

STATUTE

of the association

"IL NODO COOPERAZIONE INTERNAZIONALE – Ente di Terzo settore"

Constitution – Name – Registered Office

Art. 1. Establishment and Name

The Association named "IL NODO COOPERAZIONE INTERNAZIONALE – Third Sector Entity" is established with registered office in Milan.

The Association is a Third Sector Entity, is governed by this statute, and operates within the limits of Legislative Decree no. 117/2017.

The Association may change its registered office without having to amend this statute.

Duration

Art. 2. Duration of the Association

The duration of the Association is unlimited and connected to the continuation of its social purpose.

Autonomy

Art. 3. Organizational Autonomy

The Association is autonomous in organizing its activities.

Purposes and Activities

Art. 4. Non-profit nature and aims

The Association "IL NODO" is non-profit and pursues exclusively civic, solidarity-based and socially useful purposes.

Art. 5. Purposes of the Association

The purposes of the Association are as follows:

- to contribute to improving the socio-economic conditions of impoverished families and individuals living in developing countries, in particular women and minors, through the promotion of social programs and training projects;

- to promote the full participation of women and minors in the social, cultural, political and economic life of their communities;
- to combat every form of abuse, violence, exploitation and discrimination against women and minors by offering prevention, support, assistance, recovery and reintegration activities for victims of abuse in their communities of origin, in order to promote a positive society that fully safeguards human rights;
- to implement concrete forms of support to encourage more harmonious development of children in hardship, whether in institutions or in at-risk family situations, through guided play activities and team sports.

To concretely pursue its purposes, the Association carries out, on an exclusive or principal basis, activities of general interest as per Article 5, paragraph 1 of Legislative Decree 117/2017, specifically corresponding to the following letters:

- lett. a) social interventions and services pursuant to Article 1, paragraphs 1 and 2, of Law 8 November 2000, no. 328, and subsequent amendments, and the interventions, services and benefits referred to in Law 5 February 1992, no. 104, and Law 22 June 2016, no. 112, and subsequent amendments;
- lett. c) social and healthcare services referred to in the Prime Minister's Decree of 14 February 2001, published in the Official Gazette no. 129 of 6 June 2001, and subsequent amendments;
- lett. d) education, instruction and vocational training, pursuant to Law 28 March 2003, no. 53, and subsequent amendments, as well as cultural activities of social interest with educational purposes;
- lett. i) organization and management of cultural, artistic or recreational activities of social interest, including activities—also editorial—promoting and disseminating the culture and practice of volunteering and the activities of general interest referred to in this article;
- lett. l) out-of-school education aimed at preventing early school leaving and fostering academic and training success, preventing bullying and countering educational poverty.

In particular, the Association aims to:

- provide vocational training activities designed to direct women and minors in difficulty—after basic schooling—towards safe forms of employment capable of ensuring a dignified income for themselves and their families;
- ensure a safe environment, medical care, psychological support, academic support and assistance to disadvantaged women and children and/or victims of violence, exploitation and abuse (physical, psychological and sexual);
- stimulate the socio-economic fabric of communities through the implementation of school training courses and assistance in the development and management of small entrepreneurial activities for women and minors in difficulty;
- facilitate access to school education and reduce the gender gap;

- promote collaborations with local and international bodies and associations that share the Association's objectives, in order to strengthen the action carried out;
- train childcare assistants and volunteers for stimulating play activities with younger children and team sports with older children;
- promote studies and research to identify operational strategies that allow better achievement of the Association's objectives.

Members

Art. 6. Admission

Anyone who shares the Association's purposes and intends to commit to achieving them may join the Association.

Membership status is subject to acceptance by the Board of Directors of the application for membership.

Membership in the Association is for an indefinite period and may not be granted for a temporary period.

Art. 7. Categories of Members

Members are divided into the following categories:

- founding members;
- ordinary members;
- honorary members.

Founding members are those who founded the Association by signing the deed of incorporation. Ordinary members are those who, sharing the aims of the Association, work to achieve them according to their personal abilities and pay membership dues. Honorary members are persons to whom the Association owes particular gratitude: they are appointed by the Ordinary Assembly upon proposal of the Board of Directors. Honorary members are exempt from paying any contribution while enjoying all the rights of the other categories of members.

Rights and Duties of Members

Art. 8. Rights

Members have the right to be informed about all the Association's activities and initiatives, to participate in the assemblies, to vote directly for the approval and amendment of the statute and regulations and for the appointment of the Association's governing bodies, to be elected to office, to perform the work commonly agreed upon, and to examine the corporate books according to the procedures provided by the internal regulations or a specific resolution of the Board of Directors.

