

STATUTE

ASSOCIATION HUB FOR KIMBONDO

Article 1 - Constitution and name

It is constituted, in accordance with Articles 36 and following of the Civil Code an Association called Hub for Kimbondo - Coordination for Pediatric Foundation of Kimbondo; hereinafter called Hub for Kimbondo.

Art. 2 – Head Office

The Association has its head office in Rome, Via Ildebrando della Giovanna, 63A.

The Association may establish, both in Italy and abroad, branches, offices and representatives by resolution of the Board of Directors.

Article 3 - Duration

The Association has unlimited duration.

Art. 4 – Fundamental Principles

Hub for Kimbondo is a Coordination Association of other associations, institutions and or groups of people, however constituted, working in the field of solidarity and that consider essential prerequisites of their activities to comply with the principles of the Charter of Human Rights and the Convention on the Rights of Children and the real application of the same.

The association operates in the field of Charity and of the protection and promotion of civil rights.

Hub for Kimbondo is a democratic Association, not for profit, even indirect; secular and non-partisan; which has as its fundamental principle the respect of the autonomy, identity and specificity of individual organizations and people who belong to it.

Article 5 - Purposes of the Association

The purpose of the Association is to support the activities of the Pediatric Foundation of Kimbondo (Kinshasa - Democratic Republic of Congo) - hereafter referred as FPK - and coordinate initiatives of members and others in favor of the FPK.

FPK is a children's hospital that handles:

- An hospital, the Pediatrics, in a manner that guarantees essentially free medical care to children, and in special cases also for adults who might not otherwise have access to other healthcare facilities;
- Houses to take care of abandoned children and / or disabled persons by providing them assistance and education;
- A school ensemble, made up of a primary, a secondary and a vocational education school, for education and training;
- A farming activity for alimentary self-sufficiency of the structures of the Foundation.

The activity of the FPK (and consequently of the Association) is exclusively directed to disadvantaged people because of physical, mental, economic, social or family problems.

Article 6 - Activities Association

Hub for Kimbondo - maintaining its economic independence - is structured as a coordination unit and may enter into agreements with organizations and / or local institution, national and international, as well as participating in events and do whatever else is necessary and / or useful to the attainment of the purpose of the association.

The Association will carry out activities other than those listed below, except those which, although not mentioned, are directly connected and still not being prevalent.

The activities of the Association for supporting of FPK, including the specific activities of its members or associates, is expressed by:

1. The promotion and protection, including the participation in governance bodies of the FPK, of the values that the promoters Laura Perna and Father Hugo Diaz Rios based the FPK's activities;
2. Coordination of the fundraising initiatives of the members to manage the establishment costs of FPK;
3. The contribution to the balance of the economic management of the FPK, agreeing with the associates and with third people the payment of contributions scheduled in one or more years;
4. Promotion, coordination and direction of funding requests for realization and development projects related to FPK submitted directly by the same, by Associated or third parties;
5. Support to FPK especially for the organizational, administrative, planning and control part;
6. Coordination and address of the various initiatives of Members and third parties to raise contributions such as medicines, medical equipment, clothing and food product, also promoting direct agreements between suppliers and FPK;
7. The organization of voluntary activities to be carried out at the structures of FPK in particularly through:
 - The selection of volunteers, also taking into account the needs and particularities of FPK;
 - The training of volunteers, depending on their intended work at the FPK;
 - Monitoring the schedule of attendance at the FPK;
 - The code of ethical and moral behavior of the volunteers;
8. Promotion of collaborative efforts between the FPK and other hospitals, in Italy and Abroad, allowing the exchange of experiences, training and specialization medical, better effectiveness of protocols for prevention and care, etc.

Article 7 - Heritage, contributions, donations and gifts

The heritage consist of:

- a) movable and immovable property which will become the property of the Association;
- b) any reserve funds coming from the budget surplus;
- c) any grants, donations and bequests.

The revenues of the Association consist of the proceeds from the organization of events or participation to them and any other income that contributes to fuel the social assets.

