

STATUTE OF THE ASSOCIATION – CeLIM Milano ITALY

Article 1 - Constitution

The association “Centro Laici Italiani per le Missioni” Ce.L.I.M., is a Non-Government Organization of International Cooperation, officially recognized by law n. 125 of 2014, and therefore a Non Lucrative Organization with a Social Utility, by law n. 460 of 1997.

The association is to utilize the acronym “ONLUS”, which stands for “Non Lucrative Organization with a Social Utility”, for any communication with the public.

The association “Centro Laici Italiani per le Missioni” Ce.L.I.M. has its legal office in Milan, Piazza Fontana n. 2, but it can establish operative offices wherever deemed to be necessary, in Italy or abroad.

Article 2 - Scope of the Association

The Association intends to pursue a concrete and effective action aimed to build an ethical and united humanity, a concrete action against poverty in the world as well as its major causes. Ce.L.I.M. Association, inspired by the evangelic tradition, intends to research and promote social, cultural, political, environmental and economic conditions for a complete self-realization of every human being, belonging to any religion, condition or race.

The Association pursues aims of international solidarity only. It deals with health and social assistance, education and training, empowerment, human rights and environment. It has no political aims and does not pursue any goal for the sake of gain.

Article 3 - Aims of the Association

Association's tasks are:

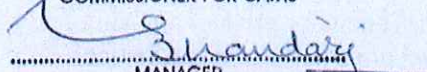
- the promotion of international voluntary service as an instrument for the instauration of a real cultural exchange with people and communities of Developing Countries;
- the realization, in these countries, of several activities of development and cooperation, aimed to reach objectives of social justice, economic improvement and human rights protection;
- according to these activities, sending professional and qualified people with strong motivation in international cooperation, together with voluntary spirit, who make efforts for improving the civil, cultural, economic, social and political development of Developing Countries;
- an active presence in Developing Countries, when necessary, to face emergency situations (famines, refugees, natural calamities) among the most vulnerable part of the population;
- education on development, multicultural realities and peace, realized by raising awareness of Developing Countries' cultures, information about the international affairs and relations between the North and the South of the world;
- education among children and teenagers to raise awareness of multicultural and ethical society;
- attention to the migration phenomenon and realization of activities that may involve foreign communities settled in our Country;
- the promotion of activities and studies on sustainable development in Italy and abroad.

The Association may not be involved in any other activity different from the listed, unless directly linked to them.

Article 4 - Instruments of the Association

For a complete achievement of associative aims, the Association may use useful instruments, according to the spirit of this Statute and to the law in force.

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Particularly, the Association may:

- Offer professional training for international volunteers and cooperants, who are to be sent to the required place, according to the project needs and in collaboration with local partners.
- Identify and realize development programs in Developing Countries, in collaboration with local partners, local population and the whole society.
- Activate and manage data centres, exhibitions, animation centres and multimedia activities.
- Create and manage sales activities of handicraft products and fair trade products.
- Promote sustainable businesses and join in managing, if necessary, also thanks to donations.
- Organize education activities aimed to underline the value of different cultures, to promote a cultural exchange, knowledge of other people and development issues, especially among schools and youth aggregation centres.
- Realize information activities addressed to public opinion and particularly to those sectors (teachers, educators, animators) which have a pedagogic role in the society.
- Perform any kind of press and editorial activities.
- Organize fair tourism travels to promote the knowledge of populations, according to a complete respect of their culture and environment.
- Organize fund raising activities, using suitable methods that ethically conform to this Statute.
- Create associations and networks with other Non-Government Organizations.
- Collaborate with other Associations, NGOs, as well as with voluntary groups, International Organizations, Public and Local Institutions, Universities, schools, enterprises, Dioceses, Clerical Organizations, Mission Institutes and privates.
- Perform all financial and economic activities, according to the spirit of this Statute.

The Association avails itself of the personal and voluntary service of its members.

Moreover, it can engage employees or avail itself of self-employment services, as required for its regular operation, to qualify and specialize its activities.

The association offices are given free of charge.

Article 5 - Members and Supporters

Any person sharing the spirit and aims of the Association may join it, independently from their sex, age (if adult of age), profession, citizenship, ethnic origin, political ideas.

Associative relationship is based on the following:

Members

Natural and legal persons (public or private) applying for, and clearly declaring to accept the provisions in this Statute.

It is their right/duty to:

- participate to the institutional activities of the Association;
- attend the Association Ordinary and Extraordinary Meetings with a right to vote;
- be engaged in institutional roles and tasks to support the achievement of social aims;
- pay the share on a regular basis.

