

ASSOCIATION STATUTE "MY NAME IS HELP - ONLUS"

Art. 1 - Constitution

1. The association named "MY NAME IS HELP – ONLUS" is constituted and herein denominated the Organization.

The Organization is constituted pursuant to and in accordance with the art. 10 and following of the Legislative Decree 460/97, which allows it to be considered ONLUS (Non Profit Association for Social Activities).

2. Contents and structure of the Organization are inspired by principles of solidarity, transparency and democracy, which allow the effective involvement of the associative team into the life of the association itself.

3. It is mandatory the use of the expression "non profit social utility organization" or the acronym "ONLUS" whenever denominating the association, as well as in any feature or communication to the public.

4. Duration of the Organization is unlimited.

5. The Organization's Office is registered in Ranica (Bergamo, Italy).

5. The Direction Committee, upon its own resolution, has the right to transfer the Registered Office in within the borders of the same town as well as to create detached locations and sections in other places limitedly to the region of Lombardy, Italy.

Art. 2 - Purposes

1. The Organization, non profit making and through the direct personal and free action of its own members, operates in the following fields:

- charity

for the pursuing, in an exclusive way, of social solidarity targets, based on the institutional objectives as indicated in the following art. 3.

Art. 3 – Objectives and Activities

1. The organization's intention, based on the constitution agreement and the given purposes, is to pursue exclusively social solidarity objectives, trying to benefit disadvantaged individuals due to their physical, psychological, economical and family conditions, as well as to benefit overseas collectivities through projects funding.

In order to accomplish its own activities, the association avails itself in a predominant way of the voluntary contributions, direct and free of charge by its own members.

The association will not carry out any activity rather than the institutional ones, exception made for those ones strictly connected.

The Onlus' proposal is to gather funds and provide help to poor, needy families in Kenya, with a special attention to children, to make it possible to realize specific projects such as for example: building schools in villages o communities that don't have any; building of dispensaries and hospitals; improvement of the infrastructures in the full respect of the local environmental and cultural resources.

Such activities can only be carried out in cooperation with other associations, foundations, ONG, public boards, United Nations and their own agencies, companies and professional offices. Specifically, the Organization will avail itself of the cooperation of the association recognized by the country of Kenya and denominated "Watamu Women Group", registration number in the Malindi Social Development Committee: DSS/MLD/LR/MLD-D/183/2002.

To such purpose, the Organization commits itself to promote the diffusion of its own activities through the distribution of illustrative material; the communication throughout the mass-media;

the participation and promotion of conferences, meetings, events and shows aimed at the fundraising; the research for sponsors by companies, public boards, privates, international agencies.

Moreover, the Onlus can perform activities connected to its own institutional role, as well as all other activities which are considered supplementary, accessory even if they are performed in the absence of the conditions stated in this article, as long as permitted by the Law.

Art. 4 – Adherents to the Organization

1. Adherent to the Organization are all those ones who have subscribed the constitutional act and the present statute (founders) and those ones who make the request and whose request is welcomed by the Direction Committee (ordinary).

The Direction Committee can also welcome the adhesion of "supporters" who sponsor the Organization activities economically, as well as appoint as "honorary members" individuals who have given their contribution to the Organization life.

The Direction Committee can also welcome the adhesion of legal entities, in the person of one representative individual, legally nominated by the entity itself.

Each adherent who has come to majority has the right to vote without any preferential regime for the adherent categories, for the approval and amendment of the statute, the regulation and the nomination of the direction bodies of the Organization.

Temporary participations to the Organization are forbidden.

