



Camillian Disaster Service International Articles of Association

Art. 1. Establishment, registered name, registered address

1. The foundation under the name "**Camillian Disaster Service International**", briefly, "**CADIS**" (hereinafter "**Foundation**"), is established by the *Casa Generalizia* (hereinafter "**Founder**") of the "*Ordine dei Chierici Regolari Ministri degli Infermi – Camilliani*" (hereinafter "**Order**").
2. The Foundation is disciplined by these Articles of Association, and as regards anything not expressly provided hereby, by the Italian civil code laws on foundations, its implementing provisions and any other norms regarding the matter, including those related to its activities and/or the sectors of its activities.
3. The headquarter is in Rome and can be transferred by a decision of the Board of Directors. The transfer of the headquarter within the same municipality does not require a statutory changes.
4. The Foundation has the power to establish, whether in Italy or abroad, branches, delegations, representative offices and any other local units sanctioned by the laws enforce.

Art. 2. Purpose and activities

1. The Foundation does not pursue any profit-making purposes and is influenced by Christian principles and particularly by the charism and spirituality of Saint Camillus de Lellis, following the line of the tradition of the mission of the Order and the experience of universal charity solidarity.
2. The Foundation is the shared expression of the Order's commitment in humanitarian interventions through emergency, rehabilitation and development actions, aiming to promote the resilience in the communities.

For this purpose, the Foundation pursues the *Casa Generalizia* action - by directing and coordinating its operational entities, thanks to which the Order grants worldwide humanitarian, medical and pastoral aid, especially to those who are victims of disasters caused by nature or human beings – and aims to enhance the involvement in the action itself.
3. The Foundation pursues its purposes combining the professional and volunteer efforts of both laic people and members of the Order, and it shall, amongst other:

- promote and/or implement and/or participate in humanitarian programs, also developed by international organizations, in cooperation with locals, intermediate bodies and in full compliance with local development programmes;
 - promote the purposes and the contents of the Social Magisterium of the Catholic Church, and, in particular, the indications laid out in Pope Francis' encyclical "Laudato si";
 - give advice on issues related to the Foundation activities, take care of the recruitment, selection, formation, training, employment and sending of the staff in developing countries and/or areas which require specific intervention;
 - maintain the necessary interactions with the activities of the Order, of every order and degree, with particular attention to communication, to the promotion of considerations and campaigns on social justice and to the promotion of innovative health models, especially community based;
 - establish and manage libraries, as well as promote and organize shows, public performances, meetings, debates, conferences, events, study seminars, training and refresher courses and, more in general, organize, promote and, directly or not directly, manage any and all cultural activity;
 - fulfil publishing activities, as of documentation and research, publish and broadcast, using channels such as IT platforms, essays, brochures, books, papers, magazines, cd-rom, audio-visuals, multimedia items, except for daily newspapers, in order to sensitize public opinion to the Foundation institutional purposes;
 - conduct funds raising activities for the realization of the Foundation purposes, both directly and by other entities, with any available instrument and/or means;
 - promote public opinion awareness campaigns on the purposes of the activities of the Foundation;
 - take part to any kind of national, European, international contest and tender notice, promoted by Municipalities, Provinces, Regions, for the realization of the purposes of the Foundation;
 - adhere and/or participate, coordinate and/or collaborate directly to entities, bodies, unions, both domestic and international federations with identical or similar institutional purposes.
4. To pursue its purposes, the Foundation might join consortium, foundations, associations and entities to be established or which are already established in Italy and/or abroad, having similar institutional purposes.

5. The Foundation shall conduct any and all activity and operation necessary, appropriate or useful to the achievement of its institutional purposes, including economic and financial operations on movables and real estate, functional to pursue the institutional purposes.

