

**BYLAWS**  
**of the Participatory Foundation**  
**"Fonte di Speranza ETS"**

**Article 1**

**Name**

1. A Participatory Foundation is established under the name "Fonte di Speranza Ente del Terzo Settore" for brevity also referred to as "Fonte di Speranza ETS." This name shall be used in official acts, correspondence, and public communications.

**Article 2**

**Headquarters**

- 2.1 The Foundation has its legal headquarters in Milan. Any change of address within the same Municipality shall be decided by the Board of Directors. Within thirty days, the minutes of the address change must be filed with the competent authority in accordance with Article 48 of Legislative Decree 117/2017.
- 2.2 The Board of Directors may establish delegations and offices both in Italy and abroad by resolution.

**Article 3**

**Purpose and Activities**

- 3.1 The Foundation, which is non-profit, exclusively pursues civic, solidarity, and social utility purposes by primarily engaging in general interest activities. In particular, the Foundation aims to improve the living conditions of the most vulnerable populations, mainly in Africa and Asia, through the creation and support of development projects and humanitarian interventions aimed at poor and needy people, with special attention to children, maternity, and the general condition of women.
- 3.2 To pursue this purpose, the Foundation operates in the sectors referred to in Article 5, paragraph 1, letters n), a), u), l), w), v) of Legislative Decree 117/2017, carrying out the following activities:

- Providing free donations of goods, money, and services aimed at alleviating the conditions of need of deserving individuals, including those made for the benefit of other non-profit entities, in favor of activities of general interest, in line with the Foundation's goals;
- Promoting the improvement of hygiene and health standards, providing medical aid, psychosocial support, and contributing to the establishment of local clinics and medical centers;
- Promoting the adoption of minors at a distance;
- Supporting and promoting the completion of studies, vocational training, and/or employment initiation for needy youth to foster their integration into society;
- Creating public utility infrastructure in developing countries; distributing basic necessities, non-perishable food, medicines, clothing, etc., as well as vaccines and medical care; promoting

development interventions for communities with a focus on fully enhancing local resources and ensuring equal dignity for the counterparts; implementing actions and services aimed at promoting the harmonious growth and defense of children's rights, as well as their schooling in compliance with the UN Convention on the Rights of the Child; activating paths and projects to promote equal opportunities and recognizing gender differences as a value;

- Promoting the development of local networks both in Italy and in partner countries, involving territorial entities, religious and secular associations to activate channels of exchange in terms of resources, methodologies, technologies, and culture, as well as through any other activity deemed appropriate by the Board of Directors to achieve social solidarity purposes;
- Conducting awareness campaigns, information conferences, and participating in events aimed at achieving the Foundation's goals to raise public awareness of the issues it addresses both in Italy and abroad;
- Publishing periodicals or journals closely related to the Foundation's purposes and areas of activity, acting as the publisher of such materials, as required by law.

The Foundation may also engage in activities other than those of general interest, as long as they are secondary and instrumental to the primary activities, according to the criteria and limits defined by ministerial decree in accordance with Article 6 of Legislative Decree 117/2017, as further clarified by the Board of Directors.

3.3 The Foundation may also take any actions necessary to achieve its objectives.

In particular, it may, by way of example and not limited to:

- a) Acquire, create, manage, lease, or assume possession of real estate, movable property, facilities, equipment, and materials useful and necessary for its activities;
- b) Engage in banking, financial, and movable operations, and enter into contracts and agreements with private individuals and public entities to carry out its activities;
- c) Request financing for approved operations, including, but not limited to, taking out loans, both short- and long-term, with collateral;
- d) Conduct all activities necessary to raise funds and donations, in cash or in kind;
- e) Participate in or contribute to the establishment of foundations, associations, consortia, or other forms of public or private associations, as well as, within the limits of the law, capital companies, all instrumental to the Foundation's purposes;
- f) Promote and/or organize events and manifestations held in conjunction with celebrations, anniversaries, or awareness campaigns, to raise funds for the Foundation's institutional purposes.