2. The number of adherents is unlimited.

3. The adherents have equal rights and duties.

4. Adherents admission and exclusion criteria:

a. in the admission form the applicant declares to accept the statute of the Organization with no reservation;

b. the admission starts from the date of the decision made by the Direction Committee, which must examine the new applicants requests on the occasion of the first meeting following the presentation date, deciding for the acceptance in the register of the Organization's adherents;

c. the adherents cease to be members of the Organization:

- . for voluntary resignations;
- . for sudden impossibility to execute the scheduled performances;
- . for the lack of payment of the contribution for the current financial year;
- . in case of decease;
- . for behavior contrasting the statute objectives;
- . for persistent violation of the statute obligations.

d. Admissions and rejections are decided by the Direction Committee. It is allowed to appeal to the Board of Supervisors, if nominated, or to the adherents Assembly, that must decide on the occasion of the first meeting convened. Decision is unappealable.

Art. 5 – Rights and duties of the adherents

1. The adherents can be asked to give contribution to the annual ordinary expenses of the Organization. This contribution does not constitute capital and is decided by the Assembly convened for the approval of the budget. It's indeed annual, not refundable in case of withdrawal, decease or loss of the qualification as adherent, it must be paid 30 days prior to the convene of the Assembly for the approval of the referred Financial Statement.

2. The adherents have the right to:

- . attend the Assembly meetings, if up-to-date with the contribution payment, and vote;
- . be informed of the plans through which the Organization intends to put into effect the social objectives;
- . take part to the activities promoted by the Organization;
- . resign any time.

3. The adherents are obligated to:
 - . observe the regulations of the present statute and the decisions adopted by the social body;
 - . pay the contributions established by the Assembly;
 - . carry out the previously agreed activities;
 - . maintain a behavior in compliance with the Organization objectives.
4. Performances carried out by the adherents are to be considered cost-free and cannot be remunerated not even by the beneficiary. It is indeed possible to reimburse to the adherents only the expenses effectively incurred on the base of specific parameters valid for all adherents, previously established by the Direction Committee and approved by the Assembly.
5. The adherents activities are incompatible with any kind of subordinate and independent work and with any other connection to the capital situation of the Organization.

Art. 6 – Financial asset - Income

1. The financial asset of the Organization is constituted by:
 - . movable and immovable goods that will become its own property;
 - . reserve funds originated by balance surplus;
 - . allocation, donations and legacies allotted to increase the asset.
2. The incomes of the Organization are constituted by:
 - . contributions by the adherents for the Organization general expenses;
 - . contributions by private individuals;
 - . contributions by Government and public offices and institutions;
 - . contributions by international institutions;
 - . donations and legacies not bound by the financial asset increase;
 - . refunds originated by conventions;
 - . incomes originated by movable and immovable goods received by the Organization on whatever basis;
 - . incomes originated by secondary commercial and productive activities;
 - . funds gathered through occasional public raisings, including offer of minor value goods;
 - . any other income originated by social and beneficial initiatives, not expressly meant to increase the financial asset.
3. Funds are placed at the Credit Institutions established by the Direction Committee.
4. Any financial operation is arranged with the President's signatures.

Art. 7 – Company Boards of the Organization

1. Boards of the Organization are:
 - . the adherents Assembly;
 - . the Direction Committee;
 - . the President.
2. Moreover it is possible to constitute the following controlling and guarantee boards:
 - . Auditors Board
 - . Guarantors Board

Art. 8 – The adherents Assembly

1. The Assembly is constituted by all the adherents to the organization.
2. The Assembly is convened by the Direction Committee and is by rule presided by the President of the Organization.

3. The convening is done ordinarily once a year and however any time it turns out to be necessary based on the Organization's requirements.

4. The convening can also take place upon request of at least two members of the Direction Committee or one tenth of the adherents: in this case the convening notice must be made known within 15 days from the receipt of the request and the Assembly must take place within 30 days from the convening.

