

STATUTE

punto.sud Foundation

Article 1 NAME & CENTRAL OFFICE

- 1.01 The foundation has the name “Fondazione punto.sud”, or “punto.sud” (hereafter also referred to as “Foundation”) and has been created out of the transformation of the association “punto.sud,” established in 1999, into a foundation.
- 1.02 The Foundation has its central office in Trento. Changes to the location of the central office, as long as it remains within the same municipality, do not require modifications to the statute.
- 1.03 The Foundation operates in Italy and abroad and may establish and shut down operative offices, secondary offices, detached sections, representations and any other type of local unit permissible by law in Italy and abroad.

Article 2 PURPOSE & ACTIVITIES

2.01 The Foundation is non profit and pursues the following aims: socially responsible development cooperation, human and social promotion, full realisation of fundamental human rights and satisfaction of basic needs, solidarity and intercultural exchange between populations and implementation and consolidation of endogenous development processes and economic, social and cultural growth of developing countries. The Foundation also aims to improve development cooperation activities and building a stronger organised civil society, working to promote synergies with international institutions, non governmental organisations, associations and foundations and other public and private entities in Italy and abroad. In pursuit of these aims, the Foundation operates in three distinct but synergetic contexts - international development, humanitarian emergencies and immigration phenomena - carrying out direct interventions and/or facilitating the transfer of information, practices, methodologies and know-how to the different actors in social and international cooperation.

2.02 In order to achieve its aims, the Foundation may do the following in an illustrative and non-exhaustive manner:

- i. carry out studies and research and design projects for the promotion and implementation of development cooperation and humanitarian emergency programmes with poor countries, developing countries, economic transition countries and all countries in which situations of serious need or states of emergency arise;
- ii. carry out studies and research and design projects for the promotion and implementation of programmes related to immigration phenomena, working both in immigrants' countries of origin and destination countries, with a focus on, but not limited to, co-development projects, interventions promoting integration of immigrants in Italy and projects aimed at promoting and supporting the protection of refugee rights.

- iii. promote and/or carry out any type of intervention or programme in the context of development cooperation, humanitarian emergency and immigration phenomena, including participation in programmes and interventions developed in collaboration with and/or exclusively by other organisations;
- iv. promote and/or carry out initiatives for development education and information on topics related to development, underdevelopment and immigration phenomena, particularly human rights, environmental protection, the right to water and the fight against all forms of racism, oppression and exclusion;
- v. carry out studies and research in three areas of activity: development cooperation, humanitarian aid and immigration processes;
- vi. carry out editorial activities including documentation and research, publication and diffusion of essays, brochures, books, texts, audiovisual material, multimedia material, sectoral manuals and all other material and/or cultural activities used for training/informational purposes for people working in the sector and/or contributing to sensitising/informing public opinion on institutional aims;
- vii. promote internships, masters programmes and all other training initiatives relevant to the institutional aims, including professional training, organised either autonomously or in collaboration with other organisations, in all offices considered appropriate, both in Italy and abroad, with the objective of training new operators in the sector and/or building their knowledge and promoting an approach to development cooperation, humanitarian and emergency aid and immigration processes based on professionalism and scientific foundations;
- viii. provide all forms of assistance and support to all individuals who, under different titles, work or intend to work in social and international cooperation;
- ix. carry out fundraising activities and allocate funds for projects and initiatives in the fields of social cooperation, international cooperation, humanitarian aid and immigration;
- x. adhere to and/or actively participate in organisations, coalitions, bodies, national and international federations, second tier associations, which have the same, similar and/or analogous aims and objectives.

2.03 The Foundation may stipulate agreements with public and private financing entities, international organisations, non governmental organisations, third sector associations and organisations, university and research institutes, public administrations, businesses and any other body, Italian or foreign, committed to or interested in getting involved in the fields of development cooperation, humanitarian emergencies and immigration.

Article 3 ASSETS

3.01 The Foundation's assets consist of the endowment indicated in the verbal from the May 15, 2008 extraordinary assembly.

3.02 The assets may be increased through contributions from members of the Foundation, acquired furniture and property, partnership shares, contributions and

subsidies from international organisations, governments and public and private bodies or institutions in order to achieve objectives in line with the Foundation's aims, as well as from self-financing, inheritances, bequests, legacies and donations for that purpose and from any other earnings permitted by law and intended, as per deliberation of the Board of Directors, to increase it.

