so as to promote, support and to manage social and/or preventive healthcare, therapeutic and/or rehabilitative works, organizing social and health care services and in consultation with the person, collaborating also with public and private, national and international organizations;

The Association is regulated and governed by the present Statute, shall act within the limits of the Civil Code, the laws of the State and regional, provincial and municipal regulations that regulate the activity of associations and voluntary services, and the general principles of Italian and European regulations.

## **ARTICLE 5 - MEMBERS**

Individuals, legal entities and Associations can be members of the association, with or without legal personality, that share the same purposes.

The members of the association are distinguished themselves as founders, ordinary members, associate members, supporters and honorary members.

The founders are those resulting in the Constitutive Act: The ordinary member is a qualification reserved for religious men and women, and are admitted to the association by way of a simple membership application.

The founders and ordinary members are exempt from contributions.

The associate members can be natural or legal persons, entities or associations that they make a request to be admitted by the Directors' Board. These associate members must pay an annual membership fee established by the Board of Directors, by the end of April each year.

The supporters are those who contribute tangibly to the development of the association.

The charges shall be decided by the Council, on proposal of the President, for the particular valuable work carried out and expressly excluding the temporary nature of participation in the association.

The members have equal rights, and all the associated members who reached adult status have the right to vote for the approval and for changes on the Statute of the Association and elect the board of directors with the voting procedure laid down in Article 8.

The members are required to comply with all the rules governing the functioning and operation of the association.

The membership is lost due to death or extinction of the membership, resignation, as well as for exclusion as a result of both major defaults to statutory and associative requirements, i.e. the behaviour of the member incompatible with the purposes of the Association.

The exclusion is approved by the Board of Directors.

## **ARTICLE 6 - FINANCIAL RESOURCES AND MEANS**

To achieve its aims, the Association:

- shall raise funds through informative and awareness campaigns of citizens, or by organizing exhibitions, events and other forms of direct or indirect advertising;
- shall be able to join other associations that have same or similar objectives;
- can receive donations, legacies, furniture, real property; may acquire and/or dispose of furniture and real property.

It is not allowed for the Association to engage in activities other than those institutional mentioned in the previous articles.

The Association may, however, carry out activities directly related to institutional, or integral or related to the same, to the extent permitted by the Legislative Decree of 4 December 1997 no. 460 and subsequent amendments and additions.

## **ARTICLE 7 - THE INTEGRAL ORGANS OF THE ASSOCIATION**

Organs of the Association are:

- The Assembly of members
- The Board of Directors
- The President
- The Secretary
- The Board of Auditors.

The Office of the President of the Association is the exclusive prerogative of the Congregation of the "Daughters of Mercy of the TOR of Saint Francis" and it is up to this Congregation to have the majority of the members of the Board of Directors.

All the offices are elective and gratuitous.

## **ARTICLE 8 - ASSEMBLY**

Members form the assembly.

Assembly is summoned by the President. For the validity of its constitution and its resolutions at the first convocation at least half of the members must be present or represented and decisions are taken by the majority of votes.

To change the constitutive act or the Statute, the presence of at least three fourths of the members is required and the favourable vote of the majority of those present.

In the case of a second convocation, the Assembly will be valid whatever may be the number of members or votes and decides always with a simple majority.

The Assembly will meet at least once a year, by 30 April, to approve the final budget; it belongs to the duty of the assembly:

- the approval of the balance sheet and possible budget forecast;
- the appointment of members of the Board of Directors with the terms of art. 9 and to the determination of the number of its components;
- the appointment of the members of the Board of Auditors;
- the approval and modification of the Statute and regulations;
- the dissolution of the Association;
- any other matter that the Board of Directors wish to submit.

The meeting shall be convened by notice stating the date, place and time for the first and second convocation, and the list of matters to be discussed, sent to each member at least eight days before the date set for the meeting by e-mail or by publication of the convocation within the same period on the association's website.

Each member may be represented by another member. However, no member may represent more than three other members. Each member is entitled to one vote.

## **ARTICLE 9 - BOARD OF DIRECTORS**

The Association is governed by a Board of Directors which shall remain in office for three years and may be reappointed, composed of councillors elected by the General Assembly with the following conditions.

