

**BYLAWS  
of the FOUNDATION  
"Internazionale Buon Pastore Onlus"**

**Part 1  
General Provisions**

1. Establishment

The Fondazione Internazionale Buon Pastore Foundation (hereinafter, the "Foundation") is hereby established, under Italian law, as a Non-Governmental Organisation (NGO) and a nonprofit organisation (ONLUS). The Foundation does not discriminate based on political opinions, religion, gender or race, has no political affiliations and solely pursues social solidarity aims.

2. Name

The name of the Foundation is Fondazione Internazionale Buon Pastore ONLUS and its headquarters are in Rome, Via Raffaello Sardiello 20.

The Executive Board of the Foundation, by resolution of its members, may decide to change the headquarters, albeit within the Commune of Rome, without the need for the amendment of these Bylaws.

The Executive Board may also resolve to open or close branch offices, in Italy or elsewhere, if this is deemed necessary to achieve the Foundation's aims.

4. Duration

The duration of the Foundation is unlimited.

**Part 2  
Purpose and Scope**

5. Purpose

The Foundation does not discriminate based on political opinions, religion, gender or race, is a nonprofit organisation and solely pursues social solidarity and international development cooperation aims.

The Foundation is inspired by the principles and practices of the Congregation of Our Lady of Charity of the Good Shepherd (hereinafter, the "Sisters of the Good Shepherd"), a female religious order recognised by the United Nations in 1996 as a Non-Governmental Organisation in consultative status with the United Nations Economic and Social Council (ECOSOC).

The aim of the Foundation is to promote human dignity and to cooperate for the sustainable development of developing countries, through the provision of humanitarian aid, fundraising, technical assistance, training and support to organisational development, in relation to programmes affiliated with the Sisters of the Good Shepherd, which operate for the benefit of the local populations and, in particular, of women and children, to remove the causes that generate poverty and injustice, by:

- promoting and supporting the local populations' capacity to self-organise, with respect to economic, social and cultural issues, in order to overcome social injustice, especially gender-based social injustice, and promote human rights, the dignity of women and the defence of peace;
- affirming the common responsibility of all the nations of the world to follow up on the principles of the promotion human dignity, women's rights, democratic participation and international cooperation with consistent facts and behaviour;

- developing initiatives fostering social, economic and cultural transformations, with respect to programmes or projects for development cooperation, humanitarian aid, safeguarding peace and human rights, human, health, education, environmental promotion, for opposing human trafficking, promoting the rights and dignity of women and children, either directly by the Foundation itself or through other organisations.

## 6. Scope

The Foundation may carry out its institutional activities in the following fields, in accordance with article 10 of Legislative Decree 460/1997:

- development cooperation in developing countries, either directly or through local partners;
- charity;
- humanitarian aid;
- protection of civil rights;
- training;
- social and health care.

In order to effectively achieve these aims the Foundation may:

- a) besides the proceeds from the use of its Assets, collect funds through awareness-raising campaigns, preparing projects for specific actions, participating in calls for tenders issued by public or private, national or supranational organisations;
- b) allocate any available funds to the direct performance of social solidarity and humanitarian aid projects or grant the amounts to recognised entities or organisations working for disadvantaged persons, whether nationally or internationally, also in the field of long-distance and international adoptions, especially with regard to those promoted by the Sisters of the Good Shepherd;
- c) directly carry out development information activities, in order to raise awareness among the members of the public about the issues and promote intercultural education programmes to positively guide and direct the dynamics of change in the civil society, in Italy and the rest of the World;
- d) promote the organisation and, indeed, implement carry out and perform all and any services that can in any way contribute to or support the integration, within the civil society, of the immigrant population and, in particular, of the women who are victims of human trafficking;
- e) implement and, indeed, carry out and perform preparatory and preliminary training and education activities, also in the fields of vocational training, refresher courses, perfection programmes and information, with regard to both the personnel that collaborates with and shares the aims of the Foundation, and a much broader base of beneficiaries of the Foundation's activities, such as young people, women, migrants, within the framework of nationwide or local community projects;
- f) operate to spread, promote, inform and raise awareness about the above mentioned issues, in which respect the Foundation may also carry out publishing projects, also relating to the publication of books, periodicals, audiovisuals, multimedia materials, disclose and disseminate researches, the proceedings of conferences and seminars, also via the Internet, and distribute materials produced by third parties, with a humanitarian and social content;
- g) carry out and perform initiatives and projects aimed at promoting fair trade and marketing the products produced by the missions of the Sisters of the Good Shepherd in developing countries, also in partnership with national and international nonprofit organisations; support the developing countries in all decision-making bodies at all levels, whether local, national or international, contributing to affirming human rights, peace and the dignity of women.