3.03 It is up to the Board of Directors to decide how the assets will be invested.

3.04 The assets' income and all other earnings not intended to increase them will be used for carrying out institutional activities.

Article 4 MEMBERS OF THE FOUNDATION

4.01 The members of the Foundation include:

- the Founders;
- the Participants;
- the Sponsors.

Article 5 FOUNDERS

5.01 The Founders are those individuals indicated in the act of transformation.

5.02 Any public or private, Italian or foreign natural persons or entities, even if lacking legal status, can subsequently become Founders as long as they share the Foundation's aims and are voted in by at least two-thirds of the Board of Founders under the following conditions:

- (i) they are presented by at least two Founders;
- (ii) they contribute to the assets of the Foundation with a contribution equal to or greater than the amount determined by the Board of Founders.

5.03 The Board of Founders may, on proposal of the President and with unanimous deliberation, assign the role of founder, even without a contribution, to natural persons or entities considered particularly worthy for their social commitment or activities performed in support of the Foundation.

Article 6 PARTICIPANTS

6.01 Participants include public and private natural persons and juristic persons, as well as entities lacking legal status, that contribute to the life of the Foundation and the achievement of its objectives through significant financial contributions, provision of services (including professional) or donation of material or non-material goods.

6.02 A significant contribution is defined as any allocation of funds in support of the Foundation, equal to or greater than the amount established annually by the Board of Directors.

6.03 The title of Participant is conferred by the Board of Directors with a favourable vote from at least two-thirds of its members.

6.04 The title of Participant is valid for 3 (three) years following the last financial contribution or the last service provided in support of the Foundation.

Article 7 SPONSORS

7.01 Sponsors include public and private natural and juristic persons as well as entities lacking legal status, which contribute to the life of the Foundation and to the achievement of its objectives through financial contributions equal to or greater than the amount established annually by the Board of Directors.

7.02 The title of Supporter is deliberated by the Board of Directors with a favourable vote of at least two-thirds of its members.

7.03 The title of Supporter is valid for one year following the last contribution.

Article 8 EXCLUSION AND CANCELATION OF MEMBERSHIP

8.01 The Board of Founders decides, with a majority two-thirds vote, on the exclusion of Founders for reasons including but not limited to the following: failure to fulfil obligations and responsibilities defined in this statute, failure to fulfil the obligation to make the contributions foreseen in this statute or deliberated by bodies of the Foundation, repeated failure to participate in meetings of the Board of Founders, behaviour considered incompatible (even morally) with the membership in the Foundation. Juristic persons and entities will be automatically excluded if the entity is dissolved for any reason, goes bankrupt or is undergoing insolvency procedures.

8.02 The Board of Founders decides, with a majority two-thirds vote, on the exclusion of Participants and Supporters for reasons including but not limited to the following: failure to fulfil obligations and responsibilities defined in this Statute, failure to fulfil the obligation to make the contributions foreseen in this Statute or deliberated by bodies of the Foundation, assumption of responsibilities incompatible (even morally) with membership in the Foundation. Juristic persons and entities will be automatically excluded if the entity is dissolved for any reason, goes bankrupt or is undergoing insolvency procedures. It is up to the Board of Directors to assess such events.

8.03 Recourse against measures taken for exclusion from the Foundation is allowed before the competent Legal Authorities.

8.04 The Founders, Participants and Supporters may resign with at least six months notice, unless they have outstanding obligations.

8.05 Those who are excluded from or resign from the Foundation or cease involvement for any reason may not reclaim contributions nor claim rights to its assets.

Article 9 BODIES OF THE FOUNDATION

9.01 The bodies of the Foundation include the following:

- Board of Founders
- Board of Participants
- Committee of Sponsors
- Board of Directors
- President
- Vice President
- Auditor
- Director, if appointed

Article 10 BOARD OF FOUNDERS

10.01 The Board of Founders is made up of the Founders, including those who participated in the establishment of the Foundation and those who joined later.