Art. 3. Assets and Operating Fund

1. The Assets consist in the dotation described in the Constituent Act. The Assets may be increased by the contributions of the Founder, the Participants and the Supporters, by other movable and immovable assets, by grants and subsidies supplied by international bodies, governments, organizations or private or public institutions, for the achievement of goals consistent with the purpose of the Foundation, by self-financing activities, by inheritances, legacies, gifts, donations which this specific destination and by any other revenue permitted by applicable law, allocated to increase the Assets of the Foundation by resolution of the Board of Directors.
2. The Board of Directors shall determine the forms of investment of the Assets.
3. The income from the Assets and any other revenue not allocated to increase it, including public or private contributions and the revenues from possible initiatives promoted by the Board of Directors, constitute the instrument to carry out the institutional activities (Operating Fund). The Foundation shall not distribute any profit or surplus, however named or referred to, nor any fund, reserve or capital to its Members of any category, unless the destination or distribution are imposed by law.

Art. 4. Members

1. The members of the Foundations are:
 - (a) the Founder;
 - (b) the Participants.

Art. 5. The Founder

1. The *Casa Generalizia* is the Founder of the Foundation; any and all powers granted by these Articles of the Association to the Founder shall be intended as per granted to the *Consulta Generale dell'Ordine*, that is represented and acts by the *Padre Superiore dell'Ordine pro tempore* and/or his delegates in writing.
2. The Founder approves the Foundation guidelines proposed by the Board of Directors and values the targets reached by the Foundation itself; in addition to those granted by these Articles of Association, the Founder holds the following powers:

- a) to appoint the members of the Board of Auditors or, alternatively, the Sole Auditor;
- b) to revoke, at any time, also without cause, the members of the Board of Directors and the members of the Board of Auditors or, alternatively, the Sole Auditor;
- c) to determine the amount of the possible benefit to be granted to the President, to the members of the Board of Directors and to the members of the Board of Auditors or, alternatively, the Sole Auditor;
- d) to approve any amendment to these Articles of the Association, with the assent of the Board of Directors;
- e) to approve the Foundation termination.

Art. 6. Participants

1. The Participants to the Foundation are the Italian and foreign entities, having or not legal personality, that conduct activities within the development cooperation and international solidarity and are considered eligible by the Board of Directors.
2. The Foundation might discipline its intercourses with the Participants by the means of specific regulations approved by the Board of Directors and/or other agreements; in any case, the Participants shall act in compliance with the principles and directives of the Foundation, shall not act in contrast with them and shall communicate their possible intention to modify their own Articles of Association.
3. The Foundation shall direct and coordinate the Participants and holds the right to obtain:
 - a) information on the composition of their bodies and the activities carried out;
 - b) information and copy of the administrative, accounting and fiscal documentation;
 - c) the modification of part or of the whole articles of association of the Participants themselves, for the purpose of harmonization with these Articles of Association and/or with the articles of the association of other Participants.

Art. 7. Supporters

1. The Supporters are individuals and entities, with or without legal personality, admitted by the Board of Directors and that contributes to the realization of the purposes of the Foundation by cash infusions and/or tangible or intangible goods contributions, and/or work activities, without any limit.

Art. 8. Exclusion, forfeiture and withdrawal

1. The Board of Directors may, at any time, acting unanimously and stating its reasons, exclude from the Foundation Participants, Supporters or members of the Scientific Committee, who engage in behaviours that, in the Board of Directors sole opinion, are incompatible with these Articles of Association or with possible regulations or decisions of the Founder.
2. Participant or Supporter entities automatically forfeit in case of dissolution or extinction for any reason, in case of bankruptcy or submission to other insolvency or liquidation proceedings. The Board of Directors shall ascertain the occurrence of such events.
3. Supporter individuals and the members of the Scientific Committee automatically forfeit in case of death (and, in this case, their status cannot be transferred to the heirs), interdiction, disqualification or bankruptcy. The heirs of the deceased have no claim against the Foundation. The Board of Directors shall acknowledge the occurrence of such events.
4. Participants and Supporters may, with at least 8 (eight) months' notice, withdraw from the Foundation, without prejudice to the duty of the Participants to fulfil the undertaken obligations.
5. For individuals, the loss of the status of Supporter causes the forfeit from any office held in the Foundation.
6. In any case of exclusion, forfeiture and withdrawal, those who have contributed in any way and for any reason to the purposes of the Foundation, shall not recover the contributions made, nor claim any other right on the Assets of the Foundation.

