

## BYLAWS OF THE SANTA RITA FOUNDATION

### Article 1

#### Establishment – Name – Registered office

- 1.1 By the will of the Monastery of Saint Rita of Cascia of the Augustinian Nuns of Cascia, the "Santa Rita da Cascia Foundation Ente del Terzo Settore" is hereby established, hereinafter referred to as the "Foundation".
- 1.2 As a Third Sector Organisation registered in the Single National Register of Third Sector Organisations, the Foundation shall include the phrase "Ente del Terzo Settore" (Third Sector Organisation) or the acronym "E.T.S." in its name and in all distinctive signs or communications addressed to the public.
- 1.3 Pursuant to Article 37 of Legislative Decree 117/2017, et seq., the Foundation is a Philanthropic Organisation and, upon registration in the specific section of the Single National Register of Third Sector Organisations, shall use the term "Ente Filantropico" (Philanthropic Organisation) or the acronym "E.F."
- 1.4 The Foundation, which conducts its activities both in Italy and abroad, has its registered office in Cascia (Perugia, Italy).
- 1.5 The relocation of the registered office within the Municipality of Cascia (PG) shall not entail any amendment to the bylaws, and shall be carried out by resolution of the Board of Directors.
- 1.6 The Foundation reserves the right to establish secondary offices, representative offices, branches and any other type of local unit permitted by law, both in Italy and abroad.

### Article 2

#### Purposes

- 2.1 The Foundation identifies devotion to Saint Rita of Cascia as the guiding principle and source of inspiration for its activities.
- 2.2 The Foundation operates in accordance with the Founder's will to promote the Augustinian message, with particular regard to the teachings of the Augustinian Nuns of Cascia.
- 2.3 Pursuant to Article 37 of Legislative Decree 117/2017, the Foundation aims to provide funds, goods or services, including investments, to support disadvantaged individuals and

communities worldwide who are affected by illness, war, hardship, marginalisation, suffering, social isolation, need and/or deviance.

2.4 Pursuant to Article 37 of Legislative Decree 117/2017, the Foundation also seeks to provide financial support for activities of general interest.

### Article 3

#### Activities of General Interest

3.1 In pursuit of non-profit, civic, solidarity and social utility purposes, and in accordance with Article 5 of Legislative Decree 117/2017, the Foundation may exclusively or primarily carry out the following activities of general interest:

- a) social interventions and services pursuant to Article 1(1) and 1(2) of Law No. 328 of 8 November 2000, as amended, and the interventions, services and benefits referred to in Law No. 104 of 5 February 1992 and Law No. 112 of 22 June 2016, as amended, in accordance with Article 5(1.a) of Legislative Decree No. 117/2017;
  - b) Healthcare interventions and services, pursuant to Article 5(1.b) of Legislative Decree 117/2017;
  - c) interventions for the protection and enhancement of cultural heritage and the landscape, pursuant to Legislative Decree No. 42 of 22 January 2004, as amended, pursuant to Article 5(1.f) of Legislative Decree No. 117/2017;
  - d) organisation and management of cultural, artistic or recreational activities of social interest, including publishing initiatives, to promote and disseminate culture and the practice of volunteering and activities of general interest, pursuant to Article 5(1.i) of Legislative Decree No. 117/2017;
  - e) humanitarian reception and social integration of migrants, pursuant to Article 5(1.r) of Legislative Decree 117/2017;
  - f) charity work, long-distance support, free distribution of food or products referred to in Law No. 166 of 19 August 2016, as amended, or the provision of funds, goods or services to assist disadvantaged persons or support activities of general interest, pursuant to Article 5(1.u) of Legislative Decree 117/2017;
  - g) promotion of a culture of legality, peace among peoples, non-violence and unarmed defence, pursuant to Article 5(1.v) of Legislative Decree 117/2017;
  - h) promotion and protection of human, civil, social and political rights, as well as the rights of consumers and users of the activities of general interest referred to in this article;
- promotion of equal opportunities and mutual aid initiatives, including time banks pursuant

to Article 27 of Law No. 53 of 8 March 2000, and fair trade purchasing groups pursuant to Article 1(266) of Law No. 244 of 24 December 2007, in accordance with Article 5(1.w) of Legislative Decree 117/2017;

i) redevelopment of unused public assets or assets confiscated from organised crime, pursuant to Article 5(1.z) of Legislative Decree 117/2017.

