



STATUTE

“BUSAJO NGO E.T.S.”

ART. 1 – NAME. It is established pursuant to art. 10 of Legislative Decree 4/12/1997, n. 460 and pursuant to Legislative Decree 3 July 2017 n. 117, an Association named:

"BUSAJO NGO E.T.S.", (formerly Busajo onlus association, established in Florence on 3 April 2009).

The qualification in its denomination of ETS (third sector body), which constitutes a peculiar distinctive sign and which the association will make use of in every communication, correspondence and event addressed to the public, will be assumed starting from the establishment of the single national register of third sector (RUNTS) and upon successful registration of the association in the appropriate section.

ART. 2 – LOCATION AND DURATION

The duration of the Association is unlimited and is based in Florence - Via delle Caldaie 14. Operating offices in Italy and abroad may be opened by resolution of the Board of Directors.

ART. 3 – PURPOSES

The Association is non-denominational and non-partisan, is a non-profit organization and bases its activity on the constitutional principles of democracy and social participation. It pursues solidarity and social utility purposes aimed at eradicating poverty and inequalities, improving living conditions and promoting sustainable development, above all through the growth of the education and cultural level of the populations involved. It is committed to protecting and affirming human rights, the dignity of every individual without any racial, political, religious or gender difference, equal opportunities and the principles of the rule of law.

ART. 4 – ACTIVITIES

The Association, in order to achieve its institutional purposes, operates by carrying out the following activities of general interest provided for in article 5 of the Third Sector Code, also in collaboration with other ETS and entities, with free disbursement of money, goods or services, or the production or exchange of goods or services:

- a) Development cooperation pursuant to law 11 August 2014 n. 125 and subsequent amendments, carrying out interventions mainly in favor of children and young people, women and the most disadvantaged populations in developing countries (art. 5 letter n).
- b) Education, instruction and professional training, pursuant to the law of 28 March 2003 n. 53 and subsequent amendments, as well as cultural activities of social interest with educational purposes (art. 5 letter d).
- c) Extra-scholastic training, aimed at preventing early school leaving and at school and training success, at preventing bullying and combating educational poverty (art. 5 letter l).
- d) Commercial, productive, education and information, promotion and representation activities, carried out within or in favor of fair trade supply chains, to be understood as a commercial relationship with a producer operating in a disadvantaged economic area, located, normally, in a developing country, on the basis of a long-term relationship aimed at promoting the producer's access to the market and which provides for the payment of the fair price, development measures in favor of the producer and the obligation of the producer to guarantee safe working conditions, in compliance with national and international regulations, in order to allow workers to lead a free and dignified existence, to respect trade union rights as well as to commit themselves to the fight against child labor (Article 5 letter o).



- e) Social housing pursuant to the decree of the Ministry of Infrastructure of 22 April 2008 and subsequent amendments, as well as any other temporary residential activity aimed at satisfying social, health, cultural, training or work needs (Article 5 letter q).
- f) Charity, sponsorship, free transfer of food or products referred to in the law of 19 August 2016 and subsequent amendments, or disbursement of money, goods or services to support disadvantaged people or activities of general interest pursuant to article 5 of the Third Sector Code (art. 5 letter u).

With reference to the aforementioned activities of general interest, the Association:

- Pursues international solidarity especially towards minors from developing countries as a form of prevention of family and school abandonment and the consequent causes of poverty and social exclusion, respecting the cultures of the local communities and with the training of the personnel involved to the self-management of the works carried out.
- It aims at the family reintegration of the minors involved
- Provides for the scholastic, extra-scholastic and professional training of the recipients.
- Implements socialization and sports activities aimed at recovering the human dignity of the recipients
- Carries out editorial activities, to help increase the cultural level of the recipients.
- It takes care of the drafting and dissemination of information material on the activities in progress and on the topics related to the aims
- It supports the implementation of development projects also by sending volunteers and its own personnel to the areas involved
- Promotes programs of awareness and education in solidarity and development towards disadvantaged areas
- Cooperates with public and private, national and international bodies

All of the above mentioned within the limits of art. 6 of the Third Sector Code.

The Association pursues exclusively social solidarity purposes and it is forbidden to carry out activities other than those listed above, with the exception of those directly connected to them or ancillary as they are supplementary, within the limits permitted by the Third Sector Code.