Art. 9. The Bodies

1. The Bodies of the Foundation are:
 - 1) the President;
 - 2) the Board of Directors;
 - 3) the Board of Participants;
 - 4) the Director;
 - 5) the Scientific Committee;
 - 6) the Board of Auditors or, alternatively, the Sole Auditor.

Art. 10. The President

1. The President shall be nominated by the Founder from among the members of the Board of Directors, nominated under paragraphs 12.2, 12.3 and 12.4.

2. The President represents the Foundation before third parties, including in judicial proceedings before Courts, summons and presides over the Board of Directors, Board of Participants and Scientific Committee meetings and monitors the execution of the approved acts.
3. The Presidents acts and resists in front of any and all administrative or jurisdictional authority and holds the power to grant mandate to lawyers and to define their duties.
4. The Presidents takes care of the relations with institutions, companies, public and private entities, including the intercourses finalized to the collaboration and support of the initiatives of the Foundation.
5. Within the terms of the powers hereby appointed to the President, the President itself is empowered to appoint power of attorneys to individual acts or category of acts.
6. In case of real urgency or need, the President, prior consultation – although telephonic – and approval of at least two of the members of the Board of Directors, shall adopt decisions *in lieu* of the Board of Directors itself; such decisions shall be ratified by the Board of Directors on its first subsequent meeting.
7. The President shall receive the indemnity decided by the Founder and the reimbursement for all the costs, duly documented, incurred in the exercise of its own powers.

Art. 11. The Vice President

1. The Vice President shall be nominated by the Founder from among the members of the Board of Directors, nominated under article 12, paragraphs 2,3 and 4, shall replace the President if the latter is absent or unavailable.
2. The subscription of the Vice President, with reference to the subscribed acts, shall release third parties, including public offices, from any interference and liability regarding any possible lack of the power to represent the Foundation.

Art. 12. The Board of Directors

1. The Foundation is managed by the Board of Directors composed of an odd number of members, determined by the Founder, respectfully to the provision of the following paragraphs 3. and 4., which is included between 5 (five) and 15 (fifteen).
2. Without prejudice to the provision of the following paragraphs 3. and 4., the Founder **appoints** the Members of the Board of Directors.

3. Should the status of Participant having been conferred to at least 4 (four) entities located in the same continent, they shall jointly appoint 1 (one) of the members of the Board of Directors.
4. Should the Board of Participants having been established according to paragraph 15.1, if the Board of Participants itself is made up of 11 Participants or less, it shall appoint 1 (one) of the members of the Board of Directors, and if the Board of Participants itself is made up of 12 Participants or more, it shall appoint 2 (two) of the members of the Board of Directors. The appointment under this paragraph shall be made after the one under paragraph 3 above.
5. The Board of Directors shall be in charge for 3 (three) financial years.
6. The members of the Board of Directors appointed by the Founder during the term of office of the Board of Directors shall become members of the Board of Directors for the remainder of the Board of Director's term of office.
7. Should, during the term of office of the Board of Directors be elected a new Padre Superiore dell'Ordine and/or a new Consulta Generale dell'Ordine, the entire Board of Directors shall be deemed automatically revoked;
8. The member of the Board of Directors that, without any justification, should not take part to 3 (three) consecutive meetings of the Board of Directors, might be revoked by the Board of Directors itself.
9. Should during the course of the financial period, one or more of the members of the Board of Directors leave office for any reason, the President, or, in the case of its absence, the Vice President, or in the case of its absence, the older member of the Board of Directors, promotes its/their substitution by the one who elected the deceased member of the Board of Directors, that shall take action within the next 60 (sixty) days. The member of the Board of Directors appointed shall be in charge as long as the Board of Directors in charge at the time of his appointment is divested of authority.
10. Should not the one empowered to appoint the member of the Board of Directors take action within the mentioned deadline, the Board of Directors itself shall replace the member for co-optation and the thus appointed members of the Board of Directors shall remain in charge until the one granted of that power provides for the late appointment, or as long as the Board of Directors in charge at the time of the appointment is divested of authority.
11. The members of the Board of Directors, shall receive the indemnity decided by the Founder and the reimbursement for all the costs, duly documented, incurred in the exercise of their own powers.