3.4 In carrying out its activities, the Foundation may make use of volunteers pursuant to Article 17 of Legislative Decree 117/2017. Volunteers performing activities on a non-occasional basis will be registered in a special register, maintained by the Board of Directors. The volunteer status is incompatible with any form of subordinate or

independent employment relationship or any other paid work with the Foundation. The Foundation will ensure the volunteers are insured pursuant to Article 18 of Legislative Decree 117/2017.

#### **Article 4**

##### **Assets and Endowment Fund**

4.1 The Foundation's assets consist of:

- a) The endowment fund;
- b) Bequests, legacies, and other contributions – public and private – explicitly allocated to the assets;
- c) Any other property that is received by the Foundation in any form and is expressly designated for the increase of the assets;
- d) Residual management funds not used and not transferred to subsequent financial years;
- e) Reserve funds created with any surpluses from management.

#### **Article 5**

##### **Funding of Activities**

5.1 The Foundation funds its activities through:

- a) The income and proceeds derived from the management of the assets;
- b) Charitable donations, gifts, and public and private contributions provided to the Foundation to achieve its purpose;
- c) Funds from the sale of assets belonging to the foundation, allocated for purposes other than the increase of the assets;
- d) Revenue, income, and proceeds derived from general interest activities and other activities referred to in Article 6 of Legislative Decree 117/2017;
- e) Surplus funds from previous financial years not allocated to the assets;
- f) Proceeds from fundraising, pursuant to Article 7 of Legislative Decree 117/2017, including public fundraising activities conducted through offering goods of modest value or services to donors, continuously or occasionally, in conjunction with celebrations, anniversaries, or awareness campaigns.

#### **Article 6**

##### **Organs**

6.1 The organs of the Foundation are:

- a) The Board of Directors;
- b) The President and Vice President;
- c) The Control and Auditing Body;
- d) The Assembly of Participants.

#### **Article 7**

##### **Board of Directors**

7.1 The Foundation is governed by a Board of Directors (hereinafter also referred to as the "Board") consisting of a minimum of 3 and a maximum of 7 members, including the President.

7.2 The Board of Directors, initially appointed in the act of the Foundation's establishment through transformation, is composed as follows:

- a) Diego Sportiello and Carlo Sportiello are life members with the power to designate the person who, after the termination of their office for any reason,

will assume the role of new life member with the same prerogatives reserved for them in this statute;

b) The remaining members are appointed by the outgoing Board or by the Assembly of Participants if the former do not act within sixty days from the expiration of their term. The appointed Board members will serve for three terms and will end their term with the meeting convened for the approval of the final accounts for the third term, unless they resign or are dismissed.

Board members are re-eligible.

The number of members of the Board of Directors is determined by the expiring Board.

7.3 The President of the Foundation is designated for life as Diego Sportiello. Subsequently, the President will be chosen from within the Board of Directors by majority decision.

The Board of Directors may appoint a Vice President from its members, with a purely representative role, to substitute for the President in case of absence or impediment.

7.4 In the event of resignation, dismissal, permanent impediment, or death of one of the life-long members as per Section 7.2(a) without the designation of a successor, the Board may co-opt a new member to replace them or reduce the number of members for the current mandate, maintaining the minimum number of members. In case of co-option, the newly appointed member will serve until the natural expiration of the Board.

7.5 In case of resignation, dismissal, permanent impediment, or death of a member appointed under Section 7.2(b), the Board may co-opt a new member or reduce the number of members for the current mandate, maintaining the minimum number of members. In case of co-option, the newly appointed member will serve until the natural expiration of the Board.

7.6 Any member of the Board of Directors may resign at any time by providing written notice to the President of the Board. The resignation is effective immediately upon notification unless otherwise specified in the resignation document.

