

## **STATUTE under Italian Law**

### **“Toolou Khady - Il Giardino di Khady” (“Toolou Khady -The Garden of Khady”)**

#### **Article 1**

##### **Constitution**

1.1 Pursuant to art. 36 and 37 of the Civil Code and the following is made up of the Association called "Toolou Khady - the Garden of Khady, hereinafter referred to for brevity "Association ".

1.2 The term "Non-Profit Organization of Social Utility" or the acronym "NGO" shall be used in any distinctive sign or relationship with third parties.

1.3 The duration of the Association is unlimited.

1.4 The Association has his headquartered in Milan (Italy). The Direction, with its power, may transfer the seat within the same city, or establish locations and sections in other cities both in Italy and abroad.

#### **Article 2**

##### **Purposes**

2.1 The Association is a non-partisan and non-profit (direct or indirect), and works in the charity sector for pursuing exclusively purposes of social solidarity in accordance with the provisions of art. 10 of the Decree. 460/97.

2.2 In particular, the Association aims to operate in Senegal in regional districts where the lives of children are in a strong social, health and nutritional risk: supporting the families, giving children the opportunity to achieve an education, providing support for the health care especially in cases of malaria.

#### **Article 3**

##### **Activity**

3.1 The Association, in consideration of the constitution's covenant, for the achievement of the purposes set forth in this statute intend:

- a) support financially the school education (both primary schools, secondary schools, high school) for children with social, health and nutritional risk;
- b) contribute to the food support and health care of the families who have no means to take care about their children.

3.2 The Association together with institutions will carry out awareness-raising, information and updates on their charitable initiatives through meetings, events, conferences, initiatives, exhibitions, publications periodic or occasional, media and any other means of communication.

3.3 The Association may also collaborate with other associations, public or private sectors associations, or institutions that operate in regional, national, European and / or international level.

3.4 The Association shall not in any case engage in activities other than institutional ones except those directly connected to them.

#### **Article 4**

##### **Members**

4.1 Members of the Association are those who have signed the deed of constitution and the present statute (founders), those who request it and whose application is accepted by the Direction (ordinary), those to whom the Direction recognizes a qualification for the particular contribution to the life of the Association itself (Honorary). The Direction may also accept other entities to become a member, in the person of one representative designated by a special resolution of the institution itself.

4.2 The content and structure of the Association are based on principles of solidarity, transparency and democracy, and are also guaranteed the uniform rules for all members and the effective participation of

members to the life of the Association.

4.3 All members have equal rights and duties. Each senior partner has the right to vote, without preferential treatment to groups of members, for approval and amendment of the statutes, regulations and appointment of the governance of the organization. Temporary investments are excluded to the life of the organization and the number of members is unlimited.

4.4 Criteria for admission and exclusion of members.

4.5 In the application form, the aspirant member accepts without reservation the Articles of this statute.

4.6 The admission starts from the date of resolution of the Direction, which shall consider the applications for new members during the first meeting, following the date of submission of the application, and shall deliberate the inclusion in the register of members.

4.7 Members cease to belong to the organization:

- Voluntary resignation;
- For impossibility to perform the scheduled fulfillment;
- For non-payment of contributions for the fiscal year in progress;
- To death;
- For conduct contrary to the statutory purposes;
- For persistent breach of statutory obligations.

4.8 The admission and exclusion are approved by the Direction. The member may appeal to the Board of Trustees, of appointed, or to the Council of Members, who must decide about the subject in the first meeting convened. The decision is final.

## **Article 5**

### **Rights and Obligations of members**

5.1 Members may be called to contribute to the annual costs of the Association. The contribution does not have character patrimonial and is approved by the Members' Meeting called to approve the budget. It is annual, non-transferable, non-refundable in case of withdrawal, death or loss of membership and must be paid within 30 days before the general meeting called to approve the Financial Statement for the year of reference.

5.2 Members have the right to:

- Participate in meetings and to vote, if they are in compliance with the payment of the contribution;
- Know the programs, the organization wants to implement the social aims with;
- Resign at any time.

5.3 Members are required to:

- Comply with the provisions of this statute and the decisions made by the Governance;
- Pay the contribution determined by the assembly;
- Carry out the activities already agreed;
- Maintain a behavior compliant with the purposes of the Association.

## **Article 6**

### **Assets and Income**

6.1 The assets of the Association shall consist of:

- Movable and immovable property which become the property of the Association
- Any reserve funds with any surplus for the year;
- Any grants, donations and bequests intended to increase the assets.

