

ARTICLES OF ASSOCIATION FOR A NONPROFIT ORGANISATION

On 19th of May 2007, at 11.00 a.m., at the premises of Sezione Alpini in Tradate (VA), the following persons met:

Accordino Franco Roberto born in Tradate on 20.4.1974, place of abode Tradate, via San Bernardo, 51, taxpayer's code number CCRFNC74D2OL319J;

- **Agostinelli Rossana Daniela** born in Milano on 28.4.1947, place of abode Malnate, via Monte Cimone, 4, taxpayer's code number GSTRSN47D68F2O5E;

- **Barbiero Angelina** born in Tradate on 7.6.1926, place of abode Tradate, via Nino Bixio, 10, taxpayer's code number BRBNLN26H47L319G;

- **Barbiero Antonietta** born in Tradate on 13.1.1925, place of abode Tradate, via Baracca, 25, taxpayer's code number BRBNNT25A53L319C;

- **Beati Aldo** born in Tradate on 20.9.1982, place of abode Castiglione Olona, via Monte Cimone, 65, taxpayer's code number BTELDA82P2OL319J;

- **Bolla Renato** born in Varese on 23.1.1962, place of abode Venegono Inferiore, via Mauceri, 6, taxpayer's code number BLLRNT62A23L682H;

- **Callegari Maria** born in Concordia Saggittaria on 24.5.1946, place of abode Tradate, Meucci, 5, taxpayer's code number CLLMGG46E64C95OR;

- **Candiani Stefano** born in Busto Arsizio on 11.12.1971, place of abode Tradate, via Don Sturzo, 3, taxpayer's code number CNDSFN71T11B300H;

- **Carneili Ella Carla** born in Saronno on 13.4.1956, place of abode Turate, via Como, 18, taxpayer's code number CRNLRL56D53I441B;

- **Cattaneo Rosangela** born in Tradate on 4.1.1954, place of abode Tradate, c.so Matteotti, 7, taxpayer's code number CTTRNG54A44L319W;

- **Ciccardi Giovanna** born in Lonate Ceppino on 15.12.1940, place of abode Lonate Ceppino, via Della Banchetta, 7, taxpayer's code number CCCGNN4OT55E665A;

- **Cipolli Aldo** born in Tradate on 13.11.1961, place of abode Tradate, via Monte Nevoso, 31, taxpayer's code number CPLLDA61S13L319O;

- **Cirillo Rosanna** born in Roccarainola on 2.12.1955, place of abode Tradate, via Dante, 38, taxpayer's code number CRLRNN55T42H433N;

- **Dell'Osa Victoria** born in Saronno on 13.12.1981, place of abode Turate, via Como, 18, taxpayer's code number DLLVTR81T53I441L;

- **De Salvatore Antonio** born in Bagnolo del Salento on 7.8.1952, place of abode Tradate, via Meucci, 5, taxpayer's code number DSLNTN52M07A572O;

- **De Salvatore Mauro** born in Saronno on 26.1.1978, place of abode Tradate, via Meucci, 5, taxpayer's code number DSLMRA78A26I441J;

- **Donà Isabella** born in Mirano on 18.5.1983, place of abode Noale, via Sant'Andrea 2 int. 1, taxpayer's code number DNOSLL83E58F241D;

- **Fragano Irene** born in Milano on 3.4.1964, place of abode Milano, via Racconigi, 19, taxpayer's

code number FRGRNI64D43F2O5U;

- **Galmarini Angelo** born in Tradate on 7.2.1955, place of abode Tradate, via Nino Bixio, 10, taxpayer's code number GLMNGL5SBO7L319C;

- **Galmarini Elena** born in Tradate on 20.9.1960, place of abode Tradate, via F.lli Cairoli, 16, taxpayer's code number GLMLNE6OP60L319O;

- **Galmarini Jane** born in Tradate on 13.11.1982, place of abode Tradate, via Nino Bixio, 10, taxpayer's code number GLMJNA82S53L319C;

- **Galmarini Peter** born in Tradate on 23.7.1984, place of abode Tradate, via Nino Bixio, 10, cod. flsc. GLMPTR84L23L319I;

- **Ghidotti Laura** born in Bergamo on 16.6.1964, place of abode Brembate, via Arnichi, 29, taxpayer's code number GHDLRA64H56A794J;