They also have the right to withdraw from the Association by giving 30 (thirty) days' prior written notice.

Art. 9. Obligations

Members are obliged to observe and ensure compliance with the provisions of the Statute and Regulations, to pay membership fees, and to provide the services resolved by the Assembly.

Loss of Membership Status

Art. 10. Causes

Membership status is lost for:

- resignation;
- failure to pay the membership fee for two consecutive years, two months after any reminder.

Measures concerning the loss of membership status are resolved by the Board of Directors.

Art. 11. Exclusion

Membership status is also lost by exclusion, decided by the Board of Directors and ratified by the Assembly, in the event of repeated indiscipline and/or improper conduct constituting a violation of the statutory provisions and/or internal regulations.

Membership Fee

Art. 12. Dues

The Ordinary Assembly determines each year, upon proposal of the Board of Directors, the membership dues owed by members. Members may, at their discretion, make additional payments beyond the minimum required.

Payments of dues and membership contributions are considered non-refundable, non-transferable and not subject to revaluation.

Governing Bodies

Art. 13. Bodies of the Association

The bodies of the Association are:

- the Assembly of members;
- the Board of Directors;
- the President, the Vice-President, the Treasurer and the Secretary;

- the Control Body, in the cases provided by law.

Art. 14. Compensation limits

Individual annual remuneration to members of the governing bodies may not exceed the maximum compensation provided for by Article 8, paragraph 3 of Legislative Decree 117/2017 and subsequent amendments.

Art. 15. Assembly

The Assembly is the sovereign body and is composed of all members. The Assembly may be convened in ordinary and extraordinary form. All members—of any category identified by this statute—who have acquired such status following approval by the Board of Directors have the right to participate in both ordinary and extraordinary Assemblies, with the same voting rights.

The ordinary Assembly is validly constituted with the presence of at least half of the members and its resolutions are adopted by a majority of votes.

Assemblies are convened by the Board of Directors by electronic communication or by fax to all members at least eight days before the scheduled day. The notice of call must indicate the day, time and place of the meeting and the agenda.

The Assembly may be convened by the members upon request of at least one third of them.

Assemblies shall be held at the registered office or within the national territory.

Assemblies are chaired by the President of the Board of Directors or, in his/her absence, by the Vice-President, and in the absence of both by another member of the Board of Directors.

Art. 16. Powers of the Ordinary Assembly

The Ordinary Assembly has the following duties:

- determine the annual membership fee;
- discuss and approve the financial statements with the mission report and the budget;
- define the Association's general annual program of activities;
- elect and revoke the President;
- determine the number of members of the Board of Directors;
- elect the members of the Board of Directors;
- elect the members of the Control Body, in the cases provided by law;
- resolve on the liability of the members of the Board of Directors and on consequent actions for liability against them in the event of damage, of any kind, resulting from conduct contrary to the statute or the law;
- approve any internal regulations and their amendments;
- examine appeals concerning refusals to admit new members;

- discuss and resolve on the items on the agenda.

Art. 17. Powers of the Extraordinary Assembly

The Extraordinary Assembly resolves on the following matters:

- amendment of the Statute, with the presence of at least three quarters of the members and the favorable vote of the majority of those present;
- dissolution, transformation, merger and demerger of the Association and allocation of the related assets with the favorable vote of at least three quarters of the members.

Board of Directors

Art. 18. Powers, Composition and Meetings

The Board of Directors is vested with the broadest powers for the management of the Association, except for those reserved by law or by the statute to the competence of the Assembly of members. The power of representation attributed to directors is general. Limitations on the power of representation are not enforceable against third parties unless registered in the Single National Register of the Third Sector.

Only members may be part of the Board of Directors. The Board of Directors is composed of not fewer than three and not more than seven members, appointed by the Assembly; it remains in office for three years and its members may be re-elected.

The Board of Directors is chaired by the President or, in the event of his/her absence, by the Vice-President, and in the absence of both by the most senior member. The Board of Directors meets, as a rule, every quarter and whenever the President, or in his/her stead the Vice-President, deems it appropriate, or when at least two thirds of the members so request.

It adopts its resolutions with the presence of the majority of its members and the favorable vote of the majority of those present.

The notice of meeting is given by written notice to be delivered at least eight days prior to the meeting date through email or fax. Minutes of each meeting of the Board, drafted by the Secretary and signed by him/her and by the person who chaired the meeting, are kept on file.