7.7 A person cannot be appointed as a member of the Board and, if appointed, shall be removed from their position if they are interdicted, incapacitated, bankrupt, or convicted of a crime resulting in a prohibition, even temporarily, from holding public office or exercising executive roles.

## **Article 8**

### **Board of Directors' Powers**

8.1 The Board of Directors is entrusted with the ordinary and extraordinary administration of the Foundation.

In particular, the Board, in addition to any provisions stated in other parts of this statute:

a) establishes the strategic direction of the Foundation, identifying projects to be implemented;

b) drafts the annual report on the activities, prepares, and executes the related

programs;

- c) approves activities outside of the general public interest as per Article 6 of Legislative Decree 117/2017;
- d) drafts and annually approves the final accounts and the budget, as well as the social balance, if applicable;
- e) defines the operational structure of the Foundation;
- f) may appoint an Honorary President of the Foundation chosen from those who have most contributed to the Foundation's institutional purpose, who will attend Board meetings without voting rights;
- g) assigns professional duties;
- h) oversees hiring and dismissal of staff;
- i) signs contracts of any nature;
- j) determines whether the Control Body should be monocratic or collegial;
- k) may appoint the Director, determining their functions;
- l) appoints the Vice President and President as per Article 7.3;
- m) decides on the acceptance of donations and bequests;
- n) manages the Foundation's assets, which should be invested with the goal of obtaining the maximum possible return while preserving the real value over the long term;
- o) decides on amendments to the statute and submits them to the relevant authorities for approval, in accordance with the law;
- p) decides on the establishment and participation in foundations, associations, social enterprises, consortia, companies, and, in general, private or public entities, both in Italy and abroad;
- q) decides on extraordinary operations with the approval of the majority of the serving members;
- r) decides on the dissolution of the Foundation and the allocation of its assets, according to the majority and procedures required by law;
- s) ensures the maintenance of the minutes related to its meetings and resolutions.

8.2 The Board may delegate part of its powers to one or more of its members, or to an executive committee composed of three of its members; it may appoint attorneys for specific acts or categories of acts, within the limits established by its resolution filed in accordance with the law; and it may use consultants.

8.3 Any limitations on the representation powers will be recorded in the National Registry of the Third Sector.

## **Article 9**

### **Board of Directors' Meetings**

9.1 The Board of Directors meets at the Foundation's headquarters or elsewhere, both in Italy and abroad.

9.2 The Board meetings are called by the President, either on their own initiative or when requested by at least one-third of the members, with a notice containing the agenda sent by registered letter or certified or regular email, ensuring proof of receipt, at least ten days before the meeting or, in case of urgency, at least two days before.

9.3 Board meetings and resolutions are valid even without formal notice if all members and Control Body members are present, including by teleconference.

9.4 The Board of Directors will make decisions validly when the majority of its members are present; resolutions are adopted by a simple majority of the votes of the attendees. In case of a tie, the President's vote prevails.

9.5 Board meetings are chaired by the President, or in their absence, by the Vice President, or if neither are present, by a member designated by the attendees. A minute of the meeting is drafted, signed by the President and Secretary, and recorded in the relevant book.

9.6 Board meetings may also be held through telecommunication means, ensuring adherence to collegial methods, good faith, and equal treatment principles. Specifically, it must ensure:

- a) the President can ascertain the identity of participants, regulate the meeting, and announce voting results;
- b) the minute taker can adequately record the meeting's events;
- c) participants can simultaneously join discussions and vote on agenda items.

## **Article 10**

### **President – Vice President**

10.1 The President, as defined in Article 7.3, represents the legal representative of the Foundation before third parties and in legal matters.

10.2 The President calls and chairs the Board meetings, executes the resolutions, and exercises the powers delegated by the Board either generally or on a case-by-case basis.

10.3 In urgent cases, the President may adopt the Board's decisions, subject to ratification by the Board at its next meeting.

10.4 The President may grant special powers for individual actions and appoint lawyers and attorneys for legal matters.

10.5 The Vice President replaces and acts in place of the President in their absence or impediment. The Vice President, within the delegated powers, holds the legal representation of the Foundation.