- **Giannoni Miria** born in Roma on 11.8.1943, place of abode Venegono Inferiore, via Papa Giovanni XXIII, 1, taxpayer's code number GNNMRJ43M51H5O1B;

- **Giorgio Sabrina** born in Domodossola on 14.4.1984, place of abode Domodossola, via Italia, 139, taxpayer's code number GRGSRN84D54D332S;

- **Gualandris Maddalena** born in Bergamo on 15.9.1980, place of abode Ponte San Pietro, via Roma, 10, taxpayer's code number GLNMDL8OP55A794V;

- **Kampirwa Beatrice** born in Mbarara (Uganda) on 2.8.1969, place of abode Tradate, via Crocifisso, 40 taxpayer's code number KMPBRC69M42Z353T;

- **Kantengwa Grace** born in Kampala (Uganda) on 12.4.1956, place of abode Tradate, via Nino Bixio, 10, taxpayer's code number KNTGRC56D52Z353V;

- **La Tona Vincenzo** born in Varese on 23.4.1975, place of abode Portovenere, via Reboa, 16, taxpayer's code number LTNVCN75D23L682D;

- **Larghi Graziella** born in Tradate on 31.8.1961, place of abode Malnate, via Monte Nero, 3, taxpayer's code number LRGGZL61M71L319B;

- **Lo Faro Carmelo** born in Pavia on 5.7.1974, place of abode Domodossola, via Regione Nosere, 1, taxpayer's code number LFRCLM74LO5G388W;

- **Macchi Angelo** born in Lonate Ceppino on 16.5.1932, place of abode Lonate Ceppino, via Della Banchetta, 7, taxpayer's code number MCCNGL32E16E665G;

- **Marcon Adriana** born in Tradate on 29.7.1949, place of abode Gorla Minore, via S.G. Bosco, 51 int. 4, taxpayer's code number MRCDRN49L69L319I;

- **Mbituyimana Cyprien** born in Giciye (Rwanda) on 22.5.1978, place of abode Venegono Inferiore, via A. Manzoni, 47, taxpayer's code number MBTCPR78E22Z338U;

- **Mellana Mauro** born in Tradate on 23.1.1953, place of abode Tradate, via Crocifisso, 40, taxpayer's code number MLLMRA53A23L319P;

- **Nicoli Alcide** born in Bergamo on 9.3.1955, place of abode Tradate, via Treves, 2, taxpayer's code number NCLLCD55CO9A794U;

- **Piacentini Fabrizio** born in Tradate on 18.6.1955, place of abode Tradate, via D. Albisetti, 18,

taxpayer's code number PCNFRZ55H18L319C;

- **Rabolini Don Enrico** born in Castellanza on 15.11.1934, place of abode Tradate, via Rosmini, 1, taxpayer's code number RBLNRC34S15C139V;

- **Rosaci Annina** born in San Martino di Finita on 4.11.1954, place of abode Tradate, via Pirandello, 10, taxpayer's code number RSCNNN54S44H992F;

- **Sala Viviana** born in Schivenoglia on 6.9.1956, place of abode Tradate, via A. De Gasperi, 15, taxpayer's code number SLAVVN56P46I532I;

- **Togni Caterina** born in Bonate Sopra on 11.1955, place of abode Ponte San Pietro, via S. Gaudenzio, 9, taxpayer's code number TGNCRN55S41A963B;

- **Togni Teresa** born in Ponte San Pietro on 4.1.1932, place of abode Bonate Sopra, frazione Ghiaie, via F.lli Calvi, 10, taxpayer's code number TGNTRS32A44G856X;

- **Toppan Lidia** born in San Biagio di Callalta on 8.8.1955, place of abode Tradate, via De Gasperi, 49, taxpayer's code number TPPLDI5SM48H7S1T;

- **Uslenghi Carlo** born in Tradate on 17.7.1956, place of abode Tradate, via G. Romita, 1, taxpayer's code number SLNCRL56LI7L319P;

- **Villa Mons. Erminio** born in Gorgonzola on 9.11.1949, place of abode Tradate, via Santo Stefano, 40, taxpayer's code number VLLRMN49SO9EO94R;

who decide to constitute the Association called:

"INSHUTI ITALIA-RWANDA" Onlus

The Association has its registered office in Tradate, via Nino Bixio, 10. It is a nonprofit association whose purpose is to safeguard and promote individuals and their families by promoting peace among peoples and by providing aid of various kinds to those in need by every possible means. More specifically, the association is committed to sustaining and promoting the populations of Rwanda and more generally the peoples of Africa for whom it actively works to provide aid, microcredit, distance adoption, support to schools, the local economy and families, with special attention to water and other basic goods and putting the youngest and weakest at the heart of its efforts. The association also promotes cultural exchange and the establishment of true friendly ties between Italy and Rwanda and Africa as a whole.