10.02 The Board of Founders has the following powers in addition to those expressly laid out in this Statute:

- i. define the general direction of Foundation activities and evaluate the results achieved by the Foundation;
- ii. appoint and revoke members of the Board of Directors, after having first determined the its total number of members, in line with article 14;
- iii. appoint the President and the Vice President of the Foundation;
- iv. appoint the members of the Board of Auditors (or, alternatively, the sole Auditor) and determine their compensation;
- v. determine the compensation due to members of the Board of Directors, including those with specific duties;
- vi. propose appointment of a Director to the Board of Directors;
- vii. deliberate modifications to the Statute;
- viii. confer third parties with the title of Founder;
- ix. decide to dissolve the Foundation and on the transfer of its assets.

Article 11 CONVENING AND QUORUM OF MEETINGS OF THE Board OF FOUNDERS

11.01 The Board of Founders meets at least once a year. Whenever determined necessary, the President of the Foundation may also convene the Board of Founders or a representation of at least one-third of its members, indicating the matter to be discussed.

11.02 Meetings can be called using any form of communication, including electronic, for which there is a record of receipt. The communication must come from the President and be sent to each member at least eight days prior to the date of the assembly. The communication must include the date, time and place of the assembly, as well as the

agenda. The same communication may also include the date, time and place of a future assembly. In case of urgency, the meeting must be called using the same procedures with at least three days notice. Even if the above-mentioned procedures are not followed, the meeting is considered valid as long as all appointed members and the Auditor attend.

11.03 If unable to attend the meeting, members may through written authorisation appoint another member as delegate. Any one member may not act as delegate for more than two other members.

11.04 The assembly, presided by the President, is considered valid upon a first convening if at least a majority of the Founders attend, either in person or via delegates, whereas a second convening is considered valid no matter how many members attend. The second convening must be scheduled at least twenty-four hours after the first. Decisions are made by majority vote of those present, either in person or via delegates, except when differently stated in this Statute. For decisions concerning the approval of modifications to the Statute, dissolution of the Foundation and transfer of assets, a two-thirds favourable vote is required. All members have the right to vote. In the case of a tie, the President's vote prevails.

11.05 The Board can be convened even if participants are not physically present, via audio or videoconference. In this case, the meeting is considered to have taken place wherever the President and the secretary are present, with the procedures followed included in the minutes.

11.06 Minutes should be taken at meetings of the Board of Founders and should be signed by the President of the Foundation and the secretary of the assembly.

Article 12 BOARD OF PARTICIPANTS

12.01 The Board of Participants, if established, meets at least once annually. The meeting is presided by the President of the Foundation. Meetings can be called using any form of communication, including electronic, for which there is a record of receipt. The communication must come from the President and be sent to each member at least eight days prior to the date of the assembly. The communication must include the date, time and place of the assembly, as well as the agenda. The same communication may also include the date, time and place of a future assembly. In case of urgency, the meeting must be called using the same procedures with at least three days notice. Even if the above-mentioned procedures are not followed, the meeting is considered valid as long as all appointed members attend.

12.02 The Board of Participants is considered valid upon a first convening if at least a majority of the Participants attend, either in person or via delegates, whereas a second convening is considered valid no matter how many members attend. The second convening must be scheduled at least twenty-four hours after the first. There are no limits on passive delegation. Decisions are made by majority vote of those present. In the case of a tie, the President's vote prevails. The Board can be convened even if participants are not physically present, via audio or videoconference. In this case, the meeting is considered to have taken place wherever the President and the secretary are present, with the procedures followed included in the minutes.

12.03 The Board of Participants:

- (i) indicates at least three candidates to the Board of Founders, which will choose one or two of them as members of the Board of Directors, as laid out in Article 14.02
- (ii) may propose statutory modifications to the Board of Founders and express opinions on and non-binding proposals for Foundation activities and programmes. To this end, the President will present progress of activities and programmes for future initiatives at meetings.

Article 13 COMMITTEE OF SPONSORS

13.01 The Committee of Sponsors, if established, is presided by the President of the Foundation. Meetings are called by the President, who may establish internal rules for the organisation and operation of the Committee.

13.02 The Committee may express opinions and non-binding proposals for Foundation activities and programmes.

Article 14 BOARD OF DIRECTORS

14.01 The Foundation is administered by a Board of Directors, made up of five, seven or nine members, including the President of the Foundation, and determined by the Board of Founders.