2.3 In carrying out activities of general interest, the Foundation may:

(a) undertake private or public fund-raising activities and/or receive donations, including monetary contributions, to be used for institutional purposes;

(b) raise public awareness through the organisation of events, meetings, campaigns, information initiatives and similar activities;

(c) promote all types of events, such as conferences, debates, round tables, conventions and congresses, even co-financing similar initiatives organised by public or private entities connected to its institutional purposes, both nationally and internationally;

(d) establish scholarships and other forms of assistance for deserving individuals wishing to pursue studies in this field, upon request. The criteria for awarding these scholarships shall be determined and announced by the Board of Directors on a case-by-case basis

(e) participate in research calls and any tenders promoted by public or private bodies within the Foundation's field of interest;

(f) directly or indirectly establish and manage scientific institutes, universities, and research and/or study centres;

(g) coordinate, promote and support the activities of entities with similar or related aims, providing them with all types of technical, cultural and, where deemed appropriate, financial assistance;

(h) collaborate with health authorities, other competent national and international authorities and/or bodies, universities, and any other public or private institutions for the examination and/or formulation of proposals on matters falling within the Foundation's institutional purposes, as well as to develop, implement and activate projects concerning scientific research, social and socio-medical assistance, cultural and social matters at the national and European levels, or those promoted by other Public or Private Institutions at the International level;

(i) enter into contracts, conventions, agreements or understandings with public or private entities deemed appropriate and useful for the achievement of the Foundation's objectives;

(j) undertake any other activity conducive to the pursuit of its institutional aims.

2.4 Pursuant to and for the purposes of Article 6 of Legislative Decree No. 117 of 3 July 2017,

as amended, in pursuing its statutory purposes the Foundation may also: - carry out activities other than those of general interest, as better described in the previous sections, exclusively on a secondary and instrumental basis with respect to its principal objectives.

## Article 4

### Assets and Contribution to Assets

4.1 The Foundation shall achieve its objectives and sustain itself through income derived from its assets,

with funds and/or donations received, and the revenues generated from its activities.

4.2 The Foundation's assets consist of:

- a) an initial endowment totalling € 120,000.00 (one hundred and twenty thousand/00 Euros);
- b) real estate and movable property transferred to the Foundation through specific contributions and/or donations from public or private entities;
- c) real estate acquired following a resolution of the Board of Directors;
- d) contributions from the European Union, the State, the Region, and other local, national, foreign or international public and private bodies and organisations, intended to increase the Foundation's assets;
- e) bequests, contributions, donations and offerings from third parties expressly or deliberately allocated by the Board of Directors to increase the Foundation's assets;
- f) any unused income portion allocated by resolution of the Board of Directors to increase the Foundation's assets.

4.3 The obligation to preserve and maintain the Foundation's assets shall remain unaffected.

4.4 Profits or operating surpluses must be used exclusively to carry out institutional and statutory activities or those directly related to them.

4.5 All resources of the Foundation shall be used for its operation and for the achievement of its statutory objectives.

4.6 The distribution, even indirectly, of profits or operating surpluses, as well as capital funds or reserves, during the Foundation's existence, is prohibited unless such allocation or distribution is required by law or made in favour of other Third Sector Organisations which, by law, bylaws or regulation, pursue the same purposes.

4.7 The Foundation's assets and income shall be used solely for the achievement of its statutory purposes, to the exclusion of any other use.

4.8 When the necessary conditions are met, the Board of Directors may decide to establish one or more assets for specific purposes.

4.9 Those who contribute or have contributed to the Foundation's assets shall not be entitled to request the return of their contributions or to claim any rights over said assets.