In accordance with the Third Sector Code, the Association may also carry out fundraising activities, by requesting donations, bequests and contributions of a non-reciprocating nature from third parties, also in an organized and continuous form, by soliciting the public or through sale or provision of goods and services of modest value, using own resources or those of third parties, including volunteers and employees, in compliance with the principles of truth, transparency and correctness in relations with supporters and the public.

In pursuing the social purposes, the association may also possess, take or lease movable and immovable property, stipulate contracts with other associations and third parties in general, participate in tenders or solicit donations from private foundations or public bodies, without prejudice to of the civil and fiscal forms governing the associations and bodies of the third sector and of the types of income envisaged by this statute.

The Association will not have relationships of dependence on public or private, national or international, profit-making entities.

ART. 5 – The Association draws the economic resources for its functioning and for the carrying out of its activity from:

- membership fees and contributions;
- inheritance, donations and bequests;



- contributions from the state, the regions, local authorities, bodies or public institutions;
- contributions from the European Union or international organisations;
- donations from associates and third parties;
- income deriving from promotional initiatives aimed at own financing;
- other income compatible with the purposes of the association.

Any management surpluses must be used for the realization of the institutional activity or of the activities directly connected to it, in compliance with the provisions of Legislative Decree no. 460 of 1997.

ART. 6 – ASSOCIATION RELATIONSHIP

The associative relationship is inspired by principles of democracy, equal opportunities and equal rights of all associates. The positions are elective and all associates can be nominated. There is no difference in treatment between associates in relation to rights and duties.

ART. 7 – MEMBERS

Natural persons, legal persons, non-recognized associations who adhere to the institutional purposes of the same and intend to collaborate in their realization can join the Association.

Legal entities are represented by their president or by another person delegated by the competent administrative body of the same.

Membership of the Association is open-ended, without prejudice to the right of withdrawal.

ART 8 – ADMISSION PROCEDURE

Members are those who have been admitted by resolution of the Board of Directors, who pay the membership fee every year, who comply with the statute, any regulations and resolutions of the bodies of the Association.

The membership fee is not transferable for any reason and is not connected to the ownership of shares or quotas of a patrimonial nature.

Individuals wishing to join the association must submit a written request to the Board of Directors.

In case of rejection of the application, the Board of Directors must give reasons for the resolution of rejection and communicate it to the interested party. The latter may, within sixty days of the communication of the rejection resolution, request that the Assembly decide on the request on the occasion of the first subsequent call.

ART. 9 – RIGHTS AND DUTIES OF MEMBERS

Each member has the right to:

- a) participate in the Assembly with the right to vote including that of active and passive electorate;
- b) to be informed of the activities of the Association and to participate in them;
- c) examine the corporate books upon written request to the Board of Directors, which will follow up within 10 (ten) days of receipt of the request. The acknowledgment of the company books must be carried out at the headquarters of the Association in the presence of a person in charge of the same Board of Directors.

Members are entitled to exercise social rights from the moment they are registered in the register of members on condition that they are up-to-date with the payment of the membership fee, with the exception of the right to vote in the Assembly pursuant to art. 17 of this statute.

ART. 10 – CAUSES FOR TERMINATION OF THE ASSOCIATIVE RELATIONSHIP

Membership is lost by death, resignation or exclusion.

Exclusion is ordered by the Board of Directors with a motivated resolution, for arrears, failure to comply with the statutory provisions, unjustified absences for three consecutive assemblies and behavior contrary to the achievement of the association's purpose. This provision must be communicated to the member



declared lapsed, who, within thirty days of such communication, by registered letter sent to the President of the Association, may appeal to the Members' Assembly.

ART. 11 – VOLUNTEERS AND VOLUNTEERING ACTIVITIES

The Association can make use of non-member volunteers in carrying out its activities.

Volunteers who carry out voluntary work on a non-occasional basis are entered in a special register.

They cannot be paid in any way, not even by the possible beneficiary of their service. The quality of volunteer is incompatible with any form of subordinate or self-employment relationship and with any other paid employment relationship with the institution of which the volunteer is associated or through which he carries out his voluntary activity.