Art. 19. Duties of the Board of Directors

The Board of Directors:

- performs all acts of ordinary and extraordinary administration;
- elects from among its members the President, the Vice-President, the Treasurer and the Secretary;

- revokes, for just cause, the President, the Vice-President, the Treasurer and the Secretary;
- prepares and submits to the Assembly the annual program of activities;
- draws up the financial statements for the past year as well as the budget for the current year;
- drafts the mission report, which must represent the balance-sheet items, the entity's economic and management performance and the ways in which the statutory purposes are pursued;
- manages the Association's accounting records in full compliance with Articles 13 and 87 of Legislative Decree no. 117/2017;
- receives applications for admission of new members and accepts or rejects them;
- ratifies or rejects urgent measures adopted by the President;
- resolves on measures relating to loss of membership status pursuant to Article 10;
- resolves on exclusion measures pursuant to Article 11, to be submitted for ratification by the Assembly.

The President

Art. 20. Powers and Term

The President is the legal representative of the Association. In cases of objective necessity he/she may adopt urgent measures, submitting them to the ratification of the Board of Directors. Should the Board of Directors, for just cause, fail to ratify such measures, the President shall be personally liable for them.

The President is assisted by the Vice-President, who replaces him/her in the event of impediment, absence or revocation.

The President remains in office under the same terms provided for the Board of Directors.

Financial Year – Financial Statements

Art. 21. Fiscal year and financial statements

The fiscal year runs from 1 January to 31 December of each year.

By 30 April of each year the Board submits to the Ordinary Assembly for approval: the financial statements for the past year, which must show the assets, contributions or bequests received; as well as the budget for the current year.

The Association is prohibited from distributing, even indirectly, profits and operating surpluses as well as funds, reserves however named or capital during its life, pursuant to Article 8, paragraph 2 of Legislative Decree 117/2017.

The Association's assets, including revenues, income, proceeds and any other type of income, are used for the performance of the statutory activities aimed at the exclusive pursuit of civic, solidarity-based and socially useful purposes.

Income and Assets

Art. 22. Income of the Association

To achieve its institutional purposes, the Association has the following income:

- membership dues;
- contributions from members;
- private contributions;
- contributions from the State, public bodies or institutions aimed at supporting specific and documented activities or projects;
- contributions from national and international organizations;
- donations and bequests not intended to increase the Association's assets;
- proceeds from occasional public fundraising campaigns;
- income deriving from the performance of activities of general interest in the manner provided for by Article 79, paragraph 2 of Legislative Decree 117/2017;
- any income from other activities within the limits imposed by law or regulations;
- other income expressly provided for by law.

Art. 23. Assets of the Association

The Association's assets may consist of:

- real estate and movable property;
- donations, bequests or inheritances.

Control Body

Art. 24. Appointment and Duties

The Assembly appoints the Control Body, which may also be monocratic, when the legal requirements are met. The members of the Control Body, to whom Article 2399 of the Civil Code applies, must be chosen from among the categories of persons referred to in Article 2397, paragraph 2 of the Civil Code. In the case of a collegial body, the above requirements must be possessed by at least one of its members.

The Control Body supervises compliance with the law and the Statute and observance of the principles of proper administration, also with reference to the provisions of Legislative Decree 8 June 2001, no. 231, where applicable, as well as the adequacy of the organizational, administrative and accounting structure and its actual functioning.

The Control Body also carries out monitoring tasks regarding observance of the civic, solidarity-based and socially useful purposes. Meetings of the Control Body are validly constituted when the majority of its members are present and resolutions are adopted by a majority of those present.

The members of the Control Body may at any time carry out, even individually, inspections and checks, and for this purpose may request information from the directors on the progress of the Association's operations or on specific transactions.

Dissolution of the Association

Art. 25. Dissolution and allocation of assets

The dissolution of the Association is decided by the Assembly meeting in extraordinary session. To resolve the dissolution of the Association and the allocation of the related assets, the favorable vote of at least three quarters of the members is required.

In the event of extinction or dissolution, the residual assets shall be devolved, subject to the opinion of the Regional Office of the Single National Register of the Third Sector referred to in Article 45, paragraph 1, of Legislative Decree 117/2017, where established, and without prejudice to a different destination required by law, to another Third Sector Entity identified by the Assembly, which shall appoint the liquidator, having a similar legal nature and purpose. If the Assembly does not identify the entity to which to allocate the residual assets, the liquidator shall allocate them to the Fondazione Italia Sociale pursuant to Article 9, paragraph 1, of Legislative Decree 117/2017.

Disputes

Art. 26. Arbitration

All disputes among members and between members and the Association or its Bodies shall be submitted, in all cases not prohibited by law and to the exclusion of any other jurisdiction, to a panel of three arbitrators appointed by the Assembly; they shall decide ex bono et aequo without procedural formalities. Their award shall be final.