## Article 5

### Fund-raising and Receipt of Funding

5.1 The Foundation may engage in fund-raising activities to finance its grant-making initiatives and activities of general interest, including by soliciting bequests, donations, and non-monetary contributions from third parties.

5.2 Fund-raising activities may also be carried out by appealing to the public or through the sale or provision of goods or services of modest value, using its own resources and those of third parties, including volunteers and employees, in accordance with the principles of truth, transparency and fairness in relations with supporters and the public, as provided for by Article 7(2) of the Code of Third Sector Organisations.

5.3 The Foundation may receive funding with the financier having the right to recover the financed capital under the following conditions:

- a) the funding agreement must be in writing; if it is not, the disbursement shall be deemed a non-repayable contribution;
- b) in the case of interest-bearing funding, the interest rate must not exceed the maximum rate permitted by law, reduced by one percentage point.

5.4 With the exception of loans, all contributions are non-repayable and in any case do not confer the right to participate in the Foundation's organisation or activities.

## Article 6

### Bodies of the Foundation

6.1 The bodies of the Foundation are:

- a) the Board of Directors;
- b) the Chairperson and Vice-Chairperson;
- c) the Executive Committee;
- d) the Control Body;
- e) the Supervisory Body pursuant to Legislative Decree 231/2001.

## Article 7

## Board of Directors: composition and Functioning

7.1 The Foundation is governed by a Board of Directors consisting of five members, as follows:

- a) the Abbess of the Monastery of Saint Rita of Cascia in Cascia, pro tempore, who serves as an ex officio member and Chairperson of the Foundation;
- b) two nuns of solemn vows from the Monastery of Saint Rita of Cascia in Cascia, appointed by the Board of the Monastery of Saint Rita of Cascia in Cascia;
- c) two members appointed by the Prior General pro tempore of the Order of Saint Augustine, who shall designate the Vice-Chairperson of the Foundation from among them.

7.2 With the exception of the Chairperson, appointed for the entire duration of her canonical term of office pursuant to section 7.1.a, the other members of the Board shall remain in office for four financial years and their terms shall expire at the same time as the meeting of the Board of Directors convened to approve the financial statements for the fourth financial year of their term.

The members of the Board may be reappointed.

7.3 The appointment of successors to all serving Directors shall be carried out in accordance with the provisions of section 7.1 of these Bylaws.

7.4 The Board of Directors shall meet in ordinary session at least twice a year, by 30 April and 31 December, to approve the final accounts and the provisional budget respectively; it shall meet in extraordinary session whenever deemed necessary by the Chairperson or when requested by one-third of its members or by the Chairperson of the Control Body.

7.5 The Board of Directors shall be convened by the Chairperson or, in the event of their absence or impediment, by the Vice-Chairperson, by notice sent by any means, including electronic, certifying receipt and with at least seven (7) days' notice; in urgent cases, the Board may be convened in the same manner with at least forty-eight (48) hours' notice.

7.6 The notice of convocation must specify the agenda, the place, the date and the time of the meeting. In urgent cases, with the unanimous consent of all members, the Board of Directors may decide to discuss matters not included in the agenda.

7.7 Meetings of the Board shall be valid when attended by the majority of Directors, and resolutions shall be adopted by a majority of those present.

7.8 Where previously agreed among the Directors and duly justified, Board meetings may also be held via video or audio conference, provided that the Chairperson or, in their absence, the Vice-Chairperson and the recording secretary are both present at the designated meeting venue, and that, for the proper conduct of the meeting, the Chairperson

or Vice-Chairperson are able to verify in advance the identity of the Directors present, who must be able to participate in discussions and vote simultaneously on the matters on the agenda.

7.9 In the event of a tie, the vote cast by the Chairperson shall prevail.

7.10 Resolutions shall be recorded in minutes signed by the Chairperson and the secretary of the meeting, transcribed in chronological order in a dedicated register, duly stamped, numbered on each page and authenticated.

7.11 If, for any reason, one of the members referred to in section 7.1 is absent, the Chairperson or, in their absence, the Vice-Chairperson shall request a replacement from the persons entitled to such appointments, in accordance with section 7.1.