Volunteers can only be reimbursed by the Association for expenses actually incurred and documented for the activity performed, within the maximum limits and under the conditions established in advance by the Board of Directors and on the basis of current regulations. Volunteers are insured against accidents and illnesses connected to the performance of their activity, as well as for civil liability towards third parties.

ART. 12 – BODIES OF THE ASSOCIATION

The organs of the Association are:

- a) the Shareholders' Meeting,
- b) the Board of Directors,
- c) the President and the Vice-President and the Treasurer,
- d) the Supervisory Body, where mandatory pursuant to art. 30 Third Sector Code,
- e) the auditing body, where mandatory pursuant to art. 31 Third Sector Code.

The election of the organs of the Association cannot in any way be bound or limited, and is informed by the criteria of maximum freedom of participation in the active and passive electorate.

All positions are honorary and unpaid; reimbursement of expenses is foreseen in the event of transfers authorized by the Board of Directors, upon presentation of a detailed and signed expense report.

ART. 13 – THE SHAREHOLDERS' MEETING:

The Assembly is sovereign and is made up of all members in good standing with the payment of the annual membership fee.

Each member may participate in the Assembly personally or by proxy conferred in writing only to another member. Each member cannot receive more than 3 (three) proxies, within the limits of article 24 C.T.S. and article 2372 c. 4 and 5 of the Civil Code, as applicable. It is not possible to delegate an elected member of the Board of Directors.

The Assembly is convened by the President of the Association, following a resolution by the Board of Directors, at least 2 (two) times a year.

It can also be convened on the motivated request of at least three tenths of the members of the Board of Directors or on the reasoned request, addressed to the Board of Directors, of at least one tenth of the members. In these cases, the President must convene the Assembly, which must take place within sixty days from the date of the request; if the President fails to do so, the convocation will be carried out by the Supervisory Body if appointed.

The convocation must be made by postal communication or by e-mail to the e-mail address previously communicated by the shareholder and noted in the company documents, at least 10 (ten) days from the date fixed for the first convocation. The notice of call must contain the place, day and time of the meeting, both on first and second call, in addition to the items on the agenda.

The second call must be fixed at least 24 hours after the first call.

The Assembly can also be held in audio/video connection through remote communication tools (videoconference, teleconference), provided that the President is allowed to ascertain the identity and



legitimacy of the participants, regulate the progress of the meeting, ascertain and announce the results of the vote.

In this case, the Assembly is considered held in the place where the President and the Secretary of the meeting are located in order to allow the drafting and signing of the minutes.

In the event that the connection is suspended during the meeting, it will be declared suspended by the President or whoever takes his place and the decisions taken up to the suspension will be valid.

The Assembly is chaired by the President or, in his absence, by the Vice-President or by another associate who is indicated by the Assembly itself.

Minutes of the discussions and resolutions are drawn up and signed by the Secretary taking the minutes, appointed by the Assembly and by the President.

i) The Ordinary Assembly:

- a) determines the number, elects and revokes the members of the Board of Directors;
- b) appoints and revokes the Supervisory Body, where mandatory pursuant to art. 30 Third Sector Code;
- c) appoints and revokes the Auditing Body, where mandatory pursuant to art. 31 Third Sector Code;
- d) approves the Final Balance (within 120 days from the end of the financial year as provided for in the following article 21) and budget and, when this is required by law, the Social Balance;
- e) deliberates on the liability of the members of the corporate bodies and promotes liability actions against them;
- f) decides on the appeal against the exclusion of members and approves any regulation of the assembly works;
- g) deliberates on the other objects attributed by the law, by the Articles of Association or by the Articles of Association to its competence.

The Ordinary Assembly is validly constituted on first call with the presence of at least half plus one of the Members with the right to vote, with any number on the second call, while the resolutions are passed by the majority of the Members present with the right to vote, on their own or by proxy.

ii) The Extraordinary Shareholders' Meeting:

- a) deliberates on amendments to the Articles of Association or the Articles of Association;
- b) decides on the dissolution, transformation, merger or demerger of the Association;
- c) resolves on other matters attributed by law, by the Articles of Association or by the Articles of Association to its competence.