The Association generally supports, coordinates and directs the various initiatives, which remain in any case in competence and responsibilities of the members in their design, implementation and final accounting.

The Association may, however, adhering to and collaborating with its members, promote and participate in fundraising activities to be allocated to the FPK, including commercial activities connected with the ultimate aim of financing the FPK.

The Association shall also make available to members or third parties who are interested in contribute directly to the activities of the FPK the services offered by the various associations (logistics, bank to transfer funds, IT and organization) needed to facilitate these initiatives.

Article 8 - Organs of the Association

Bodies of the association are:

- The Assembly of Members
- The Honorary President
- The President of the Association
- The Board of Directors
- The Auditor in the case provided by art. 23.

Article 9 - Representation of associations

Organizations participates with Hub for Kimbondo through their legal representative or person designated by them and communicated in writing to the shareholders. Admission to the Association cannot be scheduled for a temporary period, except the right of withdrawal.

Article 10 - The Assembly of Members

Are members or associates of the Association:

- The founders
- Supporters members

The founders are legal persons, entities, associations and groups of people organized who participated in the act of incorporation or which have been recognized as such, in relation activities carried out in favor of FPK, by the Board of Directors.

Supporting members are all legal persons, entities, associations and groups of people organized in accordance with their participation in Hub for Kimbondo, participating in activities supporting FPK and in particular who are committed to contribute regularly with annual contributions, even in nature, to the activities of FPK. The list of supporting members will be ratified at the first meeting. There will also be supporting members legal persons, entities, associations and groups of people who, upon written request, will be accepted by the Board of Directors.

Groups of people not incorporated in association must, when applying for being associated with Hub for Kimbondo, sign the membership card provided for all associated and also a specific document stating:

- The name given to the group;
- The Group's activities;
- The list of persons attending the Group;
- The representative of the Group dealing with Hub for Kimbondo;
- An explicit commitment to communicate regularly any significant changes occurred.

Article 11 - Members' rights

The members have all the same rights. All shareholders are entitled to participate with the right to intervene to the Assembly and exercise the right to vote for all the resolutions of the Assembly, including those concerning the approval and amendment of the statutes and regulations, and the appointment of the governing bodies of the Assembly.

Article 12 – Members' Duty

All members have the obligation to respect the statute and the resolutions.

All members undertake, subject to revocation, to respect and apply (also to their associates) the charter of principles of the FPK.

Art. 13 - Remuneration of the corporate bodies

All members of the corporate bodies participate freely. Any recognition of repayments at the bottom of the list, mainly for travel expenses related to missions or operations of strategic importance required by the Board of Directors, are approved by the Board of Directors itself and documented by receipts in compliance with existing regulations.

Article 14 - Withdrawal of members

Every member has the right to withdraw at any time by notifying to the Board of Directors. It will in any case require the contributions already paid or anything else he had given to the activities of the Association and of the FPK.

Article 15 - Exclusion of members

The Board of Directors may decide on the exclusion of members who, even through their members or associated, will make serious acts that violate the laws, the regulations or the charter of principles of FPK.

Article 16 - Powers of the Assembly of Members

The Assembly of Members:

- Appoints the Board of Directors;
- Approve the annual budget and the final balance of the association;
- Decides on amendments to the Articles of Association (except for the measures referred to unchangeable articles 5 and 12) with a majority of at least 2/3 of the members present;
- Decision to liquidate the Association.

It meets at least once a year to coincide with the approval of the report of the Association to review the five-year plan and the annual budget of Pediatrics with forecast annual program of interventions and the hedging program management costs of FPK, its articulation between the various members of Hub For Kimbondo and the possible conventions or acts of commitment;

Article 17 - Functioning of the Assembly of Members

The Assembly is convened by 30 April by the President of the Board or its delegate by notice sent by e-mail to all shareholders at the address provided at the time of enrollment (or, in case of change, then communicated) containing place, date and time of the meeting and the list of matters to be discussed.

Associates may attend the meeting by releasing a written delegation to another member or by video or teleconference, where there are the requirements (recognition of members in teleconference, possibility of access to the documentation and expression of the object of the resolution vote simultaneously).