7.12 If the Board of the Monastery of Saint Rita of Cascia in Cascia or the Prior General pro tempore of the Order of Saint Augustine — each for the members under their respective authority, in accordance with section 7.1 — should fail to make the replacements referred to in section 7.11 within sixty days, the Control Body shall request the replacement of the departing Directors from those still in office; failing this, it shall report the Foundation's inability to function to the Supervisory Authority for the adoption of the appropriate legal measures.

7.13 Without prejudice to the provisions concerning the Abbess of the Monastery of Saint Rita of Cascia in Cascia, all Directors appointed to replace their predecessors during a term of office shall cease to hold office together with the others upon the natural expiry of the original term.

7.14 If, during a term of office, the majority of the elected or appointed Directors should cease to hold office, even if not simultaneously, the entire Board shall be dissolved and reconstituted in accordance with these Bylaws.

7.15 Except for the Chairperson, any Director who, without justified reason, fails to attend three consecutive meetings of the Board may be declared to have forfeited their office by the Board itself and shall be replaced in accordance with the provisions of this article.

## Article 8

### Powers of the Board of Directors

8.1 The Board of Directors holds all powers for the ordinary and extraordinary administration of the Foundation, except those reserved to other statutory bodies; in particular, it shall: a) propose, formulate and define the guidelines for the Foundation's activities and assess their outcomes;

- b) approve the provisional budget and final financial statements, both accompanied by the Control Body's report;
- c) accept inheritances, bequests and donations, as well as authorise the purchase and disposal of real estate;
- d) assign and determine any allowances due to the Chairperson, Vice-Chairperson, Directors and members of the Control Body;
- e) appoint, if necessary, a General Manager upon the proposal of the Chairperson, defining their duties, responsibilities, term of office, remuneration and employment terms;
- f) draft and approve the document setting out the procedures adopted for managing assets, fund-raising and resources in general, indicating the procedures for allocating and disbursing funds, goods or services, including investments in support of disadvantaged groups or activities of general interest that it intends to promote;
- g) draft and approve any regulations governing the Foundation's internal organisation;
- h) approve amendments to the Bylaws proposed by the Chairperson, subject to the consent of the Prior General pro tempore of the Augustinian Order;
- i) draft and approve the Organisational Model pursuant to Legislative Decree 231/2001;
- l) decide on the dissolution of the Foundation and the appointment of the liquidator(s), as well as on the allocation of the remaining assets, in accordance with the law and subject to the approval of the Prior General of the Augustinian Order.

8.2 The Board of Directors may, however, exercise any other powers assigned to it by law or by these Bylaws.

8.3 Resolutions approving amendments to the Bylaws must be adopted by a two-thirds majority of the members in office.

8.4 The resolution to dissolve the Foundation must be adopted by a three-quarters majority of the members in office, subject to the consent of the Prior General of the Augustinian Order.

8.5 The Board of Directors may delegate part of its powers to the Chairperson, the Vice-Chairperson, individual Directors or an Executive Committee, if established, consisting of three members: the Chairperson or Vice-Chairperson and another member appointed by the Board.

## Article 9

### Executive Committee

9.1 If the Board of Directors exercises the power of delegation provided for in Article 8.5, the Executive Committee shall consist of the Chairperson or Vice-Chairperson and a Director designated by the Board itself.

9.2 The Executive Committee shall exercise the powers conferred upon it by the Board of Directors.

9.3 The Executive Committee shall ordinarily meet once a month and whenever the Chairperson or Vice-Chairperson of the Committee deems it appropriate. Notices of meetings shall be sent by any means, including electronic, that ensures receipt, at least four days prior to the meeting, and shall specify the matters to be discussed.

9.4 Resolutions may also be adopted by signing and exchanging the relevant minutes for approval by electronic means. Resolutions shall be recorded in the minutes book of the Board of Directors.

## Article 10

### Chairperson

10.1 The Chairperson of the Foundation, appointed in accordance with section 7.1.a of these Bylaws and for the entire duration of her canonical term as Abbess of the Monastery of Saint Rita of Cascia in Cascia, shall be the legal representative of the Foundation, shall convene and preside over the Board of Directors and the Executive Committee, unless delegated to the Vice-Chairperson, and shall ensure the implementation of the resolutions adopted.

