

Annex "A" to No. 8139 in the Records

STATUTES

of the association "TERRA NUOVA - CENTRO PER IL VOLONTARIATO"

Article 1

The Association called "TERRA NUOVA - CENTRO PER IL VOLONTARIATO", based in Rome, is hereby incorporated.

The Association shall adopt the denomination "Non-Profit Making Organization of Social Utility (ONLUS)", and exclusively pursues goals concerning social solidarity in the field of international cooperation and solidarity; it shall be bound to not carry out activities other than those described in these Statutes.

Article 2

The duration of the Association has been established as until 31 December 2050 unless expressly or tacitly extended.

Article 3

The Association is a voluntary organization incorporated to promote and organize initiatives of a training, informative and technical nature in the framework of socio-economic development programmes both in Italy and abroad. Specifically, it is involved in activities aimed at younger people who intend to carry out technical, professional and social promotion work in such programmes in the long-term.

To this end, it organizes training courses for volunteers, in which younger people who intend to carry out civil service work rather than military service participate.

The Association gives particular importance to such training activities destined to provide further qualification, and specifically the work done by Italian volunteers. It considers a serious preparation of its volunteer personnel which enables them to have an adequate knowledge and awareness of the reality of the underdeveloped world as being vital, and also increasing the motivation, needs and purpose of volunteer work and fully valorising their attitude and professional skills during the course of their volunteer experiences.

Furthermore, it intends to conclude these courses with a phase of preparation in the country of destination, in agreement with local volunteer organizations or others involved in regional or national development programmes.

#### Article 4

The Association is involved in the planning and management of intervention projects, deals with sending volunteers and collaborates in their valid insertion in such projects and assists them in dealing with their contractual commitments and other promotional activities.

The following criteria are adopted in assessing and carrying out intervention projects:

a) on participation: the Association intends to commit itself so that each project is planned and carried out as far as possible in agreement with the local population and enables those present on location to work in collaboration with the volunteers involved and gradually assume the management responsibilities for common work;

b) for immediate promotional utility: the Association does not consider as pertinent those projects which are not directly and immediately destined for the development of the local community or which involve profit-making ends or the individual interests of privileged groups;

c) on coordination: it intends to ensure the allocation of its own initiatives in the scope of any eventual regional plans for human promotion.

#### Article 5

The Association intends to operate, in any event, in the spirit of the "Universal Charter of Voluntary Service", which defines voluntaries as "men and women who give up their everyday jobs in order to use their knowledge and skills in the framework of a joint effort, to the benefit of those populations who live in regions that are in need of economic and social aid. In their everyday work, in their conduct and in their reciprocal relations, they are guided by the principle of equality and the right that each individual has to their dignity and respect.

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The work that they carry out in harmony with these guiding principles constitutes voluntary service."

Article 5-bis

In the context of that established in the preceding articles, the institutional finalities of the Association shall include the promotion and realization, also in collaboration with other organizations or bodies, of the following activities, in Italy and abroad:

- a) projects, programmes and activities involving development cooperation;
- b) projects, programmes and activities for the protection of the environment;
- c) emergency programmes in favour of populations affected by natural disasters or caused by human intervention;
- d) courses and other training or refresher initiatives aimed at operators in countries in the South and North, teachers and educators and other individuals involved in the field of development and the fight against exclusion;
- e) initiatives for information, communication and development education, and also activities aimed at promoting the cultures and values of international solidarity and cooperation with public and private institutions and the law making and regulatory authorities at a national and international level;
- f) initiatives in support of development on a local basis, thereby including all of those which are included in the scope

of equal and joint trading and fiduciary credit for local organizations;

g) studies, research, meetings and seminars on development and the fight against exclusion;

h) activities aimed at promoting and favouring, in all possible forms, relations, interchanges, comparisons, collaborations, networks and consortiums, among the forms organized by civil society in the North and South;

i) activities for the observation, information and defence of human, social and cultural rights and the rights of people in general;

l) initiatives for the collection of funds, also through trade activities, the use of which is destined exclusively for the institutional activities listed above".

#### Article 6

The Association does not set itself any profit-making goals and undertakes to act in service of all those who, with valid reasons and attitudes, intend to carry out - in the framework of a democratic and anti-imperialist viewpoint - one of the activities described above without discriminating in terms of gender or ideology.

The Association does not distribute profits and management surpluses (not even indirectly) and is bound to use any eventual profits and management surpluses for the realization of its own institutional activities.

Article 7

In addition to training courses, the Association also promotes initiatives aimed at increasing awareness in terms of the Italian view, especially that of youngsters, on underdevelopment problems. It organizes conferences, meetings and debates. It deals with the publication of books, articles and documents. It collects in its own offices wide ranging documentation that is systematically updated. Lastly, it promotes all those other activities that are deemed to be opportune as a contribution towards Italian and foreign development programmes. Furthermore, it actively promotes operating agreements with other organizations of voluntary and development workers which are in agreement, in substance, with the objectives and spirit described above.

Article 8

The founding members of "Terra Nuova" are those who were involved in its incorporation.

Those who are involved in the training courses organized by the Association and are bound to provide voluntary service, and also all those who share the objectives and methods of the Association, collaborating in their implementation, can also request to be admitted as members. Their admission is deliberated on by the Board of Directors.