The Assembly is also convened whenever the Council deems appropriate.

The resolutions of the Assembly are taken by majority vote and with the presence of at least half of the members at the first call and at the second call with the majority of votes of the speakers whatever the number of them.

Article 18 - The Honorary President

The Honorary President is Father Hugo Diaz Rios, now head of the FPK. The figure of the Honorary President is linked to his person and then when Father Hugo Diaz Rios cannot or will not want to hold that office, it shall automatically terminate the figure of the statutory Honorary President.

Article 19 - The President of the Association

The President of the Association is appointed by the Board of Directors among its members with the approval of the Honorary President; It represents the Association and shall implement the decisions of the Board of Directors.

Article 20 - Board of Directors

The Board of Directors consists of a minimum of 5 to a maximum of 9 members, including the President, appointed for the first time on the occasion of the memorandum, and in charge for the first two years, and then by the Assembly of Members for a term not exceeding five years.

In addition to the founding members, or those designated by them directly, can be elected in the Board the representatives of the members participating in the financial support of FPK at a minimum of 2 years. The Board of Directors is chaired by the President or by a Councilor nominated for the purpose by the other present members.

Article 21 - Powers of the Board of Directors

The Board of Directors has all the powers of ordinary and extraordinary administration for the management of the Association.

There are of sole responsibility of the Board:

- The appointment of the President at the expiry of the first term;
- In coordination with the management bodies of the FPK:
 - support in the preparation of the five-year plan and annual budget of the Pediatrics;
 - the activities to support the administrative and financial management of the FPK;
- The promotion, coordination and address of the fundraising efforts of the members and third parties;
- The preparation and the address of the cover program of the operating costs of the FPK and the relevant agreements or any acts of commitment;
- The preparation of the annual report of the activities of the Association;
- Decisions on the possible appointment of representatives of the Association in the governance organs of FPK;

- Acceptance of the application of association of new members not included in the list ratified at the first meeting;
- The establishment in Italy and abroad, of branches, offices and agencies.

The Board may, with the approval of the Honorary President, delegate all or part of their ordinary administrative powers to a Coordinator, chosen from among its members, and may create committees to be entrusted with the specific activities provided by Art. 6 of the Statute.

The committees are made up of people even outside the Board of Directors and are all chaired by the Coordinator that is responsible for their activities to the Board.

Article 22 - Functioning of the Board of Directors

The Council shall be convened by the President, or at the request of the Coordinator, or by at least three components by notice sent by e-mail to the eligible persons, containing the agenda to be discussed.

The Council meets at least twice a year and shall act with the favorable vote of majority of its members.

The implementation of the resolutions of the Council can be prevented from the exercise by the Honorary President of the Association, its right of veto, in any case, will have to be motivated.

The right of veto may be exercised and motivated by the Honorary President directly when the Board of Directors will meet.

If the Honorary President is not present at the meeting, the veto should be exercised within five days of the submission of the resolution that, after that period, become fully effective.

Art. 23 - Auditor

If the cost estimate of the Association exceeds the amount of € 50,000 the Assembly of Members will appoint an Auditor for the control of annual report of the Association.

Article 24 - Financial exercise and cash flow

The financial year ends on 31 December each year.

By 15 March, the President or, if appointed, the coordinator in agreement with the President of the Association shall forward the proposal accountability of its activities to the Board of Directors.

The Board of Directors reviews and approves the report by April 15 and submit it for the approval of the assembly by April 30 of each year together with its own report on the activities and programs for the current year.

The cash flow of the activity of the Association includes a summary of the activities carried out by FPK with attached balance sheet of FPK itself, including a statement of covers.

By 30 November of each year, the Coordinator proposes to the Board the annual program forecast of the interventions and the financial support to the FPK and its articulation between the various members for the following year. By 31 December, the Council shall approve the budget and submit it to the Assembly for approval before April 30.

Article 25 - Termination

In the event of termination for any reason, any remaining assets of the Association must be donated to the FPK.

All matters not provided by this statute, are subject to the laws in force.