The association is engaged in dialogue and active cooperation with governmental institutions and with non-governmental movements and voluntary organisations.

The association is governed by the statute approved by the participants, which is annexed to these articles of association and forms an integral and substantial part of them.

For the first four years the Board of Directors will be composed of: Carnelli Elia Carla, Cipolli Aldo, Galmarini Angelo, Galmarini Elena, Kampirwa Beatrice, Kantengwa Grace, Mbituyimana Cyprien, Mellana Mauro, Nicoli Alcide, Piacentini Fabrizio, Sala Viviana, Villa Mons. Erminio.

The Board of Directors appointed **Kantengwa Grace** as President of the Association, **Mbituyimana Cyprien** and **Piacentini Fabrizio** as vice presidents, **Mellana Mauro** as treasurer, **Galmarini Elena** as Secretary.

The signatories delegate the President Kantengwa Grace to make all the changes to the statute that might be necessary in order to enter the Association on the list of registered nonprofit Associations with social utility.

Tradate, 19th May 2007.

STATUTE OF THE ASSOCIATION "INSHUTI ITALIA-RWANDA" Nonprofit

Official name

Article 1

The Voluntary Association 'INSHUTI ITALIA-RWANDA' Onlus, nonprofit association with social utility, is hereby established. The Association is governed by Italian Law 266/91. The acronym "onlus" must always be included in the name and in all distinctive marks or communications to the general public in compliance with Article 10 ff. of Law 460 of 4th December 1997.

Article 2. Registered Office

The Association has its registered office in Tradate, via Nino Bixio, 10.

The Board of Directors may establish bureaus, secondary offices, and representative offices in other locations.

Purpose of the Association

Article 3

The purpose of this nonprofit association is to safeguard and promote individuals and families by fostering peace between peoples and nations by every possible means and providing aid of various kinds to those in need.

More specifically, the association is committed to sustaining and promoting the populations of Rwanda and more generally the peoples of Africa for whom it actively works to provide aid, microcredit, distance adoption, support to schools, the local economy and families, with special attention to water and other basic goods and putting the youngest and weakest at the heart of its efforts. The association also promotes cultural exchange and the establishment of true friendly ties between Italy and Rwanda and Africa as a whole.

The association is engaged in dialogue and active cooperation with governmental institutions and with non-governmental movements and voluntary organisations.

In order to achieve its purposes the Association may undertake any initiative, including any entrepreneurial transactions and real-estate, securities, commercial or financial contracts, deemed to be necessary or useful for the fulfilment of the association's purposes or which is considered to be directly or indirectly linked to such purposes.

Members

Article 4

Membership of the Association is open to persons aged 18 or more, provided that they share its purposes and are willing to commit themselves to the fulfilment of said purposes by dedicating some of their spare time to this cause. In order to maintain membership annual dues must be paid as decided by the General Assembly.

Article 5

Applications for admission shall be submitted to the Board of Directors. The Board of Directors shall have the discretionary power to decide upon admission of Members.

Article 6

If membership is denied the applicant must be notified in writing of the reasons for the decision. In this case the rejected applicant may appeal the decision within 30 days to the General Assembly, which must examine the request at the first following meeting.

Article 7

Members have the right to be fully informed on all activities and initiatives carried out by the Association, to participate in the meetings of the General Assembly of the association with full voting powers and to be elected to offices within the association.

Members may terminate their membership at any time with 8 days prior written notice to the Board of Directors.

Members must comply with and ensure compliance with the Statute and any possible regulations

adopted by the association.

Any services provided by the members of the association will be entirely free of charge, with the exception of possible reimbursement of the expenses effectively sustained and authorized by the Board of Directors.