Art. 13. Powers of the Board of Directors

1. Except for the powers appointed by these Articles of Association to the Founder or to other bodies of the Foundation, the Board of Directors holds all

- powers for the ordinary and extra-ordinary management of the Foundation and monitors the carrying out of its activities.
2. Every year, the Board of Directors shall draw up a report to be submitted to the Founder, containing the Foundation activities guideline proposals and the related targets and programmes, inherently the institutional purposes as per defined in article 2 of these Articles of Association;
 3. Moreover, in addition to the powers appointed to the Board of Directors by these Articles of Association, it shall:
 - (a) execute ordinary and extraordinary management of the initiatives, deeds, operations inherent to the institutional purposes as per defined in paragraph 2 of these Articles of Association, except for the management reserved by the laws or these Articles of Association to the Founder or to other bodies of the Foundation;
 - (b) appoint the Directors, that might be external individuals to the same Board of Directors, and define its functions and tasks, in compliance with the provisions of these Articles of Association as well as its compensation and the nature of the intercourse;
 - (c) may appoint a treasurer's office and/or a secretary-general that might be external individuals to the same Board of Directors, define their functions and tasks, in compliance with the provisions of these Articles of Association as well as their compensation and the nature of the intercourses;
 - (d) approve on acceptance of inheritance, bequeaths and donations, as well as sells and purchase of real estate properties;
 - (e) approve possible internal regulations.
 4. Except for the powers reserved by laws to the Board of Directors and those listed by paragraph 5.2, d) and paragraph 13.2 and 13.3, a) and d), the Board of Directors may grant its powers or part of them to the President or to the Vice President or to single members of the Board of Directors; in such hypothesis, the delegate shall represent the Foundation within the limits of the granted powers.
 5. Anyone may be invited by the Board of Directors to take part to its meeting, without any voting power.

Art. 14. Convocation and quorum of the Board of Directors

1. The Board of Directors shall be convened by the President on his/her own initiative or at the request of at least one third of the members of the Board, by any means, even by telematic tools, certifying their receipt, at least 7 (seven) days before the scheduled date of the meeting; in cases of urgency, the Board of Directors shall be convened in the same way with at least 48 (forty-eight) hours' notice.

2. The notice of the meeting shall contain the agenda, the date, time and place of the meeting.
3. The Board of Directors shall meet at least 3 (three) times a year.
4. The meetings of the Board of Directors, which is chaired, if necessary, may be validly held by means of videoconference and/or conference call, under the following conditions which shall be recorded in the meeting minutes:
 - i) the one who chairs the meeting (the meeting chairman) shall be able, also through delegates, to control unequivocally the attendees' identity and entitlement to participate, to regulate the proceedings, and to announce the results of the votes;
 - ii) the one who drafts the minutes of the meeting (the meeting secretary) shall be able to adequately follow any event of the meeting which is to be included in the Minutes;
 - iii) those in attendance shall be able, all at the same time, to take part in the discussion and the voting on the topics on the Agenda, in addition to viewing, receiving or transmitting documents;Where such conditions are met, the meeting is deemed to be held at the venue where the meeting chairman and the secretary are both present.
5. The resolutions of the Board of Directors shall be deemed to be valid if at least half plus one of its current members is personally present. The Board of Directors shall act by majority of the votes cast by present members, unless otherwise provided for by these Articles of Association. In the event of a tie, the President has the casting vote.
6. The resolutions adopted by the Board of Directors shall be recorded in the meeting minutes signed by the chairman and the secretary of the meeting.

Art. 15. The Board of Participants

1. Should the status of Participant be granted to at least 3 (three) entities, the Board of Participants is established.
2. In addition to the provisions of the foregoing paragraph 12.4, the Board of Participants shall meet each time it is required by the President or by at least one third of its own members.
3. In addition to the provisions of the foregoing paragraph 12.4, the Board of Participants might elaborate proposals and/or opinions on the activities, programs and targets, and also on the provisional financial budget and the final financial statement of the Foundation, to be submitted to the Board of Directors; the Board of Directors shall debate and approve the initiative in the course of its first subsequent meeting, which – whether required by the

Board of Participants – shall take place urgently and in any case no later than 30 (thirty) days from the request itself.

