

STATUTE OF Volontari nel Mondo RTM TSE*

* the present Statute, approved as per Minutes of the Extraordinary Assembly of shareholders on 18/06/2019, is the reformulation of the one dating back to 1973 (and subsequent modifications) to comply with the obligations of the Legislative Decree 117/2017.

DENOMINATION

Art. 1) - Pursuant to the Civil Code, by Legislative Decree 3 July 2017 n. 117 and subsequent amendments and additions, a non-profit association is constituted and denominated "Volontari nel Mondo RTM" ("Volunteers in the World RTM"), abbreviated as "RTM".

The Association, as per Article 89, paragraph 9 of the aforementioned decree, is registered in the Single National Register of the Third Sector (RUNTS). Via the registration, the name of the Association will be automatically integrated by the acronym TSE.

HEADQUARTERS

Art. 2) - The Association is based in Reggio Emilia, Via San Girolamo n. 24.

Any transfer of the registered office within the same municipality may be decided by resolution of the Board of Directors, submitted to the approval of the ordinary or extraordinary Assembly, and does not constitute statutory modification.

Secondary or operating offices can be established both in Italy and abroad.

DURATION

Art. 3) - The Association has unlimited duration.

PURPOSE OF THE ASSOCIATION

Art. 4) - The Association is a non-profit organisation. It intends to pursue exclusively civic, solidarity, and social utility purposes and has as its main object the design and implementation of development cooperation and international solidarity activities, as per art. 5 of Legislative Decree 3 July 2017 n. 117. The following activities also fall within the Association's field of action:

- a) promotion and protection of human rights;
- b) information and education for development;
- c) dissemination of volunteering culture;
- d) promotion and implementation of activities for the safeguarding of creation;
- e) organisation of responsible tourism initiatives to promote its activities abroad;
- f) promotion of and support to fair trade.

The Association carries out its activity inspired by the values of the Christian-Catholic religion and, therefore, collaborates directly with the Diocese of Reggio Emilia – Guastalla, Diocesan Missionary Centre in the first place¹.

To pursue its institutional goals, the Association intends to:

- a) promote solidarity and international cooperation with populations in struggling countries and/or populations deemed to be in difficulty (from now on, "populations/host countries");
- b) recruit, train, and deploy volunteers and/or professionals to host countries;
- c) study, design, and implement national and international cooperation and solidarity projects.

The following activities are to be regarded as connected:

- a) activating a network of collaborations and entering into agreements with public or private bodies operating in the same sector;
- b) purchasing and sending to target countries materials for the implementation of

¹ Compagnia del SS. Sacramento – Caritas Reggiana – Diocesan Missions

solidarity or social utility activities;

- c) organising fundraising activities to be developed through events and initiatives aimed at co-financing international cooperation projects and promote the Association's activity;
- d) any other activity consistent with those listed above and, always in compliance with the relevant legislation, any contractual act or operation necessary or useful for the direct or indirect realisation of the Association's institutional purposes.

In view of the Association's fundamental values, activities may include:

- a) hosting and assisting migrants;
- b) redeveloping assets confiscated from the mafia.

Finally, the Association may carry out activities other than those of general interest, but instrumental to them, according to the provisions of the current legislation of the third sector.

Art. 5) Qualifying elements of the Association's actions include:

- a) the prevalent use of international volunteering;
- b) close support to volunteers and professionals to foster their adequate inclusion in local communities;
- c) focus on team work and team life;
- d) partnership with civil society actors as well as institutions of host countries;
- e) participation of local communities to pursue the effectiveness and sustainability of the initiatives undertaken.

Art. 6) In order to ensure consistency with the Association's fundamental values, anyone working in the name of and on behalf of RTM commits to respecting the present Statute and the Association's Code of Ethics.

MEMBERS

Art. 7) – Members are those who have signed the charter and, sharing the aims of the Association, request admission to the Board of Directors and declare full knowledge and acceptance of the statutory rules and the obligations deriving from them, in particular as regards the payment of membership fees.

Admission is decided by the Board of Directors, and takes effect from the date of the decision. A rejection of the application must always be motivated and communicated in writing; the rejected applicant has the right to appeal against the provision.