Article 8

Membership is terminated in the following cases:

- a) death of the member;
- b) arrearage in the payment of dues;
- c) upon presentation of written resignation;
- d) upon exclusion.

Members can be excluded by the association for repeated acts of indiscipline and/or unfitting behaviour violating the statute and/or any internal regulations or when they are inactive for an extended period without sufficient reason.

Termination of membership as per points b) and d) shall be decided by the Board of Directors and in case of exclusion of a member the decision of the Board of Directors must be ratified by the General Assembly at its first following meeting.

Article 9

Individuals and public and private institutions or associations can also become supporting members of the Association by sharing the ideals of the association and giving an economic contribution according to the terms and conditions agreed upon. Supporting members do not have voting powers nor are they eligible for office, but they are fully entitled to be informed about all initiatives undertaken by the Association.

Association Bodies and Elective Offices

Article 10

The Association bodies are:

- a) the General Assembly;
- b) the Board of Directors;

All social offices are elective and not remunerated; the members of the association bodies do not receive any kind of emolument or remuneration; they are only entitled to a reimbursement of the expenses related to the execution of their duties, approved in advance by the Board of Directors.

Article 11

The General Assembly is the highest decision-making body and it is made up of all the members of the association. The General Assembly is chaired by the President of the Board of Directors, who shall convene it: at least once a year and within four months prior to the end of the financial year, for the approval of the financial statements and accounts; upon request of the Board of Directors; or upon justifiable request of at least one tenth of the members.

The Board of Directors meets to convene the General Assembly and it determines the day and time of the first and of the second call with at least one day's difference. Ordinary and extraordinary meetings of the General Assembly are convened via written letter mailed to all members, including suspended or excluded members on whom the definitive decision of the General Assembly is pending, at least 20 full days before the meeting.

The convocation notice must mention the exact day, time and place of the meeting and all the matters in the agenda to be discussed.

Article 12

The General Assembly can be convened for ordinary or extraordinary meetings.

Article 13

The General Assembly can validly deliberate only if at least 50 per cent of the members are present either in person or by proxy given to another member. At second call the General Assembly can validly deliberate whatever the number of members present or represented by proxy. Each member can hold only one other member's proxy.

The decisions of the General Assembly are taken by a simple majority.

Article 14

The Directors do not have voting rights on resolutions for approval of the financial statement or on resolutions involving their own responsibilities. Decisions are ordinarily taken by a show of hands. When electing association officers, elections will be by secret ballot. Resolutions are effective immediately and must be reported, together with a summary of the debate, in the minutes signed by the President and the Secretary of the General Assembly and added to the book of records of the General Assembly.

Article 15

The General Assembly has, amongst others, within its competence the power to decide upon the following points:

- Debate and approval of the financial statements and budget;
- Decision on the overall yearly programme of activities;
- Appointment and dismissal of the Directors, previously fixing their number;
- Determination of the admission fee and the annual subscription and their payment deadline;
- Debate and approval of resolutions taken by the Directors for the good working of the Association;
- Resolution on Directors' liabilities;
- Admit new members and decide/accept their resignation, as foreseen by articles 6 and 8;
- Debate and decide on each point mentioned on the agenda;
- Appointment of the board of auditors to supervise on the accountings;

Article 16

The Extraordinary General Assembly will decide upon all modifications to the articles of association, the dissolution of the Association and the assignment of its assets.

The decisions on modifications to the articles must be taken by at least 3 / 4 of its members and require the majority of the present voting members; the dissolution of the Association and the assignment of its assets require the votes in favour of at least 3 / 4 of the members.

Board of Directors

Article 17

The Board of Directors consists of minimum 5 and maximum 12 Directors appointed by the Assembly. They will be appointed for 4 years and their mandate is renewable.

Article 18

The Board of Directors meets whenever the President deems it advisable or when at least one third of the Directors have requested so.

The convening notice should be displayed in the association's registered office at least 3 full days before the meeting and should reach the Directors by all means: letters, phone calls, faxes, emails. obligatory indicate, date, time, place and agenda.

The Board of Directors can validly deliberate only if the majority of the Directors are present.

The resolutions are taken by a simple majority vote. Decisions are ordinarily taken by a show of hands, except when appointing any person to official positions.

Minutes of the meetings of the Board of Directors must be established and inserted in a register held by the Secretary and should be signed by the Secretary and the President.