The election of the councillors takes place on the principle of single vote, per capita, ref. art. 2538, 2nd paragraph of the Civil Code.

Their number varies from five to ten, according to the decisions of the Assembly.

Ordinary members and supporting members are represented on the Board by category and have the authority to elect their advisers with a maximum of one for each of these categories, if the Board consists of five members; or two if the Board is composed of ten members.

Each category (i.e. founder-members, ordinary members, associate members, supporters) separately elect their own representatives in the manner described above, while the honorary members who may be co-opted to the board by the President with all powers, they do not vote in the meetings according to article 5, but have the option of listening and speech.

The Board of Directors shall elect a President and possibly a Vice - President and a Secretary.

If, during the term, one or more members would miss in the Board of Directors, the Board of Directors co-opt other members to replace the missing members, the co-opted members shall remain in office until the next assembly, which will confirm them in office until the expiry of the Board of Directors who has co-opted them.

All the powers of ordinary and extraordinary administration relating to the management of the association are vested in the Board of Directors except those which are reserved by the law or the statutes to the Assembly. The Board of Directors provide drafting of eventual estimated budget and the final budget and submit them to the Assembly for approval. It determines membership fees and decides the procedures for the procurement of the necessary funds for the ordinary and extraordinary expenses of management.

No compensation of any kind is given to the members of the Board of Directors for the administration tasks carried out in favour of the association, except for the reimbursement of any cost of living.

The Executive Board have the power to appoint consultants, scientific advisers and any other bodies that it deems useful for the association's activities, establishing related duties, possible means and anything else necessary to carry out the assigned role.

The Board of Directors, by resolution taken with favourable vote of the majority of the members, may also delegate part of its powers to one or more members of the Board.

The Board of Directors may compile a regulation, which must be submitted to the Assembly for its approval, to discipline and organize the activity of the association. The Council is convened whenever it is deemed necessary, at the request of the President or of two Directors at least once every 4 (four) months.

The meeting can be held in several places connected by means of telecommunication to the following conditions noted in the minutes:

- a) that it is allowed to the President to identify the participants, to regulate the proceedings of the meeting, determine and announce the results of the vote;
- b) that it is allowed to the participants present to follow and intervene in real time in the discussions of the topics as well as to view, to receive and to transmit documents.

Once these conditions are verified, the meeting is deemed to have held in the presence of the president and where the secretary of the meeting is also present.

The Board of Directors shall also be convened by the President or in his absence by the Vice-President, or a third one of its members.

The Board shall be convened at least ten days before the meeting, by notice sent by e-mail with the date, place and time, as well as the list of matters to be discussed.

Board meetings are validly constituted when attended by the majority of its members. The Board's resolutions are adopted by the affirmative vote of the majority of those present and the same must be appeared in the minutes of the meeting, signed by the President and by the Secretary.

#### **ARTICLE 10 - PRESIDENT**

The President is the legal representative of the Association before third parties and in legal proceedings and he shall implement the decisions of the Board and shall convene and chair the Governing Council and the General Meeting of the members.

The President is elected by the Board of Directors and remain in charge for three years and could be re-elected.

#### **ARTICLE 11 - SECRETARY**

The Secretary is designated from among the members of the Board of Directors on the instructions of the President:

He assists the President and has the following tasks:

- a) ensure the maintenance and the updating of the register of members;
- b) arrange mail processing;
- c) be responsible for the preparation and keeping the minutes of meetings of the Association: assembly of the members, the Governing Council, the arbitration panel and the college of auditors;
- d) establish the pattern of the draft budget and the final accounts, which it submits to the Governing Council in due time;
- e) ensure the keeping of records and accounts of the Association, as well as the preservation of relevant documentation, with the names of distributing subjects;
- f) ensure the collection of revenue and the payment of expenses in accordance with the decisions of the Governing Council.

#### **ARTICLE 12 - BOARD OF AUDITORS**

As required by law or by the will of the ordinary members, a board of auditors is appointed to monitor in compliance with the principles of sound administration and the suitability of the

administrative and accounting structure adopted by the Association and its concrete functioning; it also exercises control over the accounts of the Association.

The ordinary general meeting elects the board of auditors, consisting of three members and two alternates, nominated by the President and he determines the annual remuneration of the auditors for the entire term of their office.