6.2 The income of the Association shall consist of:

- Shares;
- Donations, bequests or any other form of donations from public or private entities;
- All other income arising from or related institutional activities.

## **Article 7**

### **Corporate Bodies of the Organization**

7.1 Organs of the Organisation are:

- Members' Meeting;
- The Direction ;
- The President.

7.2 can also be made of the following colleges Control and Assurance:

- The Board of Auditors;
- The Board of Trustees.

7.3 The corporate bodies and Colleges of control and warranty have a duration of three years and may be reappointed. All the offices are elective and free association.

7.4 For members who exercise their activities for free, a reimbursement of expenses incurred is provided, in the manner and in the form required by the rules of procedure and fiscal discipline.

## **Article 8**

### **Members' Meeting**

8.1 The Assembly is the sovereign body and is made up of all members of the Association.

8.2 The Assembly is convened by the Direction and is normally chaired by the President of the Association.

8.3 The call is made in the ordinary way at least once a year or whenever is necessary for the needs of the Association.

8.4 The call may also be required to 1/10 (one tenth) of the members. In this second case the notice must be made known within fifteen days of receipt of the request and the Assembly shall be held within thirty days of the meeting.

8.5 The Ordinary General Meeting shall be convened by:

- The approval of the program budget and budget for the following year;
- The approval of the activity report and statement of accounts / balance sheet of the previous year;
- Examination of the issues raised by the applicants or proposed by the Board.

Other tasks of the ordinary are:

- To elect the members of the Direction ;
- To elect the members of the Board of Trustees (if applicable);
- To elect members of the Board of Auditors (if any);
- Approve the regulations of the Association;
- Approve the addresses and the program of activities proposed by the Executive Council;
- Ratify the measures of competence of the Assembly adopted by the Direction for reasons of urgency;
- Fix the amount of the annual membership fee.

8.6 For each meeting shall be drawn up the report to be written in the register of members' meetings. The decisions of the Assembly shall be binding on all members.

8.7 The Extraordinary Meeting is convened for discussion and approval of amendment of the Statute or the dissolution and liquidation of the organization.

8.8 The meeting is called, at least ten (10) days before the meeting, by notice in writing and sent by post or by fax, or by other means including electronic certifying receipt of the communication by recipients, or by means of posting at the headquarters of the association. The notice must contain a statement of the order of the day, the place, time and date of the meeting.

8.9 The first call of the Ordinary Members' Meeting is duly constituted with the presence of half plus one of the members.

8.10 The second meeting is duly constituted regardless of the number of members present. The second meeting must take place at least twenty four (24) hours after the first. The resolutions of the Ordinary meeting shall be in force by a simple majority of member.

8.11 For the resolutions regarding amendments to the Articles of Association, the dissolution and liquidation of the organization are required majorities indicated in art. 14.

08.12 There shall be no voting by proxy or by correspondence

## **Article 9**

### **The Direction**

9.1 The Direction is elected by the members and is composed of a minimum of three (3) to a maximum of five (5) members. Remain in office for three years and its members may be reappointed. They expire if they are AWOL (Absent WithOut Leave) for three consecutive times.

9.2 The Direction at its first meeting shall elect from among its members a Chairman and a Deputy Chairman and a Secretary.

9.3 The Executive Council shall meet when convened by the President at least once every six (6) months and when requested by at least 1/3 (one third) of the components. In this second case the meeting shall be held within twenty days from receipt of the request. Outside experts and representatives of any internal sections of working, may be invited to attend meetings and have an advisory vote.

9.4 The Executive Council shall be convened by a notice, containing the date and time of the meeting and the agenda, to be sent to the Directors at least seven (7) days before the meeting.

9.5 The meetings are valid when there is a majority of members and the resolutions pass by a majority vote of the presents.

9.6 Resolutions of the Council should be written on a special report, prepared by the Secretary, who signs it together with the President. Such report shall be stored in the file and is available to members who require to consult it.

9.7 It is incumbent upon the Direction:

- Perform all acts of ordinary and extraordinary administration, except for those provided in meeting responsibilities;
- Prepare the rules and regulations for the operation of the Association;
- Submit for approval of the budget within the end of December and in any case with the final balance by the end of April of the following year;
- Determine the program of work in accordance with the guidelines contained in the general program approved by promoting and coordinating the activities and authorizing the costs;
- To elect the President and Vice President;

- Appoint a Secretary, who shall be chosen among the members of the Direction ;
- Accept or reject the applications of prospective members;
- Decide on the exclusion of members;
- Ratify, in the first available meeting, the measures of competence of the Council, adopted by the President, for reasons of necessity and urgency;
- Hire the staff strictly necessary for management continuity that could be not assured by members and in any case within the limits of availability in the budget.
- Establish working groups whose coordinators, if you do not have the right to vote, may be invited to attend meetings of the Board and the Members' Meetings in an advisory capacity;
- Appoint, if necessary, according to the size of the organization, the Director, and approve its powers.