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Article 19

The Board of Directors has full power in respect of management and administration, and carries out any executive actions to develop the activities of the Association, except for what falls within the scope of competence of the General Assembly by law or statute.

The Board of Directors may namely:

- elect the President among its members and annul his or her appointment;
- elect the Vice-president or Vice-presidents among its members and annul their appointment;

- Appoint the Secretary General and annul his or her appointment;
- Appoint the Treasurer and annul his or her appointment;
- Carries out any ordinary and extraordinary management action;
- Supervises the executions of the resolutions of the General Assembly;
- Arrange the yearly programme of activities;
- Yearly produces the following documents to the General Assembly for its approval: the annual report, the annual financial statements where all the assets, grants, legacies and the expenses subdivided by detailed items; the budget for the current year;
- Assigns general and special proxies;
- Appoints and remove, prescribes the duties and fix the compensation, if any, of all prospective employee;
- Submits the rules for the running of the Association and of its legal bodies to General Assembly;
- Admits or refuses new Full, Adherent and Associate Members and accept their resignation;
- Ratifies or refuses the urgent measures decided by the President;
- Resolves the exclusion of a member, as from in Article 8.

Article 20

Should any seat of the Board of Director become vacant once and for all, it will be given to the next candidate having the majority of votes in the list. Should the list be ended, supplementary elections must be called.

The President

Article 21

The Present is the legal person of the Association and has the power to sign on behalf of the association.

He remains in office for the same duration as the Board of Directors.

He appoints the lawyers in case of suits involving the Association before any administrative and judicial authority.

He convenes of the Board of Directors and the General Assembly and is the chairman.

The President sees to the carrying out of the decisions taken by the General Assembly and the Board of Directors; he takes the necessary arrangements to develop the activities of the Association.

He acts with banks, post offices and has the power to carry out any financial and accounting activity, with no exception, such as the following which represent an example solely: opening or terminating a current account, signing drawing cheques, drawing cash, endorsing cheques to be drawn, requesting trusts, loans, financial supports, mortgages and any type of credit openings, buying bonds and resell them.

Should any objective necessities occur, the President can take urgent resolutions prior ratification

of the Board of Directors. Should not the Board of Directors for any reason ratify the resolution, the President will be held responsible for them personally.

The Association can have a Honorary President appointed by the General Assembly.

The Secretary and the Treasurer

Article 22

The Secretary is responsible of drawing up the meetings minutes of the Board of Directors and of the General Assembly, of inserting them in the register and holding all the registers and books, included the membership register. The Secretary assists the President in carrying out the daily management of the Association.

The Treasurer will have charge of the financial management of the Association and, together with the Secretary, is responsible of the administrative book-keeping. He draws up the financial statement and the budget, based on the resolutions taken by the Board of Directors. He can be entitled of executing banking transactions and of having the legal signature in such banks or post offices.

Assets, social operations and financial statement

Article 23

The assets of the Association include:

- estates and real-estates;
- shares, bonds and other public or private stocks;
- donations, legacies or successions;
- other allocations of funds and properties.

According to the current regulations, the social assets must be used in the most appropriate way to the fulfilment of the association's purposes.

The admission fee are non-transferable. In case of death or resignation of one member, his / her fee remains property of the Association.

Article 24

The financial year starts on January 1st and ends on December 31st each year

The Association has the following financial income:

- member fees and donations from supporters;
- grants from private entities, Government, Public bodies, International bodies, public institutions aimed at supporting specific and substantiated activities or projects:
- donations and legacies;
- refunds from special conventions;
- revenues from secondary, possible commercial or production activities;
- any incomes the Association may receive.

Dissolution of the Association and dispositions of its assets

Article 25

The dissolution of the Association can be decided by the Extraordinary General Assembly such as foreseen by article 16 of the present Statute. Upon the dissolution of this Association, after paying or adequately providing for the debts, obligations, and liabilities of this organization, the remaining assets shall be distributed to Volunteer Organizations which operate in the same field of activities. Under no circumstances should the assets be distributed among its members.

General and final dispositions

Article 26

The present Statute must be observed as the Association's fundamental act. All the social positions are on voluntary basis and without remuneration, and it is stressed that any supply of services of its members must be considered voluntary and without remuneration.

Any matter that is not covered by present articles of association will be governed by dispositions of law in such matters.