## 7. Directly related activities

The Foundation may also:

- carry out all and any activities related to its institutional purpose, as well as all accessory activities, which are conducive and instrumental thereto, including those of a supplementary and, indeed, accessory nature, even if they are carried out and performed without the conditions referred

to in the preceding article, as long as they are done so consistently with the applicable law;

- carry out and perform all and any operations deemed expedient for the achievement of its purposes;
- in partnership with the populations of the countries where the Sisters of the Good Shepherd are present, operate in favour of the exchange of resources, skills and know how, also based on the use, in accordance with the applicable laws, of qualified local and international personnel;
- to further knowledge of the socio-economic and political factors that determine the conditions of marginality, underdevelopment and instability in the developing countries, the Foundation may conduct researches and surveys, based on analyses, also in partnership with research organisations, training establishments, universities, at national and international levels. In order to disseminate the results of these researches and surveys, the Foundation may organise seminars, round tables, conferences, debates, exhibitions, inquiries, yet more seminars, workshops, spiritual retreats, also and always in conformity with the humanitarian, social and missionary purposes and aims of the Foundation;
- the Foundation may also carry out activities of technical assistance for public and private bodies and organisations, in respect of the design, management, reporting and research and study initiatives, development cooperation, intercultural cooperation, the promotion of human rights, training and education;
- it may also enter into and conclude agreements, arrangements or contracts of any kind, sort or nature, in respect of the financing of the resolved activities, including, but not limited to, short or even long-term loans and mortgages, as well as purchase the full ownership, or even just the surface rights, of buildings and real estate property in general, enter into covenants and stipulations of any kind, including those that may be recorded in the public registry offices, with public or private entities and organisations, deemed expedient or useful for the achievement of the Foundation's aims;
- manage property, also property gifted to the Foundation, legacies or donations, of which it is the owner, landlord or beneficial owner under any sort of legal arrangement.

The Foundation is prohibited from carrying out any activities other than its institutional activities, as specified herein, except for any related activities and in accordance with the applicable laws and regulations.

#### 8. Partnerships

The Foundation may collaborate with other entities, whether public or private, for developing initiatives and projects, in connection with or for the achievement of its purposes.

It may participate in associations, foundations, entities and institutions, whether public or private, whose activities are aimed, whether directly or indirectly, at the achievement of purposes that are similar or complementary to those of the Foundation itself.

The Foundation may also, if it deems expedient, participate in the establishment of the said organisations and bodies.

### **Part 3** **Assets, Personnel and Facilities**

#### 9. Assets

The Foundation's assets include:

- an initial endowment of 150,000 (one hundred and fifty thousand) euros;
- real estate property and securities, donations, offers and testamentary legacies, gifts, contributions by public and private entities and organisations or individuals and any other property it may possess, at any time and under any form or title;
- reserves set aside with any profit;
- any increase of the said assets as a result of economic, financial and other asset-related related activities, carried out by the Foundation either directly or indirectly.

Any contributions made into the endowment fund may be of any amount and are, therefore, non-refundable. In any case, and, therefore, not even if the Foundation is dissolved for any reason, may the amounts contributed to the Foundation and, as mentioned above, assigned to the endowment fund, ever be returned.