14.02 Individuals outside of the Foundation may also be members of the Board of Directors. Members are appointed using the following procedures depending on the total number of members:

- (i) five members: four appointed exclusively by the Board of Founders, one appointed by the Board of Founders from among those nominated by the Board of Participants, if established.
- (ii) seven members: six appointed exclusively by the Board of Founders, one appointed by the Board of Founders from among those nominated by the Board of Participants, if established.
- (iii) nine members: seven appointed exclusively by the Board of Founders, two appointed by the Board of Founders from among those nominated by the Board of Participants, if established.

14.03 Where a Board of Participants has not been established or does not provide nominations, the Board of Directors will be nominated entirely by the Board of Founders.

14.04 Any board member who does not participate in three consecutive meetings, without a valid excuse, may be dismissed from the Board.

14.05 If one or more members of the Board should pass away, for any reason, during their term of appointment, the President, or in his/her absence, the eldest board member, advises the Board of Founders to find a substitute from within the Board of Founders within sixty days. The appointed board member will remain in office for the remainder of the current Board's term. If the Board of Founders does not provide a substitute within the above mentioned time limit, the substitute(s) will be appointed by way of co optation of the

Board of Directors. The appointed board members will remain in office until an appointment is made by the competent body.

Article 15 POWERS OF THE BOARD OF DIRECTORS

15.01 The Board of Directors has all ordinary and extraordinary administrative powers over the Foundation. The Board of Directors, in addition to those powers expressly conferred in this Statute, has the following duties:

- (i) approve the balance sheet and budget plan, determining the destination of surplus operating funds, which are to be presented and illustrated to the Board of Founders;
- (ii) decide on the acceptance of inheritances, legacies and donations as well as on the purchase and alienation of real estate;
- (iii) propose potential statutory modifications to the Board of Founders;
- (iv) approve potential internal regulations and ensure their application;
- (v) potentially appoint a treasurer, determining associated duties;
- (vi) potentially appoint, upon proposal by the Board of Founders, a director, determining associated duties and salary.

15.02 The Board of Directors has the power to appoint anyone, including individuals from outside the Foundation, to any position it deems necessary for the activities of the Foundation, determining the related duration, duties and potential salary.

15.03 The Board of Directors may delegate, in whole or in part, its powers of ordinary administration to the President and/or to one or more of the board members.

15.04 The Director participates, without the right to vote, in the Board of Directors meetings. Members of the Board of Founders may also be invited to participate, without the right to vote.

Article 16 CONVOCAION AND QUORUM OF MEETINGS OF THE BOARD OF DIRECTORS

16.01 The Board of Directors meets at least twice per year. The Board is chaired by the President of the Foundation. Meetings are called by the President, either on his/her own initiative or upon the request of at least one-third of the members, using any form of communication, including electronic, for which there is a record of receipt, with at least eight day's notice. In case of urgency, the meeting must be called using the same procedures with at least twenty-four hours notice. The communication must include the date, time and place of the meeting, as well as the agenda. Even if the above-mentioned procedures are not followed, the meeting is considered valid as long as all appointed members and the Board of Auditors are in attendance.

16.02 For meetings to be considered valid, the majority of Board members must be present. The Board of Directors makes decisions based on majority of vote of those present; in the case of a tie, the President's vote prevails.

16.03 The Board can be convened even if participants are not physically present, via audio or videoconference. In this case, the meeting is considered to have taken place

wherever the President and the secretary are present, with the procedures followed included in the minutes.

16.04 Decisions are recorded in the minutes signed by the President and secretary of the meeting.

Article 17 THE PRESIDENT

17.01 The President of the Foundation is appointed by the Board of Founders and serves a term of three years. The President can be reappointed and the Board of Founders can annul the appointment.

17.02 The President legally represents the Foundation, convokes and chairs the Board of Founders, the Committee of Sponsors, the Board of Participants and the Board of Directors and is responsible for the execution of the decisions taken. The President also has the following responsibilities: (i) in the case of urgency, carry out actions otherwise under the responsibility of the Board of Directors, communicating such to the Board of Directors at a meeting convoked within 30 (thirty) days; (ii) act before and withstand any administrative or legal authority, with the power to hire attorneys and determine their functions; (iii) appoint proxies to take responsibility for certain actions or categories of action.

17.03 The President maintains relations with institutions, businesses, public and private entities with the objective of establishing relationships of collaboration and in support of the Foundation's initiatives. The President may delegate this function to one or more members of the Board of Founders.