The members of the Board of Auditors shall be chosen from among the individuals in art. 2409 bis - 3rd paragraph of the Civil Code.

The meetings of the Board of Auditors are held with the mode indicated by this Constitution for the meetings of the Governing Council.

The auditors remain in charge for three tenures and the third tenure expires on the date of the Assembly meeting convened to approve the financial statements for the third tenure in office.

The termination of the duty of the auditors on expiry of the term has effect from the time when the Board has been reconstituted.

In the case of the Board of Auditors, where in this statute there is no discipline expressed on the subject, the rules laid down in articles. 2397 and the following articles of the Civil Code in so far as compatible with it, are applicable.

### **ARTICLE 13 - ASSETS**

The assets of the Association consist of:

- Funds of the registration fees;
- Property and real estate received by the Association in any capacity;
- Any reserve funds with the budget surplus.

The revenue of the Association consists of:

- Annual membership fees;
- Contributions from private, State and other organizations or public institutions, also with reference to specific or sectoral initiatives
- From reimbursements from Conventions;
- Earnings from business activities and marginal manufacturing;
- Any grants, donations and bequests;
- Any other income that contributes to increase the social assets.

The shares and membership fees are not transferable except for transfers due to death and are not re-valued, they cannot be divided or recovered in the case of withdrawal or loss of membership.

### **ARTICLE 14 - FINANCIAL YEAR**

The financial year ends on 31 (thirty-first) December each year. The Board of Directors draws up the Final budget or financial statement to be approved by the Ordinary assembly within the period of four months following its closure of social running. The budget must be deposited in a copy at the office of the Association during the fifteen (15) days preceding the meeting and until it will be approved. It is accessible to the members.

And it is forbidden for the Association to distribute even indirectly profits and surplus funds, reserves or capital during the life of the organization unless the use or distribution is imposed by law or made in favour of other non-profit organization that by law, statute or regulation pursues the same institutional purposes. And it is mandatory to use profits or surpluses for the realization of social institutional activities directly connected to them.

### **ARTICLE 15 - DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION**

The dissolution of the Association is approved by the General Assembly with the favourable vote of at least 3/4 (three fourth) of the members.

The Assembly that dissolves the Association and appoints the liquidators will establish the criteria in principle for the assignment of the remaining assets. The liquidators, after considering the recommendations of the meeting and after listening the inspection body of which art. 3, paragraph 190, of the Law of 23 December 1996 no. 662, will choose the non-profit organization of social utility or public utility operating in the same or similar field to which to transfer any remaining assets, unless other destination set by law.

#### **ARTICLE 16 - ARBITRATION CLAUSE**

Any dispute which may arise among the members or between members and the Association or its organs, as a consequence of associational relationships and of this Statute - except those which by law cannot be matter of arbitration agreement - will be decided by an arbitrator to be appointed by mutual agreement between the contending parties.

Lacking the unanimous consent for the nomination of a single arbitrator, an arbitration panel of three members is formed, one to be appointed by each party (if the contending parties are two) and the third as President, the mutual agreement between the first two nominated or, failing agreement within twenty days from the second appointment, by the Mother Superior General pro tempore of the Religious Congregation of the Daughters of Mercy of the TOR of St. Francis, remaining in favour of the more diligent.

Mother Superior General pro tempore is also competent to appoint the arbitrator on behalf of the party who has not done so within twenty days of receipt of the request for arbitration made to her by the other party by means of a notified document or by registered mail with return receipt, containing the appointment of the arbitrator of the requesting party.

If the contending parties are more than two and lack unanimous consent to the appointment of the single arbitrator, he shall be appointed by the Mother Superior General pro tempore of the Congregation of the Daughters of Mercy of the TOR of St. Francis, remaining of the side of the more diligent.

The arbitration will be held in the municipality where the head office of the Association is located. The sole arbitrator and the arbitral panel must decide ritually and according to the rules of law.

The costs of arbitration shall be borne by the failing party, unless otherwise decided by the sole arbitrator or by the arbitral panel.

#### **ARTICLE 17 - RULE OF CLOSURE**

For all matters not covered by this Statute, reference is made to the rules of the Civil Code and laws on the subject.

Signed M. Vesna Barbarić

Carlo Federico Tuccari, Notary