The Extraordinary Assembly is validly constituted on first call with the presence of at least three quarters of the members with the right to vote and resolves with the favorable vote of the majority of those present; in the second call it is validly constituted with the presence of at least half plus one of the members and deliberates with the favorable vote of the majority of those present. In the event of dissolution of the Association and transfer of assets, the Assembly decides with the favorable vote of at least three quarters of the members.

iii) All members who have been registered for at least three months in the Register of Members and who are up-to-date with the payment of any annual membership fee can participate in the Assembly with the right to vote.

Each member has the right to vote. Article 2373 of the Civil Code relating to conflict of interest is applied as compatible.

In the assembly, as a rule, the vote is open. Voting by secret ballot is envisaged in the event of appointment or revocation of corporate offices or resolutions relating to their responsibility. In cases of voting by secret ballot, the Assembly appoints three tellers with the task of calculating the votes and presenting them to the same.

Members registered for less than three months in the Register of Members can participate in the Assembly without the right to vote and to elect or stand to vote; it is not taken into account for the purposes of reaching the quorums.



Art. 14 – THE BOARD OF DIRECTORS:

i) The Board of Directors is the administrative body of the Association and is made up of members elected among the members.

Interdicted, incapacitated, bankrupt, or anyone who has been sentenced to a penalty involving disqualification, even temporary, from public office or the incapacity to exercise executive offices, cannot be elected councilor, and if appointed he falls from office,

The first Board of Directors is appointed in the Articles of Association and, subsequently, by the Assembly of Members, with a three-year term of office and the faculty of re-election.

The Board of Directors is composed of an odd number of members ranging from five to nine members, including the President, the Vice-President and the Treasurer who are elected by the Board of Directors by majority vote.

ii) The Board of Directors meets whenever the President deems it necessary or when a request is made by at least 3 (three) of its members and, in any case, at least (three) times a year. It is convened by letter or e-mail containing the agenda, sent at least seven days before the date fixed for the meeting. In case of urgency, justified, the convocation must be sent at least two days before the date fixed for the meeting.

The meeting of the Board of Directors is chaired by the President or, in his absence, by the Vice-President; in the absence of both, by the most senior Counselor.

At the opening of each meeting, a Secretary is appointed from among those present, who draws up the minutes. The Board meets at the registered office or at the other place indicated in the notice of call, and can take place in audio/video connection through remote communication tools provided that the President or the person taking minutes can ascertain the identity and legitimacy of those present, regulate the proceedings of the meeting, ascertain and communicate the results of the vote.

For the resolutions to be valid, the presence of half plus one of the counselors and the vote of the majority of those present are required. In the event of a tie, the vote of who presides prevails.

iii) The Board of Directors has the broadest powers of ordinary and extraordinary administration in compliance with the programmatic lines outlined by the assembly.

In particular:

- a) deliberate on applications for membership of the Association and on the exclusion of members;
- b) draw up the Financial Statements and, if required, the Social Report to be submitted to the approval of the Assembly;
- c) decide the interventions and their methods and costs in execution of the social purposes;
- d) approve and annually present to the Shareholders' Meeting the final report of the activity carried out together with the Financial Statements;
- e) proceed with the hiring and dismissal of personnel within the limits of the law;
- f) sign agreements and shareholdings in consortia and other realities, without prejudice to compliance with art. 28, paragraph 4 letter d), law 26 February 1987 n. 49;
- g) ratify or reject any measures adopted as a matter of urgency by the President;
- h) establish the amount of the membership fee and the related payment term;
- i) adopt any other measure attributed to it by this statute or by internal regulations or by law.

The Board of Directors can attribute to one or more of its members the power to perform certain acts or categories of acts in the name and on behalf of the Association.

iv) The office of Director is terminated due to:

- a) resignation, communicated in writing to the Board of Directors;
- b) revocation by the Assembly following behavior contrary to the purposes of the Association, persistent violations of statutory obligations or for any other behavior harmful to the interests of the association;
- c) arising causes of incompatibility provided for by art. 14, 1st paragraph of the Articles of Association;
- d) loss of membership status.



In the event that one or more counselors cease to hold office for one of the reasons indicated above, the Board of Directors replaces them by drawing on the list of non-elected members in the last election held for the Board of Directors. The counselors thus replaced remain in office until the first Ordinary Shareholders' Meeting which will have to decide on their confirmation. The confirmed counselors remain in office until the expiry of the Board of Directors.