Admission to the Association cannot be temporary.

Shares are non-transferable.

Art. 8) - Members are required to pay the membership fee, which will be fixed each year by the Board of Directors.

Annual membership fees must be paid within the deadline set by the Board of Directors. Failure to pay within this period will result in losing membership.

Honorary members can be exempted from paying the membership fee.

Art. 9) - Members have equal rights, including voting rights, and equal obligations towards the Association.

They must commit in the common interest to contributing to the attainment of the goals that the Association proposes, according to the norms of the present Statute and those of any regulations issued by the Board of Directors that members are obliged to comply with.

Art. 10) - Members must be listed in a special register kept by the Board of Directors.

Membership, in addition to death or resignation to be notified in writing to the Board of Directors, is lost by exclusion deliberated by the Board of Directors in the event of:

- a) cessation of participation in the Association's life, negligence in the execution of the tasks entrusted, or failure to pay the membership fee;
- b) violation of ethical or statutory norms;
- c) interdiction, incapacitation, or conviction of the member for common crimes in general, with the exception of those of negligent nature;
- d) conduct contrary to laws and public order.

The existence of one of such cases must be communicated to the interested party in writing.

Readmission can only be requested after the causes that determined it have ceased.

Resigning or excluded members cannot be returned their fees and cannot claim any rights to the assets of the Association.

The exclusion of members is decided by the Board of Directors. In any case, before proceeding with the exclusion, charges must be raised in writing to allow the right to reply. The member has the right to appeal against the exclusion measure within 15 days of its communication.

ASSETS

Art. 11) - The Association's assets consist of:

- a) contributions from members;
- b) contributions from individuals and companies;
- c) contributions from the State, public institutions or bodies aimed at supporting specific and documented activities or projects;
- d) contributions from international organisations;
- e) donations and testamentary bequests;
- f) reimbursements deriving from agreements;
- g) movable and immovable property which will become the property of the Association;
- h) funds deriving from any budget surplus.

Assets can be used exclusively for the solidarity purposes of the Association, that undertakes to do so in respect of the intended use established by the donors.

Direct or indirect distribution of profits and management surpluses is also prohibited.

ASSOCIATION BODIES

Art. 12) - The Association includes the following bodies:

- a) the Assembly of shareholders;
- b) the Board of Directors;
- c) the President;
- d) the Monitoring Body.

The bodies that accompany the Association's life include:

- a) the Spiritual Assistant;
- b) the Mission Representative.

ASSEMBLY

Art. 13) - The Assembly of shareholders is the sovereign body of the Association. All members who are registered at the time of the convocation and have paid the membership fee have the right/duty to participate in the Assembly, both ordinary and extraordinary.

Each member has the right to one vote as per art. 24 Legislative Decree 117/2017. Voting by proxy is allowed and each member can represent up to a maximum of three members.

Art. 14) - The Assembly must be convened by the Board of Directors at least once a year and has the following tasks:

- a) it appoints and dismisses members of the associative bodies;
- b) it appoints and revokes the person appointed to audit the accounts;
- c) it approves the financial statements;
- d) it decides on the responsibility of the members of the associative bodies and promotes accountability actions;
- e) it decides on the exclusion of members in the event of appeal by the excluded member;
- f) it deliberates on the rejection of applications for the admission of new members in the event of appeal by the rejected applicant;
- g) it approves any regulation of the Assembly proceedings;
- h) it establishes the guidelines for the annual activity;
- i) it allocates any management surpluses to institutional activities;
- j) it decides on other matters attributed by law, by the Association's charter, or by the Statute or proposed by the Board of Directors.

The assembly must also be convened whenever the Board of Directors deems it necessary or when a motivated request is made by at least one third of the members.

Art. 15) - Meetings are called with a notice containing the indication of the day, time, place of the meeting and the agenda, sent to each member by letter, fax, or e-mail, provided that the medium chosen ensures proof of its receipt by all members. The notice must be sent at least 15 days before the date set for the meeting.

The convening notice will also set the date for a possible second-call meeting, should the first be deserted.

Art. 16) - The ordinary Assembly is validly constituted on first call when half plus one of the members is present; on second call, whatever the number of members present.