5. The ordinary Assembly is convened for:

- . approval of the program and the budget for the following year;
- . approval of the activities report and the economical revenue (Financial Statement) of the previous year;
- . analysis of the issues brought up by the petitioners or the proposals of the Direction Committee;
- . election of the Direction Committee members;
- . election of the Guarantors Board members (if scheduled);
- . election of the Auditors (if scheduled);
- . approval of the addresses and the activities program suggested by the Direction Committee;
- . ratification of Assembly competence measures adopted by the Direction Committee for urgent reasons;
- . fix the contribution amount for the annual statement or other contributions charged on the adherents, as a sort of participation to the Organization life, without the installation of a pure patrimonial relationship.

6. For any Assembly meeting it is mandatory to draw up a record that must be transcribed in the adherents Assembly register. The Assembly decisions are to be considered binding for all adherents.

7. The extraordinary Assembly is convened to debate proposals to modify the statute or to dismiss and dissolve the Organization.

8. Convening notice is sent individually in writing to the adherents at least 15 days before the set date; it is as well made known in the social head office and must contain the agenda of the ay. The Assembly, in the absence of specific laws on the subject and according to what already stated for the cooperatives, can decide the regulation of other possible convocation methods, in the case that the number of adherents became so high to make it difficult to locate a suitable site.

9. On the first convocation, the ordinary Assembly can be regularly constituted at the presence of half of the adherents plus one. On the second convocation, it is regularly constituted whatever the number of the adherents is. The second convocation can take place on the same day as the first one. Decisions made by the ordinary Assembly are approved based on the simple majority. Proxies are not admitted.

10. For decisions to be taken with regard to the statute modifications, dismissal and dissolution of the Organization, are required the majorities as per art. 15.

Art. 9 – The Direction Committee

1. The Direction Committee is delegated by the Assembly of adherents and it is constituted by a minimum of three and a maximum of eleven members. It remains in office three years and its members can be re-elected. They are dismissed in case of three consecutive unjustified absences.

2. The Direction Committee during its first meeting elects the President and the Vice President amongst its own members

3. The Direction Committee meets, upon convocation of the President, at least once every three months and whenever there is a specific request by at least one third of the members. In this last case, the meeting must take place within 20 days from receipt of request.

External experts and representative individuals of internal work sections may be invited to attend the meetings, with advisory vote.

Meetings of the Direction Committee are valid only if the majority of its elected members is attending.

For any meeting it is mandatory to draw up a report that must be transcribed in the register of the Direction Committee meetings.

4. Competencies of the Direction Committee:

- . take all ordinary as well as extraordinary administration actions;
- . take necessary measures for the top operational shape of the Organization;
- . submit the budget plan for the Assembly approval tentatively within the end of December and however the final statement within the end of the month of April following the relevant year;
- . schedule the work's timetable according to the guidelines contained in the general program approved by the Assembly, as well as promote and coordinate the activities and authorize the expenditures;
- . elect President and Vice President;
- . elect the Secretary (Treasurer and/or Secretary/Treasurer) who may also be chosen amongst the non-members of the Direction Committee and the non-adherents to the Assembly;
- . welcome or reject the aspirant adherents;
- . decide for the potential rejection of some adherents;
- . ratify, on the occasion of the very next session, all actions which are competence of the Direction Committee, adopted by the President for necessity and urgency reasons;
- . recruit personnel if strictly necessary for the continuity of the non-insured management of the adherents and however within the respect of the availabilities provided by the budget plan;
- . establish working groups and sections whose coordinators, in default of the right to take part to the deliberative vote, can be invited to attend the Council meetings and the advisory vote meetings;
- . elect, if need be and according to the proportions reached by the Organization, the Director and decree the relative powers.

5. The Direction Committee can delegate the President or an Executive Committee for matters of ordinary administration. The meetings of the potential Executive Committee must be recorded in the apposite register.