In the event of non-confirmation or exhaustion or absence of the number of non-elected members, the Board of Directors provides for the replacement by co-opting unless ratified by the first Ordinary Assembly available; in the absence of ratification, a new election will be held. The counselors thus replaced remain in office until the expiry of the Board of Directors.

In the event that the majority of directors is absent, the entire Board will be deemed to have lapsed and the President, or alternatively the Vice-President or the most senior Counselor will have to convene the Ordinary Assembly within thirty days of termination to proceed with the election of the new Board of Directors. Until then, the outgoing counselors remain in office for ordinary administrative activities.

ART. 15 – PRESIDENT:

i) The President is the legal representative of the Association and represents it before third parties and in court.

The President is elected by the Board of Directors from among its members and remains in office for three years, he can be re-elected.

The President has general responsibility for the management and smooth running of the Association, in particular he has the task of:

- e) signing the deeds and documents that bind the Association both towards members and third parties;
- f) taking care of the implementation of the resolutions of the Assembly and of the Board of Directors;
- g) adopting emergency measures if necessary, submitting them within 15 (fifteen) days for ratification by the Board of Directors;
- h) convening and presiding over the Assembly of members and the Board of Directors.

In case of absence or impediment, the President is replaced by the Vice-President, who is also appointed by the Board of Directors, in case of absence or impediment of the latter, the Board of Directors will grant express delegation to another counselor.

ii) The office of President is terminated by death and by:

- a) resignation communicated in writing to the Board of Directors;
- b) revocation by the Assembly following behavior contrary to the purposes of the Association, persistent violations of statutory obligations or for any other behavior harmful to the interests of the association;
- c) arising causes of incompatibility provided for by art. 14, 1st paragraph of the Articles of Association;
- d) loss of membership status.

If the President ceases to hold office due to death or for one of the reasons indicated in the previous paragraph, the Vice President or, subordinately, the most senior Counselor, must convene the Board of Directors within ten days from the date of termination to proceed with the appointment of the new President. Until then, the outgoing President remains in office for the activity of ordinary administration, except in the event of death where the ordinary administration is carried out by the Vice-President or, failing that, by a Counselor delegated by the Board of Directors.

ART. 16 - SUPERVISORY BODY:

i) Where required by law or by free determination, the Shareholders' Meeting appoints a Supervisory Body made up of three people, of which at least one chosen from the categories of subjects indicated in art. 2397, 2nd paragraph, Civil Code "Composition of the panel". A monocratic Supervisory Body may also be appointed, among the categories of subjects indicated in art. 2397, 2nd paragraph, Civil Code. Article is applied to the members of the Supervisory Body. 2399 Civil Code "Causes of ineligibility and forfeiture".



The Supervisory Body remains in office for three years and its members can be re-elected.

It appoints the President from among its members.

In the event that, due to resignation or for other reasons, one or more members of the Supervisory Body cease to exist before the expiry of the mandate, the Shareholders' Meeting replaces them.

The members of the Supervisory Body must be independent and perform their duties objectively and impartially. They cannot hold other positions within the Association.

ii) The Control Body:

a) supervises compliance with the law and the statute and compliance with the principles of correct administration, also with reference to the provisions of Legislative Decree no. 231/2001 if applicable;

b) supervises the adequacy of the organisational, administrative and accounting structure of the Association and its correct functioning;

c) exercises accounting control;

d) monitors compliance with civic, solidarity and social utility purposes, with particular regard to the provisions of articles 5, 6, 7 and 8 of the Third Sector Code. The Social Report acknowledges the results of the monitoring carried out;

e) certifies that any Social Report is drawn up in compliance with the ministerial guidelines pursuant to art. 14 Third Sector Code;

f) participates without the right to vote in the meetings of the Board of Directors and the Assembly, to which it presents the annual report on the Financial Statements.

If the members of the Supervisory Body, or the monocratic Supervisory Body are registered in the register of auditors and the conditions set out in art. 31 of the Third Sector Code, they will also perform the function of statutory auditors of the accounts, in the event that a person in charge is not appointed for this purpose.