Contributions of this nature shall not entitle the contributor to any stake or say in the Foundation and, in particular, shall not create any stock, or similar forms of financial security, transferable to third parties, neither by way of special, nor universal succession.

#### 10. Personnel and facilities

For the organisation and realisation of its purposes, the Foundation shall avail itself of both employees and unpaid volunteers, also volunteers taking part in community service schemes, who share the purposes and the aims of the Foundation. The relationship between the volunteers and the Foundation shall be governed by a specific set of rules which, in accordance with these Bylaws, shall protect the volunteers' rights, especially with regard to insurance covers and social security contributions, in conformity with the rules governing the said community service schemes, volunteer organisations and development cooperation, to the extent that they apply.

### **Part 4 Foundation Bodies**

#### 11. Bodies

Following is a list of the Governing Bodies of the Foundation:

- Assembly of Founders;
- Board of Directors;
- President;
- Treasurer;
- Director;
- Board of Auditors;
- Secretary.

#### 12. Assembly of Founders

The Assembly of Founders represents the founding Congregation and comprises the Congregational Leader of the Sisters of the Good Shepherd and the members of the Congregational Apostolic Council of the Congregation. The Council is elected for six-year terms, in accordance with the rules set out in the Constitution and in the Bylaws of the Congregation.

The first Assembly of Founders shall be appointed in connection with the approval of the memorandum of association by the Founder, and thereafter the Congregation shall notify the new Superior General and the Council members at each election.

The Assembly's function is to drive and coordinate the activities of the Board of Directors, appoints the members thereof, supervises the implementation of its resolutions, the general performance of the Foundation and the observance of these Bylaws.

It approves the Strategic Plan and the financial plan, which regulate the activities, criteria and priorities of the initiatives of the Foundation itself, supervising, monitoring and controlling the implementation of the resolutions and programmes, as already mentioned above, and the conformity of the use of the contributions.

The Assembly of Founders may also establish and institute - if it deems this is useful for pursuing and, indeed, achieving the Foundation's purposes - research or advisory committees, appointing the members thereof and vesting in the said bodies the necessary functions and establishing the term thereof.

#### 13. Board of Directors

The Foundation is governed by an Board of Directors, whose members, at least seven, are appointed

by the Assembly of Founders. The first Board of Directors shall be appointed in connection with the approval of the Foundation's memorandum of association and shall remain in office for a term of three years. Each member of the Board of Directors may serve no more than two terms consecutively. After a period of at least one year from the second term the said persons may once again be appointed to the Board.

The Board of Directors is vested with all powers of routine and extraordinary management of the Foundation, to decide on the initiatives and activities that need to be put into place and the criteria that need to be followed, in respect of the achievement and, indeed, implementation of the purposes and aims of the Foundation.

It is hereby expressly established that:

- a) the Bursar General of the Foundation shall be an ex-officio member of the Board of Directors by right;
- b) two members of the General Apostolic Council of the Congregation, appointed by the Council itself, shall also be members ex-officio of the Board of Directors;
- c) it is forbidden to distribute among the members, whether directly or indirectly, any profits or surpluses from the management activities, as well as any funds, reserves or capital during the life of the Foundation. The Board of Directors may establish the reimbursement of any expenses incurred by the Committee members, in connection with the performance of any activities carried out in the name and on behalf of the Foundation, provided that the relevant support documents are supplied;
- d) the management profit or surplus shall be mandatorily used for the Foundation's institutional activities and any other directly related activities.

Furthermore, the Board of Directors shall:

- a. approve the annual financial statements, which shall then be submitted to the Assembly of Founders within 30 days;
- b. decide any amendments to these Bylaws, which must be passed and approved by at least two third of the members;
- c. resolve on the matter of the dissolution of the Foundation, as provided in article 19;
- d. resolves on the acceptance of any donations, made by public deed, as well as of the legacies and other inheritances, under benefit of inventory.