The qualification of member is lost by written renouncement by the interested party, sent to the Board of Directors, or

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following deliberation by the Board of Directors, which may be adopted after two years of failure to pay the association subscription fee, following written notification to the non-fulfilling partner, or due to serious breaches of the statutory obligations with written motivation by the Board of Directors to be sent to the interested party. In this latter circumstance, the interested party may appeal to the members' meeting, which may accept or reject the expulsion measure.

Article 9

The bodies of the Association are:

- a) the Members' Meeting;
- b) the Board of Directors;
- c) the Chairman of the Board of Directors.

None of these offices are remunerated.

Article 10

The Members' Meeting is constituted by all the members and its deliberations are binding to all members, even if absent or dissenting.

The convening of the Members' Meeting in Rome or elsewhere is made by written notification to be sent to each of the members not less than fifteen days in advance, at least once a year or whenever the Chairman of the Board of Directors deems it opportune or again whenever request is made by at least one-third of the members.

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Members may be represented in the Members' Meeting by other members, including members of the Board of Directors, except, in the latter case, for the approval of the financial statements.

The Members' Meeting is chaired by the Chairman of the Board of Directors, or in their absence by the person designated from time to time by those present.

The Chairman of the Members' Meeting appoints a Secretary, not necessarily a member.

The Chairman of the Members' Meeting shall ascertain the regularity of proxies and the right to intervene in the meeting.

The Members' Meeting approves the financial statements, appoints the members of the Board of Directors, decides upon amendments to the articles of association and Statutes and anything else submitted for consideration by the Board of Directors or due to it by the law or the statutes.

The ordinary and extraordinary Members' Meeting is validly constituted with the presence, in person or by proxy, of half plus one of the members with voting rights and decides on the basis of the majority vote of those present. However, on second call, the meeting is validly constituted whatever the number in attendance and decides on the basis of a simple majority on the items on the agenda, except in the cases of which in the following paragraph.



For decisions on the amendments to be made to the statutes and the dissolution or receivership of the Organization, the presence in person or by proxy of at least two-thirds of the members is indispensable. On second call, the presence of one-third of the members is sufficient on condition that there are at least two months between first and second call and that the proposed amendment or dissolution is sent to all the members with at least one month's notice, by written notification with proof of receipt.

#### Article 11

The Board of Directors is composed of five members elected by majority by the initial Members' Meeting during the incorporation of the Association and then by subsequent Members' meetings. Their term of office is for the duration established on their appointment and they may be re-elected. Should a Board member resign or die, the Board shall replace them by co-opting.

Board meetings are convened at the headquarters or elsewhere whenever the Chairman deems it necessary or whenever requested by one of the members. Meetings are convened in writing at least three days prior to the date established for the meeting; however, the meeting shall only be valid if all the Board members in office are in attendance. Board meetings are chaired by the Chairman, or by the most senior by age of the members in attendance in case of the absence of the former.

In order for the decisions of the Board to be valid, the effective attendance of the majority of its members and the favourable vote of the majority of those in attendance is required; in the case of parity, the chair of the meeting shall have the casting vote.

The Board is invested with the widest ranging powers for the ordinary and extraordinary management of the Association. Among other matters, it prepares the draft and final financial statements, decides upon bank and financial operations, claims, receives and issues receipt for credit payments, mandates and contributions and in any event carries out all the useful and necessary operations, without limitation, except for those expressly reserved for the Members Meeting by the Statutes and the law, with the right to delegate part of its powers to the Chairman or one or more members by individual signature or by joint signature with the others.

#### Article 12

The Chairman of the Board of Directors is appointed by the members of the Board initially during the incorporation of the Association and then during subsequent Board meetings. Their term of office is for the duration established on their appointment and they may be re-elected. The Chairman is the legal representative of the Association before third parties and in legal and administrative proceedings. In cases of urgency, he/she may exercise the powers of the Board after

ratification by the latter. The Chairman may appoint special attorneys for individual deeds and categories of deeds.

Should the Chairman be absent or indisposed, the most senior by age of the other members shall represent the Association.

#### Article 13

The equity of the Association is constituted by contributions from the members, contributions from volunteers involved in some "Terra Nuova" initiatives, contributions from administrations and moral associations, any gifts or donations and any other income allowed by the law and accepted by the Association.

#### Article 14

The business year of the Association runs from 1 January to 31 December each year.

At the end of each year, the final financial statements and the forecast one for the following year are drafted by the Board of Directors and submitted for approval by the Members' Meeting.

#### Article 15

The dissolution of the Association even before the end of its legal duration must be ascertained and deliberated by the Members' Meeting, which may appoint one or more receivers, determining their powers, who shall decide as regards the devolution of the equity of the Association.

In any event, the equity of the Organization must be devolved to another non-profit making organization of social utility, or

in any case for purposes included in the institutional scopes  
of the Association.

Signed: Allegra MORELLI

Signed: Dr. Vincenzo BERTONE Notary

*NOTE: Notary seals and signatures on the back of each page of  
the original document.*

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Roma, 06/02/2015

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Rome, 06/02/2015



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