In the resolutions approving the financial statements and in those concerning their responsibility, Directors must abstain from voting.

The resolutions of the ordinary Assembly are valid when approved by the majority of those present.

Art. 17) - The Assembly is chaired by the President or in his/her absence by the Vice President, assisted by the Secretary elected by the assembly. Minutes of the meetings are drawn up and signed by the President and the Secretary.

Art. 18) - The extraordinary Assembly deliberates on the modifications of the Statute, on the transformation, merger, or division and on the dissolution of the Association.

To change the Statute, a favourable vote of half plus one of members is required on first call; on the second call the presence, in person or by proxy, of at least half of the members and the favourable vote of the majority of those present, in person or by proxy.

If the quorum is not reached in the second call, it is possible to convene a third call, at least 15 days after the second call, in which the resolution on statutory changes will be valid regardless of the number of members present or represented as long as it is adopted unanimously.

In order to decide on the dissolution of the Association and the handover of assets, the favourable vote of at least three quarters of members is required.

Art. 19) - Voting in assemblies takes place by acclamation or show of hands. Ballot is open - excluding elections and votes concerning persons.

BOARD OF DIRECTORS

Art. 20) - The Association is governed and administered by a Board of Directors composed

of a minimum of three and a maximum of nine members, appointed by the Assembly; they remain in office for three financial years and may be re-elected.

The Board elects the President and the Vice President, who replaces the President in case of absence or impediment; it also appoints a Secretary and a Treasurer.

All members of the Board must possess the qualities of integrity and professionalism necessary for the performance of their duties and undertake to operate in accordance with the Association's Code of Ethics.

Art. 21) - Should one or more Board members become unavailable, the remaining ones will replace them and convene the Assembly as soon as possible. The Directors temporarily co-opted to replace the missing ones remain in office until the aforementioned Assembly, promptly convened, which will complete the administrative body, which will remain in office until its expiry.

Art. 22) - The office of Director is unpaid, except for possible reimbursement for the expenses incurred.

Art. 23) - The Board of Directors is convened by letter, fax, or e-mail, as long as the means chosen ensures proof of its receipt, to be sent at least eight days before the meeting or, in urgent cases, also by telegram to be sent at least twenty-four hours in advance, containing the date, time, place of the meeting and the agenda.

For the resolutions of the Board of Directors to be valid, the presence of at least half of the Directors is required and resolutions are taken by majority vote; in the event of a tie, the vote of the person chairing the meeting shall prevail.

The minutes of the deliberations of the Board of Directors are drawn up and signed by the President and the Secretary.

Art. 24) - Directors are obliged to attend board meetings.

If a Director does not attend three consecutive meetings without justified reason, he/she is considered as resigning.

Art. 25) - The Board of Directors meets whenever the President deems it necessary or when a third of its members request it.

The meetings of the Board of Directors are chaired by the President of the Association or, in his/her absence, by the Vice President.

Art. 26) - The Board of Directors is invested with the broadest powers for the ordinary and extraordinary management of the Association, including those to:

- a) ensure the achievement of the aims of the Association;
- b) convene assemblies;
- c) deliberate on the admission of new members and adopt the exclusion measures;
- d) draft and update the Code of Ethics which must be respected by all those who work in the name and on behalf of the organisation;
- e) draft the budget and the final balance pursuant to art. 13 D.lgs. 117/2017;
- f) draft the social budget if the legal requirements are met;
- g) issue regulations and rules for the organisation and functioning of the Association;
- h) buy and sell movable and immovable property; accept inheritance and legacies; determine the use of contributions, disbursements, and financial resources available to the Association;
- i) establish the amount of membership fees for each year;
- j) submit to the Assembly, after appropriate examination, proposals, reports, motions formulated by the associates and amendments to the Statute;
- k) deliberate on any question that is not expressly delegated by the present Statute to the Assembly or to other bodies;
- l) appoint honorary members.

Art. 27) - For a better functioning of the organisation, the Board of Directors can issue internal regulations.

The Board is also tasked with ratifying, in the first subsequent session, the measures of its competence adopted by the President for reasons of necessity or urgency.