## **Article 11**

### **Director**

11.1 The Director may be appointed by the Board of Directors and remains in office for the period established at the time of appointment.

11.2 The Director is responsible for the operational and administrative management of the Foundation, implements the resolutions of the Board of Directors, and coordinates daily activities.

11.3 The position of Director is compatible with membership on the Board of Directors, unless otherwise stipulated by the statute or regulations.

11.4 The Director participates in the meetings of the Board of Directors without voting rights, unless they are also a member of the Board of Directors.

## **Article 12**

### **Supervisory and Audit Body**

12.1 The Supervisory Body may be either monocratic or collegial, as determined by the Board of Directors.

12.2 Members of the Supervisory Body are appointed by the Assembly of Participants and remain in office for three terms until the approval of the financial statements for the third term. The members may be reappointed.

12.3 The members of the Supervisory Body, to whom Article 2399 of the Civil Code applies, must be selected from the categories specified in paragraph 2, Article 2397 of the Civil Code. In the case of a collegial body, these requirements must be met by at least one member.

12.4 The Supervisory Body ensures compliance with the law and the statute, as well as the principles of proper administration, including with respect to Legislative Decree 8 June 2001, No. 231, where applicable, and monitors the adequacy of the organizational, administrative, and accounting structure and its effective functioning.

12.5 The Supervisory Body also monitors compliance with civic, solidarity, and social utility objectives and certifies that the social report, if any, has been prepared in accordance with ministerial guidelines. The Social Report documents the results of the monitoring carried out by the auditors. Meetings of the Supervisory Body are validly constituted when the majority of its members are present, and resolutions are passed by the majority of those present.

12.6 Members of the Supervisory Body may, at any time, individually or collectively, conduct inspection and control activities, and may request information from the directors regarding the progress of social operations or specific business matters.

12.7 When the limits set out in Article 31 of Legislative Decree 117/2017 are exceeded, the legal audit of the accounts is assigned to the Supervisory Body, which must be composed of legal auditors registered in the appropriate register, unless the Board of Directors decides to entrust the audit to a legal auditor or an audit firm registered in the appropriate register.

12.8 The Supervisory Body attends meetings of the Board of Directors, to which it must always be invited.

12.9 The Supervisory Body maintains a record of its meetings and resolutions.

## **Article 13**

### **Assembly of Participants**

13.1 Participants include individuals and legal entities, both public and private, and entities, even without legal personality, that contribute to the life of the Foundation and the achievement of its objectives through significant contributions and are admitted by the Board of Directors. A "significant contribution" means a donation to the Foundation at least equal to the amount determined by the Board of Directors, or operational support without remuneration.

13.2 The status of Participant is decided by the Board of Directors with the favorable vote of at least two-thirds of its members and is automatically lost two years after the last contribution to the Foundation or the last collaborative contribution.

13.3 The Board of Directors, with the favorable vote of at least two-thirds of

its members, may decide to exclude Participants for failure to fulfill the obligations set forth in this statute or for behavior incompatible with the Foundation's mission and values. In the case of entities or legal persons, exclusion is automatic in the event of the entity's dissolution, bankruptcy, or other liquidation procedures. The Board of Directors is responsible for verifying these events.

13.4 Participants may withdraw from the Foundation with at least three months' notice, subject to the fulfillment of obligations assumed. Those who are excluded, withdraw, or cease to be part of the Foundation for any reason may not reclaim the contributions made nor assert rights to its assets.

13.5 The Board of Directors keeps a Register of Participants, which will be periodically updated in case of changes.

13.6 The Board of Directors may grant the honorary title of Participant to individuals and legal entities, both public and private, and entities, Italian or foreign, that have made a significant contribution to the Foundation's work during its existence. The honorary title is symbolic, does not involve involvement in the Foundation's activities, and does not require any contribution to the Foundation.