Art. 10 – The President

1. The President is elected by the Direction Committee amongst its members through the majority of votes.

2. The President:

- . has the signature power and the social representation of the Organization towards third parties and in case of arraignment;
- . is authorized to execute cashings and accept donations of any nature and on whatever basis from Public Administrations, local Authorities, Private individuals, under presentation of receipt;
- . is entitled to elect solicitors and prosecuting attorneys in case of active and passive quarrels concerning the Organization in front of any Judicial and Administrative Authority;
- . convenes and presides all the meetings of the Assembly, the Direction Committee and the potential Executive Committee;
- . if need and urgency be, takes the necessary measures that are matter of the Direction Committee and submit them during the next further meeting.

3. In case of absence, impediment or cessation, the relative duties will be carried out by the Vice President, who convenes the Direction Committee for the approval of the resolution. In front of the adherents, third parties and all public offices, the Vice President's signature represents the full proof of the absence of the President due to an impediment.

Art. 11 – Auditors Board

1. The Assembly can elect an Auditors Board, constituted by three effective members and two substitutes, either chosen amongst the non adherents or, if required by law, amongst those ones enrolled in the Auditors Register.

2. The Auditors Board:

- . elects the President amongst its own members;
- . exerts the power and the duties provided by the current laws on the auditors subject;
- . acts on its own initiative upon request of one of the social boards or upon indication of an adherent;
- . may attend Direction Committee meetings and, if scheduled, Executive Committee meetings;
- . refers to the Assembly on an annual basis through the written reports transcribed in the apposite Auditors Register.

Art. 12 – Guarantors Board

1. The Assembly can elect a Guarantors Board constituted by three effective members and two substitutes, also chosen amongst the non adherents.

2. The Guarantors Board:

- . has the duty to examine the controversial issues amongst the adherents, between the adherents and the Organization or its boards, amongst the members of the boards and amongst the boards themselves;
- . adjudicates “ex bono et equo” without procedures formality be and its arbitral award is unappealable.

Art. 13 – Offices gratuitousness

1. Social offices are free of charge, exception made for the right to the reimburse on the expenditures effectively incurred and documented in the interest of the Organization. They have three years duration and may eventually be re-confirmed.

Art. 14 – Financial Statement

1. Both the Budget and the Financial Statement must be drawn up annually by the Direction Committee and they must be submitted to the Assembly within 30th April of each year. The statements must be made known to the Auditors Board at least 30 days prior to the introduction to the Assembly.

2. The Financial Statement must clearly show the assets, the received contributions and legacies and the expenditures shared by chapters and analytical indexes.

3. The Financial Statement must coincide with the solar year.

4. Profits and operating surplus must be used for the realization of institutional activities and those activities strictly connected. It is indeed forbidden to distribute in any way, neither indirect, as per Law 460/97 – art. 10, Comma 6, profits and operating surplus, as well as funds, reserves or whatsoever capitals all throughout the Organization life, exception made for those cases imposed or allowed by law to the benefit of other ONLUS’ which, according to the law, the statute or the regulation, are to be considered part of the same unit structure or solidarity network.

Art. 15 – Amendments to The Statute – Dissolution of the Organization

1. Proposals to modify the Statute can be submitted to the Assembly by either one of the boards or by at least one tenth of the adherents. The originated resolutions are approved by the Assembly at the presence of at least three fourths of the adherents and with the in favour vote of the majority.

2. Dissolution, termination, that is to say extinction and therefore liquidation of the Organization may be proposed by the Direction Committee and approved by the in favour vote of at least three fourths of the adherents, by the shareholders Assembly, convened with a specific order of business. The remaining assets after the extinguishment of the liquidation are redistributed to other non-profit organizations of social utility or however for the purposes of public utilities, in line with the inspection board as per art. 3, comma 190, Law 662/96, unless any different destination imposed by law.

Art. 16 – Referral rules

1. To the extent not provided in the present statute, it refers to the current legislation on this matter, with a special reference to the Civil Code and the Legislative Decree 460/97 and possible subsequent amendments.

Art. 17 – Rules of operation

1. The rules of operation disposed by the Direction Committee and approved by the Assembly will be made known through a copy posted on the announcements' register displayed in the head office. The adherents may require a personal copy.