The Board may delegate some of its functions to one or more of its members, including the President, jointly or separately, or to an Executive Committee composed of two or more directors.

The Board can also appoint directors and attorneys *ad negotia* for specific acts or categories of acts.

PRESIDENT

Art. 28) - The Board of Directors in its first meeting appoints the President.

The President legally represents the Association towards third parties and in court, is elected by the Board of Directors among its members, remains in office for the duration of the board that elected him/her and can be reconfirmed, even several times.

The President presides over the Assembly, convenes and presides over the meetings of the Board, manages the execution of the resolutions, and generally coordinates the Association's work.

In case of absence or impediment, his/her functions are carried out by the Vice President.

VICE PRESIDENT- SECRETARY - TREASURER

Art. 29) - The Vice President assists the President in all his/her functions and exercises his/her powers in case of absence or impediment.

The Treasurer: the Treasurer is responsible for keeping the Association's books as well as for managing the use of the assets according to the Board's directives.

The Secretary: the Secretary sends notices to convene the Assembly and the Board of Directors, draws up the minutes of assemblies and of Board meetings, keeps an updated list of members with their respective addresses, and carries out the functions entrusted to him/her by the Board of Directors or by the President.

MONITORING BODY

Art. 30) - It is appointed in the cases provided for by the Legislative Decree 117/2017. The Monitoring Body, if appointed:

- a) supervises compliance with the law, the Statute, and the principles of correct administration;
- b) supervises the adequacy of the organisational, administrative, and accounting structure and its actual functioning;
- c) monitors the observance of civic, solidarity, and social utility purposes;
- d) certifies that the social budget has been prepared in compliance with the law. The social budget acknowledges the results of the monitoring.

The members of the Monitoring Body can proceed at any time with inspection and control acts and, for this purpose, can ask administrators for news on the progress of social operations or on certain acts.

THE SPIRITUAL ASSISTANT

Art. 31) - Volontari nel Mondo RTM, as an Association inspired by the values of the Christian-Catholic religion, has a Spiritual Assistant, appointed in agreement with the Diocese of Reggio Emilia-Guastalla. The spiritual assistant can attend the meetings of the Board of Directors, without, however, the right to vote.

THE MISSION REPRESENTATIVE

Art. 32) - The Mission Representative, appointed in agreement with the Diocese of Reggio Emilia-Guastalla, carries out functions of connection and keeps the relationships with the diocesan missions in the countries where the Association operates.

The Mission Representative can attend the meetings of the Board of Directors, without, however, the right to vote.

BUDGET - PROFITS

Art. 33) - The financial year closes on the 31st (thirty-first) December of each year.

At the end of each year, the Board of Directors will proceed with the preparation of the budget to be presented for approval, together with the programme of the activities for the new year and the provisional budget of the expenses, to the Assembly to be convened under the terms established by law.

The draft budget, in the fifteen days preceding the meeting that approves it, and the budget, after its approval, must be kept at the headquarters of the Association at the disposal of the members who may wish to consult it and to request a copy.

Art. 34) - The Association is forbidden to distribute, including indirectly, profits and operating surpluses as well as funds, reserves, or capital during the life of the organisation, unless the destination or distribution is imposed by law or carried out in favour of other TSEs that by law, statute, or regulation form part of the same unitary structure.

The annual profits and management surpluses will be exclusively used for the realisation of the institutional activities or those directly connected to them.

TRANSPARENCY IN THE USE OF FUNDS

Art. 35) - In order to ensure maximum transparency on the use of funds allocated to activities, the annual certification of the final balance by an independent auditing company is a social obligation.

DISSOLUTION AND LIQUIDATION

Art. 36) - The Association is dissolved by resolution of the Assembly or due to inactivity of the Assembly for over two years.

The Assembly that decides the dissolution of the Association and the appointment of the liquidators will establish the general criteria for the devolution of the residual assets. In the event of dissolution of the Association, the residual assets are donated to other Third Sector Entities, subject to the positive opinion of the Regional Office of the Single National Register of the Third Sector (mandatory from the time this Office is established).

REFERRAL

Art. 37) - For matters not covered by this Statute, the provisions of Book I, Title II of the C.C. apply as well as those provided for by Legislative Decree 117/2017.