The Supervisory Body has access to the Association's documentation relevant to the exercise of its mandate. It can perform acts of inspection and control at any time in order to ask the directors for information on the progress of corporate operations or on specific affairs.

ART. 17 - THE AUDITING BODY

Where this is required by law or by free determination, the Shareholders' Meeting appoints a Statutory Auditor or a statutory auditing company entered in the appropriate register.

The Auditing Body remains in office for three years and can be re-elected.

The Auditing Body is responsible for carrying out the statutory audit of the accounts.

In the event that, due to resignation or for other reasons, a member of the Auditing Body ceases to exist before the expiry of the mandate, the Shareholders' Meeting will replace him.

The member of the Audit Body must be independent and perform his duties objectively and impartially. He cannot hold other offices within the Association.

ART. 18 – COMPULSORY CORPORATE BOOKS

The Association must keep the following records:

a) the register of members;

b) the book of meetings and resolutions of the Assembly;

c) the book of meetings and resolutions of the Board of Directors;

d) the register of volunteers who carry out their activity on a non-occasional basis.

ART. 19 – DESTINATION OF THE ASSETS AND ABSENCE OF PROFIT

The assets of the Association are used to carry out the statutory activity for the exclusive pursuit of civic, solidarity and social utility purposes.

Therefore, the distribution, even indirectly, of profits and operating surpluses, funds and reserves, however named, to founders, associates, workers, collaborators, advisers and other members of the



corporate bodies is prohibited, even in the case of withdrawal or any other hypothesis of dissolution individual of the associative relationship.

ART. 20 – FINANCIAL RESOURCES

The assets of the Association consist of:

- movable and immovable assets;
- income deriving from the payment of membership fees by members;
- income deriving from private payments;
- largesses, donations, bequests from anyone who wants to donate sums of money or goods to the Association itself;
- patrimonial annuities;
- income deriving from public bodies or other bodies for financing aimed at the execution of individual projects or in general for the activity of the Association;
- income from activities of general interest and income from goods or services provided by the Association other than pursuant to art. 6 Third sector code;
- fundraising activities;
- any other activity permitted pursuant to the Third Sector Code and other applicable regulations on the subject.

ART. 21 – FINANCIAL YEAR - FINANCIAL STATEMENT

The Financial Year closes on December 31 of each year.

At the end of the financial year, the Board of Directors forms the financial statements, consisting of the balance sheet, the management report and the mission report, or formed by the cash flow statement in the cases provided for by art. 13 Third Sector Code, and, if the legal conditions are met, the Social Report to be submitted to the Shareholders' Meeting for approval and to be convened within one hundred and twenty days of the end of the financial year.

The financial statements and the social one, where required, must be deposited at the headquarters of the Association in the eight days preceding the Assembly convened for their approval and each member can view them.

The Board of Directors provides, always within the term referred to in the 2nd paragraph of this article, to the preparation of the budget for the following year, to be presented to the Members' Assembly together with the previous final balance. The Board of Directors documents the secondary and instrumental nature of the various activities possibly carried out in the documents of the Financial Statements.

The financial statements and the social one, if required, pursuant to articles 13 and 14 of the Third Sector Code must be deposited in the RUNTS by the Board of Directors.

In the case provided by art. 14, 2nd paragraph, Third Sector Code, any emoluments, fees or considerations of any kind attributed to the members of the administrative and control bodies must be published annually on the Association's website or on that of the membership network, to managers and associates.

ART. 22 – DISSOLUTION AND DEVOLUTION OF ASSETS

The association can be dissolved by resolution of the Extraordinary Assembly with the favorable vote of at least 3/4 (three quarters) of the members both in the first and second call.

The Assembly that decides on the dissolution appoints one or more liquidators and decides on the allocation of the residual company assets to the liquidation, which must be donated, subject to the positive opinion of the Office referred to in art. 45 first paragraph of the Third Sector Code and save for a different destination imposed by law, to one or more Third Sector Entities with similar aims and purposes or, failing that, to the Fondazione Italia Sociale, in accordance with the provisions of art. 9 Third Sector Code.



ART. 23 – REFERRAL RULES

For anything not expressly provided for in this statute, the rules of the Third Sector Code and the implementing provisions of the same apply, in addition to the rules of the Civil Code on the subject as compatible and the laws in force concerning associations.