Member acceptance is voted by the Management Board based on the majority of its members and it is ratified during the Ordinary Meeting by a majority vote.

Member termination occurs in the case of:

- express resignation request from the member itself;
- failure to pay the share for two consecutive years;
- serious and proved reasons evaluated and decided by the majority of the Management Board members, then ratified during the Ordinary Meeting by a majority vote (the member has the right to argument).

Supporters

Natural and legal persons (public or private) applying for, who intend to support the activities of the Association with personal or economical contributions.

Supporter acceptance is decided by the Management Board by the majority of its members.

Supporters:

- can participate to the institutional activities of the Association;
- can attend the Ordinary Meetings without a right to vote;

Supporter termination occurs in case of:

- express request from the supporter itself;
- serious and proved reasons evaluated and decided by the majority of the Management Board members,

Article 6 - Organs of the Association

The organs of the Association are:

- the Assembly
- the Management Board
- the President
- the Auditors' Committee

The association offices are given free of charge, apart from allowances.

Article 7 - Assembly

The Assembly is the main organ of the Association.

It may be ordinary or extraordinary.

Members and supporters can attend the Assembly, according to their powers as indicated in Article 5 of this Statute. Ordinary members have the right to vote according to the execution of the membership payment. The Assembly may be held anywhere in Italy. Following the decision of the Management Board, the president calls for it with a letter, fax or email communication date, time and place for the meeting. He/she may also include the agenda and make sure that the invitation is received at least eight days before the date of the Assembly and to receive a confirmation. Should the member be a legal person, he shall be represented by the Legal Representative or by a delegate who should be previously indicated. The delegate may not represent more than three members.

The Assembly is chaired by the President, or, in case of absence, by the Vice President. Would he/she be absent, the oldest member of the Management Board may chair the meeting. The President proves the validity of the call and of the votes. He/she undersigns the minute together with the Secretary.

The Ordinary Assembly:

- deliberates according to this Statute;
- meets every year to approve balances;
- approves the activity report and the relevant final balance, the year program of the Association and the relevant budget, both submitted by the Management Board;
- elects the Management Board and nominates the Auditors' Committee, if any;
- ratifies the admission or dismissal of members;
- ratifies the co-optation of the Management Board members.

On ordinary meeting and first convocation, deliberations are valid with the presence of at least 2/3 of members with a right to vote and with the vote in favour of at least 50% plus one of members with a right to vote. On second convocation, deliberations are valid with the vote in favour of 50% plus one of members with a right to vote, with no concern of their number.

The Extraordinary Assembly deliberates:

- modifications to the Statute;
- the dissolution of the Association;
- the dissolution and the liquidation of the Association;

- on any extraordinary matter submitted for approval by the President, the Management Board, the Auditors' Committee or at least 1/3 of the members.

The Extraordinary Assembly is convoked by the Management Board, the President, the Auditors' Committee or by 1/3 of members.

On extraordinary meeting, deliberations are valid with the presence of at least 2/3 of members on first convocation, and with the presence of at least 50% plus one of members and in any case with the vote in favour of 2/3 of members with a right to vote on second convocation.

Minutes of each meeting will be drawn up, and shall be signed by the President (or the Vice-President) and by the Secretary, then recorded in the special social book.

The decision of dissolution of the Association must be approved by the 3/4 of the members. During the deliberations of the budget approval the administrators are not allowed to vote.

Article 8 - Management Board

The Management Board is composed of 5 to 10 members, including the President. One member is designated by the Archbishop of Milan as his representative, the others are designed by the Assembly.

The members of the Management Board are in office for three years and can be re-elected.

The Management Board has functions of ordinary and extraordinary administration, except those concerning the Assembly, in particular:

- nomination of the President;
- nomination of the Vice-President and Treasurer;
- nomination of the Secretary, who may be chosen outside the Management Board;
- nomination of one or more directors, who may be chosen outside the Management Board;
- definition of budgets and final balances, of the activity report as well as the year program of activities, to be submitted to the Assembly;
- responsibility to execute the Assembly deliberations;
- taking the required measures for the good operation of the Association;
- admission of new members and supporters;
- removal of members and supporters for severe reasons;
- definition of the Association shares;
- constitution and dissolution of other Association's offices;
- acceptance of any donation;
- any proposal of modification to the Statute.

It is responsibility of the Management Board to keep the member book, the Assembly minutes book and the Management Board minutes book according to law.

The Management Board reserves to keep the account book according to article 25 of Legislative Decree n. 460 dated December 4th, 1997.