Final Provision

Art. 27. Reference rules

This Statute must be observed as the fundamental act of the Association.

For matters not expressly provided for by this Statute or by the internal regulations, reference shall be made to the current legislative provisions on the subject and to the rules of the Civil Code.

Document exempt from stamp duty pursuant to Article 82, paragraph 5, Legislative Decree 117/2017, and exempt from registration tax pursuant to Article 82, paragraph 3, Legislative Decree 117/2017.

"IL NODO COOPERAZIONE INTERNAZIONALE ONLUS"

– non-profit organization of social utility –

Via Torelli Viollier 52 – 20125 Milan

MINUTES OF THE ORDINARY ASSEMBLY

of 26 September 2020

Today, 26 September 2020 at 5:00 p.m., the ordinary Assembly of Members met in second call, remotely, to discuss and resolve on the following:

Agenda

1. Amendment of the Statute in the context of compliance with the Third Sector Code – Legislative Decree 117/2017.

Attendees

The following members entitled to vote are present:

- Luciana Damiani, President (at the Registered Office)
- Giuseppe Nava, Vice-President (remotely via Skype)
- Martina Cannetta, Board Member and Country Representative Cambodia (at the Registered Office)
- Carlo Sironi, Board Member (remotely via Skype)
- Roberta Tomasi, Board Member (remotely via Skype)
- Maurizio Uggeri, Board Member and Treasurer (at the Registered Office)
- Josephine Cannetta, Secretary (at the Registered Office)
- Santiago DeCol (remotely via Skype)
- Pasquale Gervasini (at the Registered Office)
- Paola Seniga (remotely via Skype)
- Davide Gattoni (remotely via Skype)
- Francesca Truffi (remotely via Skype)
- Giulia Rivoli (remotely via Skype)
- Marina Bongiorno (remotely via Skype)
- Silvana Corio (remotely via Skype)

by proxy:

- Emilia Scarcella Gervasini
- Fiorenza Magnabosco
- Bruna Lai
- Ravi Cannetta
- Marcella Bucci

- Claudio Casaroli
- Alessandra Camera
- Alkisti Bizzio
- Paola Pandolfi
- Sandra Barbieri
- Roberto Truffi

out of a total of 34 members entitled to vote.

The chair of today's Assembly is assumed by Luciana Damiani, who appoints Josephine Cannetta to act as Secretary.

Agenda Item 1 – Compliance with the Third Sector Code (Legislative Decree 117/2017)

The President authorizes Mr. Uggeri to illustrate the main amendments to the Statute, which mainly concern:

- Art. 5 “Purposes and Activities – Purposes of the Association”: new purposes are added so that new activities may be implemented in the future without further amending the Statute.
- Art. 13 “Governing Bodies”: the “Control Body” provided for by the new Legislative Decree is added; it may consist of a single professional (monocratic). For details see below.
- Art. 21 “Financial Year – Financial Statements”: the prohibition on the distribution of profits and operating surpluses is specified (a concept not expressed in the previous Statute, although implied).
- Art. 22 “Income and Assets”: further fundraising possibilities are specified (letters g, h, i).
- Art. 24 “Control Body”: replaces the “Board of Auditors” (not mandatory for our ONLUS). The duties of this new control function are specified; it mainly operates on the observance of proper accounting and organizational administration.

Subsequently, the following text is read:

“Within the framework of compliance with the Third Sector Code, Legislative Decree 117/2017, pursuant to Article 101, paragraph 2, it is necessary to make mandatory amendments to the current Statute; this is in order to comply with the requirements of the aforementioned Article 101, paragraph 2 to continue to be counted among Third Sector entities, even during the transitional period of the regulations. However, it is considered appropriate not to include specific clauses—whose entry into force is conditional—within the current Statute for reasons of clarity, simplicity and transparency. The Assembly, therefore, approves in full a Statute adapted solely to the provisions of the Third Sector Code (Annex 1), which shall remain entirely subject to a suspensive condition as to its effectiveness until the occurrence of the events referred to in Article 104, paragraph 2 of

Legislative Decree 117/2017. Conversely, the statute currently in force, complying with ONLUS requirements pursuant to Article 10 of Legislative Decree no. 460/1997, shall remain effective until the occurrence of the aforementioned suspensive condition.”

The President then calls for a vote on the new text of the Statute, which is read and approved by all those present and is attached to these minutes.

There being no further business on the Agenda, the Assembly is adjourned at 6:00 p.m., following the reading and approval of these minutes, which are signed by the President and the Secretary.

THE PRESIDENT

(Luciana Damiani)

THE SECRETARY

(Josephine Cannetta)