4. The Board of Participants shall be convened by the President by notice sent to each of the Participants, by any means, even by telematic tools, certifying their receipt, at least 7 (seven) days before the scheduled date of the meeting; the notice of the meeting shall contain the agenda, the date, time and place of the meeting. The same notice may contain the date, time and place of a possible second convocation. In case of urgency, the Board of Participants shall be convened in the same way with at least 48 (forty-eight) hours' notice.
5. Every Participant who cannot attend the meeting shall have the right to issue a written proxy to another Participant. The same Participant may act for a maximum of 3 (three) other Participants.
6. Every Participant is entitled to one vote.
7. The meeting of the Board of Participants is chaired by the President, or by the person he designates for this purpose, and it shall be deemed valid, at first call, if at least half plus one of the Participants is present personally or by proxy; conversely, at second call, the meeting shall be deemed valid, whatever the number of the Participants attending personally or by proxy.
8. The Board of Participants acts by majority of the votes cast by Participants who are present personally or by proxy.
9. The Board of Participants may be validly held even if the attendees are at multiple adjacent or remote locations, connected by audio-visual technology, provided that the collegial procedures and the principles of good faith are observed. In this case it must be assured that:
 - i) the one who chairs the meeting (the meeting chairman) shall be able, also through proxies, to control unequivocally the identity and the entitlement of the participants, to regulate the proceedings, and to announce the results of the votes;
 - ii) the one who drafts the minutes of the meeting (the meeting secretary) shall be able to adequately follow any event of the meeting which is to be recorded in the minutes;
 - iii) those in attendance shall be able, all at the same time, to take part in the discussion and the voting on the topics on the Agenda;

Where such conditions are met, the meeting shall be deemed to be held at the venue where the meeting chairman and the secretary are both present.

Art. 16. The Director

1. The Director is appointed of the operative management of the Foundation and, among the other, the Director:

- (a) participates to the realization of the Foundation activities programs, takes care of activities promotion and coordination and of the following monitoring;
 - (b) is in charge of the Foundation offices, coordinates their operations and directs Foundation personnel and collaborators;
 - (c) takes care of the execution of the Foundation bodies approvals.
2. The Director shall participate to the Board of Director meetings without voting power, whether he is not one of its members.

Art. 17. The Scientific Committee

1. The Scientific Committee is the cultural and scientific Foundation reference body.
2. The Scientific Committee shall elaborate proposals on the realization of the Foundation purposes and shall give opinions on tasks submitted to its attention by the Boards of Directors or by the President.
3. The Scientific Committee is made up of a variable number of members (from 3 (three) to 7 (seven)), defined by the Board of Directors and is presided over the President or someone appointed by the latter.
4. The Board of Directors, having heard the opinion of the Istituto Internazionale di Teologia Pastorale Sanitaria Camillianum, appoints the members of the Scientific Committee, choosing between professor and people having solid professional skills and expertise with reference to the Foundation purposes; they are in charge for 2 (two) years, re-eligible.
5. In the event of resignation or forfeit of the office for any other reason of a member of the Committee, the Board of Directors, having heard the opinion of the Istituto Internazionale di Teologia Pastorale Sanitaria Camillianum, appoints a new member who shall remain in charge for the remainder of the Committee's term of office.
6. The Committee shall be convened at the request of the President or of at least one third of its members.
7. The Committee shall be convened by the President by written notice sent also by fax or e-mail - provided, in this last case, confirmation of receipt by the recipient – to the fax or e-mail address communicated by each member of the Committee, and received at least 5 (five) days before the scheduled date of the meeting; the notice shall contain the agenda, the date, time and place of the meeting. In case of urgency the notice may be received also the day before the scheduled date of the meeting and shall explain the reasons of the urgency. In any case the meeting shall be deemed validly held when is attended by more than a half of the members of the Committee.
8. The Committee acts by majority of the votes cast by the attendees. In the event of a tie, the President has the casting vote.