13.7 The Assembly of Participants has the following rights:

- Consultation on strategic projects: the assembly has the power to give non-binding opinions on important matters regarding the strategic direction of projects;
- Proposal of initiatives: the assembly may propose specific initiatives and activities to be submitted to the Board of Directors;
- Appointment of the Supervisory Body and the Legal Audit Body, determining their compensation within the legal limits.

13.8 The Assembly of Participants meets at least once a year, initiated by the President of the Foundation, who will preside over the meeting and appoint a Secretary. It is also convened by the President whenever necessary, indicating the matters to be discussed. The meeting is called by any means, including electronic communication, that ensures receipt, sent by the President and delivered to each member at least eight days before the scheduled meeting date (three days in urgent cases). The notice must include the date, time, and location of the meeting. The meeting is valid even if these procedures are not followed, as long as all Participants attend. Each Participant is entitled to one vote; if unable to attend, they may delegate another Participant in writing. No Participant may hold more than two proxies. The Assembly may be held with participants located in multiple locations, connected via audio or video, with the modalities recorded in the minutes.

## **Article 14**

### **Compensation for Corporate Roles**

14.1 Members of the Board of Directors and the President may receive compensation for their activities, in accordance with applicable legal limits.

14.2 The Director's compensation is determined by the Board of Directors based on transparency criteria and in accordance with applicable laws. If the Director is also a member of the Board, the compensation for their role as



Director is decided by the other Board members, excluding the Director's vote.

14.3 The Supervisory Body and the Audit Body (if appointed) are entitled to compensation established by the Assembly of Participants, in accordance with the law and practice.

14.4 The Foundation, in accordance with applicable legal provisions, publishes annually and keeps updated on its website any payments, compensation, or fees of any kind attributed to members of the governing and control bodies as well as to executives.

## **Article 15**

### **Register of Supporters**

15.1 The Board of Directors may, by majority resolution, grant the status of Supporter to individuals or entities that have significantly supported the Foundation and its activities. To this end, the Board may establish a Register of Supporters at the Foundation's headquarters.

## **Article 16**

### **Financial Year – Financial Statements – Prohibition of Distribution**

16.1 The financial year of the Foundation begins on January 1st and ends on December 31st of each year. By December of each year, the Board of Directors approves the financial forecast for the following year, and within 180 days from the end of the financial year, approves and files the annual financial statement or financial report, in accordance with Article 13 of Legislative Decree 117/2017.

The Board of Directors documents the secondary and instrumental nature of different activities in the mission statement.

16.2 If the thresholds set out in Article 14 of Legislative Decree 117/2017 are exceeded, the Board must also prepare a social report, which must be approved annually within the same deadline as the final financial statement. The social report will be drafted and published in accordance with Article 14, paragraph 1 of Legislative Decree 117/2017.

16.3 The assets, including any income, rents, proceeds, and revenues of any kind, are used to carry out the statutory activities exclusively for the pursuit of civic, solidarity, and social utility purposes.

The distribution, even indirectly, of profits, surpluses, funds, and reserves to founders, participants, workers, collaborators, directors, and other members of the governing bodies is prohibited, except as expressly provided in Article 8 of Legislative Decree 117/2017.

## **Article 17**

### **Dissolution**

17.1 The Foundation is dissolved in the cases provided for in Articles 27 and 28 of the Civil Code. In the event of dissolution, the Board of Directors appoints one or more liquidators.

17.2 In case of dissolution for any reason, all remaining assets after liquidation must be transferred, with the prior opinion of the Regional Office of the National Register of the Third Sector (Article 45, paragraph 1, Legislative Decree 117/2017), to another Third Sector Entity identified by the Board of Directors.

**Article 18****Applicable Laws**

18.1 For everything not expressly provided in this statute, the provisions of the Civil Code concerning foundations, Legislative Decree 117/2017 (and subsequent amendments and additions), and other applicable laws are referred to.