The Management Board meets every two months at the President convocation, or at the request of at least a third of its members. The convocation is to be sent at least five days before the meeting. The invitation should indicate date, time, place and agenda of the meeting. In case of urgency, the invitation may be sent via fax or email only 48 hours before the meeting.

The Board is presided by the President or by the Vice-President, when necessary.

The Board is valid with the presence of the simple majority of members.

Deliberations shall be taken by plurality, at a parity of votes, the President vote prevails.

In case of termination of a member, for any reason, the Management Board will provide for the replacement by co-optation. The co-opted member, who cannot be more than one and shall be ratified by the next Assembly, is in office till the end of the three-year period during which the Management Board is in charge.

Minutes of each meeting will be drawn up by the Secretary, and shall be signed by the President and by the Secretary, then recorded in the special social book.

It is possible for the Management Board to organize a meeting in different locations at the same time, using audio/video means to communicate. In this case, it is important that each participant is treated equally. It is also necessary that:

- the President is allowed to intervene to the discussion, to check the legitimacy and equity of the interventions, note and proclaim the results of the voting;
- the Secretary is able to understand and draw up the minutes of the meeting;
- all the participants are able to take part in the discussion and vote according to the agenda;
- the place of the meeting and the place where audio/video means are located are indicated in the invitation.

Article 9 - The President

The President is nominated by the Management Board, in case he/she is not elected by the Assembly. His/her office lasts three years and he/she can be re-elected. The President of the Association is the Legal Representative of the same and has the social signature. He/she oversees that the rules of the Association are observed and provides for the execution of the Management Board deliberations.

In case of urgency, the President undertakes the provisions that are considered to be necessary. The Management Board would be informed and share the decision within 30 days after the implementation of the provisions. He/she exercises the power given by the Administration Board following the law determining the limitations of the role.

He/she convokes and presides the member Meetings and the Management Board of the Association. He/she can delegate the Vice-President as Legal Representative of the Association for specific cases or issues.

He/she can appoint other persons for the realization of the Statute aims and Association activities.

Article 10 - The Treasurer

The Treasurer is nominated by the Management Board among its members.

He/she supervises the administrative and financial management. He/she prepares balances and verifies payments and collections. The Treasurer oversees the contract management with employees and collaborators of the Association, as per instructions of the Management Board.

Article 11 - The Secretary

The Secretary is nominated by the Management Board also outside its members.

He/she attends the Assembly and Management Board meetings, draws up minutes and keeps the documents of the Association.

Article 12 - Auditors' Committee

It may be composed of three effective members nominated by the Assembly among persons not necessarily belonging to the Association. It will be in office for three years and the members are re-electable. The Auditors' Committee:

- supervises the economic and financial management of the Association;
- comments on the budget proposed by the Management Board.

It may participate to the Assembly's and Management Board's meetings without a right to vote.

The final balance report might be edited by a revision society chosen by the Management Board.

Article 13 - Social patrimony

The patrimony of the Association consists of:

- the associative shares,
- movables and immovables received or purchased during the Association's existence,
- ordinary and extraordinary donations,

- grants and contributions from the State or any public associations,
- grants and contributions from private,
- grants and contributions from international institutions,
- income generated by the activity.

The associative share is set by the Management Board. The share is related to the solar year, starting from the first day of affiliation to the 31st December.

Article 14 - Financial year

The financial year starts on January 1st and terminates on December 31st of the same year. After the closing of the year and within four months the Management Board presents the financial balance sheet of the last year and the prevision for the year coming. The balance sheet is written with careful prudence to observe the rules given by the Ordine dei Dottori Commercialisti, making the economic, financial and patrimonial situation transparent. The balance sheets must be in the Association's office 15 days before the Assembly, available for all the members to consult. During the Association life, no distribution of profits or surplus, nor funds, reserves or capital, even in an indirect way, is allowed. All earnings must be employed for the realization of institutional activities and directly related activities.

Article 15 - Liquidation and dissolution

The dissolution of the Association may be decided by the Assembly (more than 3/4 members favourable), which would nominate one or more liquidators, preferably among the members. In case of liquidation and dissolution, the Association patrimony will be allocated to other associations having similar aims and activities, if there is no provision to the contrary and according to art. 3 of the law n. 662 of the 23rd December 1996.

Article 16 - Reference provisions

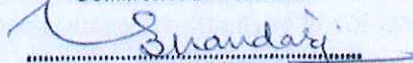
As to what not provided in this Statute, the provisions in force will apply.

Milan, 16th April 2016

F.to: ANDREA PIERANGELO CAMPOLEONI

F.to: GUIDO PEREGALLI

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