9. The members of the Committee act for free; they shall have the right to be refunded of the documented expenses incurred in the exercise of their office; however, the Board of Directors may deliberate a compensation payment for specific tasks assigned.
10. The resolutions adopted by the Scientific Committee shall be recorded in the meeting minutes signed by the chairman and the secretary of the meeting and transcribed in the Committee's Minute Book kept by the President of the Foundation.

Art. 18. Board of Auditors and the Sole Auditor

1. The Board of Auditors or, alternatively, the Sole Auditor, is the supervisory body entrusted with monitoring the financial and accounting activities of the Foundation.
2. The Board is made up of 3 (three) effective members, one of whom to be the President and 2 (two) to be alternate auditors.
3. The President of the Board and the Sole Auditor shall be enrolled in the Register of Auditors.
4. The Board of Auditors and the Sole Auditor shall monitor the financial management of the Foundation, ensure that the accounting records are properly kept, examine the provisional financial budget and the final financial statement - drafting specific reports - and carry out counts of cash. The Board or the Sole Auditor shall also monitor the compliance with law and with these Articles of Association of the Foundation's activity. The Board of Auditors acts by simple majority.
5. The Board of Auditors and the Sole Auditor shall be in charge for 4 (four) financial years and, in any case, until the new Board takes over.
6. The members of the Board and the Sole Auditor may be reappointed.
7. The members of the Board and the Sole Auditor shall meet at least 3 (three) times a year, upon request of a member of the Board of Auditors or of the Board of Directors, and they may attend the meetings of the Board of Directors.
8. Minutes subscribed by every member of the Board shall be taken of each meeting.

Art. 19. Financial Year

1. Each financial year begins on the first day of January and ends on the last day of December.

2. The final financial statement shall be kept in accordance with the principles under Article 2423 and ss. of the civil Code, whereas they are compatible with the characteristics of the Foundation.
3. The financial statement is prepared by the President and the Director and it comprises the balance sheet, the income statement, the notes to the Financial Statements and any other document which law may prescribe.
4. The financial statement shall be clearly written and accurately reflect the financial position of the Foundation and the operating results of the financial year. Should law required information not be enough for this purpose, appropriate complementary information shall be provided.
5. The financial statement shall be approved by the Board of Directors within 4 (four) months after the end of the financial year. Within 3 (three) months from the end of the financial year, the financial statement shall be submitted to the Board of Auditors or the Sole Auditor for its/his/her opinion. Should the Board of Auditors or the Sole Auditor not deliver an opinion within 15 (fifteen) days, the financial sheet shall be deemed to be approved. The financial sheet shall be published and forwarder to the competent authorities under the current law.
6. By the 30th of November of each year, the President and the Director prepare the provisional financial budget for the following year and they forward it to the Board of Auditors or to the Sole Auditor for its/his/her opinion. Should the Board of Auditors or the Sole Auditor not deliver an opinion within 15 (fifteen) days, the provisional financial budget shall be deemed to be approved. The provisional financial budget shall be subjected to the approval of the Board of Directors within the next 15 (fifteen) days.
7. In the exercise of their respective powers, the Foundation bodies may undertake commitments and assume obligations within the limits of the approved financial statement's appropriations.
8. The expenditure commitments and the obligations assumed beyond the limits of the approved appropriations shall be ratified by the Board of Directors.
9. Al long as the Foundation is in existence, profits, operating surpluses, funds and reserves may not be distributed, unless the distribution or allocation is imposed by law.
10. The financial statements, the balance sheet and the income statement of the financial year are available to all the members of the Foundation and to whoever has contributed to its financing.

Art. 20. Duration and Termination

1. The Foundation has no time limit.
2. In the event of dissolution of the Foundation, one liquidator shall be appointed by the Founder.
3. In the event of termination, the remaining assets shall be devolved to the Ordine Regolare dei Chierici Regolari Ministri degli Infermi – Camilliani, which shall use them for purposes and activities similar to those of the Foundation.