9.8 Any replacement of members of the Direction carried out during the three-year period shall be arranged by the Assembly. The members so appointed shall expire with the other components.

### **Article 10**

#### **President**

10.1 The President is elected by the Direction from among the members by a majority vote.

10.2 The Chairman:

- Has the signature and the social and legal representative of the Organisation in respect of third parties and in legal proceedings;
- Is authorized to perform income and acceptance of donations of any kind and for any reason by public entities or private sector entities, issuing clearances receipts;
- Has the power to appoint lawyers and attorneys in active and passive disputes regarding the organization in front of any judicial authority and administrative office;
- Shall convene and chair the meetings of the Assembly and of the Executive Council;
- In case of necessity and urgency takes measures that normally pertain to the Direction, which will be subject to ratification at the next meeting.

10.3 In the event of absence, impediment or cessation of the President, his functions are carried out by the Vice President, who shall convene the Direction for the approval of the relevant resolution.

10.4 In front of the members, third parties and in all public offices, the signature of the Vice President is in any case a proof of impediment of the President.

### **Article 11**

#### **Board of Auditors**

11.1 The General Meeting may elect a Board of Auditors consists of three regular members and two deputies, chosen among members or non-members , and when it is required by law , among those enrolled in the Register of Auditors. Any replacement of members of the Board during the course of the three years if there is no more deputies available, must be validated by the first meeting convened after the appointment. The members so appointed will expire with the other components.

11.2 The Board:

- Shall elect a Chairman among its members;
- Exercises the powers and duties provided by law for auditors;
- Acst on his own initiative, on the request of one of the bodies or on the advice of a member;

- Reports annually to the Assembly with a written report and which will be transcribed in the register of Auditors.

## **Article 12**

### **Board of Trustees**

12.1 The General Meeting may elect a Board of Trustees consisting of three members and two deputies, chosen among members or non-members , and when it is required by law , among those enrolled in the Register of Auditors. Any replacement of members of the Board during the course of the three years if there is no more deputies available, must be validated by the first meeting convened after the appointment. The members so appointed will expire with the other components.

12.2 The Board:

- Has the task of examine disputes between members, between members and the organization or its organs, including members of the organs and between organs themselves;
- Judges ex aequo et bono without formal procedures and its ruling is final.

## **Article 13**

### **Balance**

13.1 Every year the Direction shall draw up the budget and the balance sheets to be submitted to the Assembly for approval within four months from the end of the year. Budgets must be brought to the attention of the Audit Committee, if established, at least 30 days prior to submission to the Assembly. The budget shall coincide with the calendar year.

13.2 The profits or surpluses must be used for the implementation of institutional activities and those directly connected to them.

13.3 – It is forbidden to distribute, even indirectly, profits and surpluses as well as funds, reserves or capital during the life of the organization, unless the use or distribution is imposed by law or made in favor of other non-profit entities, which by law, statute or regulation are a part of the same structure.

## **Article 14**

### **Amendments to the Articles of Association and Dissolution of the organization**

14.1 The amendments to the constitution shall be submitted to the Assembly by one of the bodies or by at least 1/10 (one tenth) of the members. Its resolutions are adopted by the presence of at least 2/3 (two thirds) of the members and the affirmative vote of a majority of those present. In the second call, the resolutions are approved regardless of the number of members present and with the favorable vote of 2/3 (two thirds) of those present.

14.2 The dissolution of the organization may be proposed by the Board and approved by the affirmative vote of at least 3/4 (three quarters) of the members, in this case the Members' Meeting will be convened with a specific agenda.

14.3 The assets remaining after the settlement are donated to other non-profit organizations with social or public purposes, after consultation with the inspection body referred to in Article 3, paragraph 190 of the Law of 23 December 1996, n . 662, unless otherwise required by law.

## **Article 15**

### **Norms of reference**

15.1 For all matters not provided herein, reference is made to the applicable laws on the subject, with particular reference to the Civil Code, Legislative Decree 4 December 1997, n. 460 and their possible variations.