The meetings of the Board of Directors shall be called by the President thereof, acting on his own initiative or if requested, with a motivated request, by at least one third of the members, by means of a notice calling the meeting, which shall contain the nature of the business to be transacted thereat, with at least seven days' notice or, in urgent cases, with at least two days' notice by telegram, fax, email and any other means that can ensure acknowledgement of receipt in one form or another.

The Board of Directors shall require a quorum of a majority of its incumbent members in order to be validly convened; all resolutions shall be passed by an absolute majority of the members attending the meeting. Minutes shall be taken of the meetings of the Board of Directors, signed by the President and the Secretary.

The meetings of the Board of Directors are chaired by the President or, if he/she is absent, by the most senior member of the Committee.

The Board of Directors shall meet at least once a year, called by the President to approve the financial statements.

The meetings may also take place using suitable teleconferencing equipment capable of ensuring the identification of the members of the Committee and the possibility, for all attendees, to take part in the proceedings in real time.

The Committee may delegate its powers to two or more of its members, in accordance with the law. If a collegial body is appointed it shall be known as the Executive Committee and the President shall be an ex-officio member of the said Board.

#### 14. The President

The President of the Foundation is appointed at the first meeting of the Board of Directors and shall

remain in office for an equal term.

The first President shall be appointed by the Founder, in connection with the memorandum of association.

The President is the legal representative of the Foundation in dealings with third parties and in legal proceedings.

The President is vested with the powers for the routine and extraordinary management of the Foundation, with the sole exception of the powers reserved by the law to the Board of Directors. He or she is answerable solely to the Board of Directors. The President may appoint attorneys.

#### 15. The Treasurer

The Board of Directors shall appoint a Treasurer, who need not be a member and who is responsible for the financial matters, for finding the funds that are needed to support the activities and projects of the Foundation. The Treasurer keeps the accounting books, if requested to do so, prepares the financial statements and budget, collects any revenues and pays the expenses, in accordance with the decisions taken by the Board of Directors.

The Treasurer, in connection with the performance of his/her duties, shall ordinarily avail himself/herself of the collaboration of the other members of the Board of Directors and, with the approval of the Board of Directors, may also avail himself/herself of external professionals as well.

#### 16. The Director

After having consulted with the Assembly of Founders, the Board of Directors also appoints a Director, who need not be a member, vesting him with the expedient powers.

The Director shall enforce the resolutions passed by the Board of Directors and answers directly to the Committee.

#### 17. Board of Auditors

The Board of Auditors is appointed by the Assembly of Founders. It is composed of between one and three members, who should not be members of the Committee, with suitable professional qualifications, whose duty it is to verify the correctness of the management in relation to the applicable laws and bylaws, preparing an annual report in connection with the approval of the financial statements. The first Board of Auditors shall be appointed by the Founder at the approval of the memorandum of association.

The term of office of the members is three years after which they may be re-elected.

#### 18. The Secretary

The Secretary is responsible for keeping the Foundation's books of minutes, for taking the minutes of the meetings of the Board of Directors and taking care of the correspondence.

### **Part 5 Final provisions**

#### 19. Financial year

The financial year begins on the 1st January and ends on 31st December of each year.

#### 20. Amendments to the Bylaws

Any amendments to these Bylaws may be amended only in writing, by public deed and with the favourable vote of at least two thirds of the members of the Board of Directors.

#### 21. Dissolution

If required by law or if it proves impossible to continue the activities of the Foundation, the Board of Directors, after consulting with the Assembly of Founders, shall unanimously resolve to dissolve the Foundation, assigning its assets, whether real estate or securities, to other nonprofit organisations,

after consulting with the supervisory board referred to in article 3, paragraph 190, of Law 662/1996, unless otherwise required by the law.

22. Governing law

Any matters not provided for herein shall be governed by the Civil Code and the other applicable laws, especially with regard to Legislative Decree 460/1997, as amended.

Signed by Eliene Oliveira Barros, President  
Yolanda Atienza Borbon, Board Member

Filippo Duranti, Notary