Article 18 VICE PRESIDENT

18.01 The Vice President of the Foundation is appointed by the Board of Founders and serves a term of three years. The Vice President can be reappointed and the Board of Founders can annul the appointment.

18.02 The Vice President substitutes the President in the case of absence or inability to carry out the delegated functions.

18.03 For third parties, the Vice President's signature is evidence enough to presume the absence or impediment of the President and is sufficient to ensure third parties, including public officials, that any acts carrying the signature of the Vice President are valid and there should be no question of limited representative power.

Article 19 AUDITOR

19.01 The Board of Auditors (or the Sole Auditor) oversees all financial and accounting activities of the Foundation. It is composed of three permanent members, one of which acts as President, and two substitutes appointed from within the Board of Founders.

19.02 All members (or the Sole Auditor) are appointed by the Board of Founders. The President of the Board (or the Sole Auditor) must be registered in the Registry of Auditors founded by the Ministry of Justice.

19.03 The Board of Auditors (or the Sole Auditor) oversees the financial management of the Foundation, ensures regular book-keeping entries, examines the balance sheet and final balance proposals, draws up reports and performs cash checks. The Board (or Sole Auditor) is also responsible for overseeing conformity with the law and the Statute of Foundation activities. The Board of Auditors makes decisions by a simple majority.

19.04 The Board of Auditors (or the Sole Auditor) serves a term of three fiscal years and its members (or the Sole Auditor) can be re-appointed.

19.05 The members of the Board of Auditors (or the Sole Auditor) can participate, without the right to vote, in the meetings of the Board of Directors, Board of Founders and Board of Participants.

Article 20 THE DIRECTOR

20.01 The Board of Directors, on proposal of the Board of Founders, may appoint a Director of the Foundation. The Director's term lasts as long as that of the Board of Directors that nominated him/her. The Director may be reappointed. The Board of Directors may revoke the appointment should there be serious reason to do so.

20.02 The Director:

- i. directs and coordinates approved programmes and, respecting the budget, the activities of the Foundation and other activities instrumental to the Foundation;
- ii. participates, without the right to vote, in the meetings of the Board of Directors;
- iii. is responsible for administrative and economic-accounting management;
- iv. is responsible for hiring staff and all related procedures, in conformity with the policies approved by the Board of Directors;
- v. draws up the proposal for the budget and the final balance;
- vi. supervises the implementation of the programme of activities;
- vii. proposes possible internal regulations to the Board of Directors;
- viii. proposes assignments for external consultants to the Board of Directors;
- ix. proposes budgets for activities budget and conventions for external collaborations;
- x. is responsible for implementing the decisions taken by the Board of Directors;
- xi. exercises all functions assigned to him/her by the Board of Directors.

Article 21 FISCAL YEAR AND BUDGET

21.01 The fiscal year begins January 1st and closes December 31st of each year. The Board of Directors approves the balance sheet for the previous year by April 30th and the budget for the following year by December 31st.

21.02 The balance sheets must be in the central office of the Foundation in the fifteen days prior to the meeting called for their approval.

21.03 Any returns, even from collateral commercial activities or other forms of self-financing, will be used exclusively for the fulfilment of institutional purposes.

21.04 Distribution of profit or surplus operating funds, as well as other funds or reserves during the life of the Foundation, is forbidden, unless required by law.

Article 22 ARBITRATION CLAUSE

22.01 The resolution of any eventual controversies that should emerge between the Foundation and its members and bodies, including those related to the interpretation, execution and validity of the Statute, will be deferred to a board of arbitrators composed of three arbitrators, two of whom will be appointed by the parties in conflict and the third, who will act as president, will be appointed jointly by the two arbitrators or, in the case of disagreement, by the President of the Court of Trento, who will in turn be responsible for appointing, if necessary, the arbitrator that was not appointed by one of the parties.

22.02 The board of arbitrators will act as an amiable compositeur and apply rules of equity.

22.03 The central office of the arbitration will be in Trento.

Article 23 DISSOLUTION AND DEVOLUTION

23.01 The Foundation is dissolved for the reasons outlined in article 27 of the civil code.

23.02 If the Foundation is dissolved for any reason, the remaining assets after liquidation will be transferred to another non profit organisation with similar aims, in line with the indications of the Board of Founders.

Article 24 FINAL NORM

24.01 For anything not provided for in this Statute, reference should be made to the norms of the civil code, provisions of enforcement and relevant laws.