10.2 The Chairperson shall act and represent the Foundation before any administrative or judicial authority, with the power to appoint attorneys and determine their powers.

10.3 The Chairperson shall oversee the proper functioning of the Foundation, ensure compliance with these Bylaws and promote its reform when necessary, and manage relations with institutions, companies, and public and private bodies, including for the purpose of establishing partnerships and support for the Foundation's initiatives.

10.4 In urgent cases, the Chairperson may adopt measures falling within the competence of the Board of Directors, which shall subsequently be submitted for ratification by the Board at its first meeting following the action.

10.5 The Chairperson may delegate specific tasks to the Vice-Chairperson, other Directors or the General Manager, if appointed.

## Article 11

### Vice-Chairperson

11.1 The Vice-Chairperson, appointed by the Prior General pro tempore of the Order of Saint Augustine, pursuant to Article 6(1.c) of these Bylaws, shall replace the Chairperson in cases of absence or impediment and shall perform the duties delegated to them by the Chairperson.

11.2 In dealings with third parties, the Vice-Chairperson's signature shall be sufficient to presume the absence or impediment of the Chairperson, and shall release third parties, including public offices, from any liability or inquiry regarding any limitations on the powers of representation for the acts to which the signature pertains.

## Article 12

### Control Body

12.1 The Control Body is appointed by the Prior General of the Augustinian Order and may be either monocratic or collegial. In its collegial form, it shall consist of three members.

12.2 All members shall be selected from individuals of proven professional standing, and at least one must belong to one of the categories referred to in Article 2397(2) of the Italian Civil Code. The Board Chairperson or the member of the Monocratic Body must be registered in the Register of Auditors referred to in Legislative Decree No. 88 of 27 January 1992, as amended.

12.3 The Control Body shall oversee compliance with the law, the Bylaws and the principles of sound administration, including those set out in Legislative Decree No. 231 of 8 June 2001, as well as the adequacy and effective functioning of the organisational, administrative and accounting structures.

12.4 The Control Body shall monitor compliance with civic, solidarity and social utility objectives, with particular reference to Articles 5, 6, 7 and 8 of Legislative Decree 117/2017, as amended, and shall certify that the social report has been prepared in accordance with the guidelines provided under Article 14 of the same Legislative Decree.

12.5 The members of the Control Body may, at any time and either individually or collectively, conduct inspections and verifications, and may request information from the Directors concerning the progress of social operations or concerning specific matters.

12.6 The Control Body shall remain in office for a term of four financial years, expiring at the meeting of the Board of Directors convened to approve the financial statements for the fourth financial year, and its members may be reappointed for a maximum of two consecutive terms.

12.7 The members of the Control Body are entitled to attend meetings of the Board of Directors in which matters of economic or financial relevance are discussed, and may also be invited to attend other meetings.

12.8 The Control Body may also carry out accounting control over the Foundation where required by law, unless otherwise decided by the Board of Directors.

## Article 13

### Supervisory Body

13.1 Where established by the Founder or by law, the Supervisory Body may be monocratic or collegial and shall consist of three members.

13.2 The Supervisory Body shall have the following duties:

- to monitor the effectiveness and adequacy of Model 231, if adopted by the Board of Directors;
- to verify that the Model maintains its effectiveness and to report the need for any updates to the Board of Directors;
- to oversee the implementation and ongoing revision of the Model.

13.3 A Director may not serve as a member of the Supervisory Body.

13.4 The members shall be selected from among professionals with proven expertise and experience in economics, organisation, internal control systems, and corporate administrative liability.

13.5 The Supervisory Body shall remain in office for a term of four financial years, expiring at the meeting of the Board of Directors convened to approve the financial statements for the fourth financial year, and its members may be reappointed for a maximum of two consecutive terms.

## Article 14

### Remuneration - revocation - withdrawal

14.1 The institutional positions within the Foundation are unpaid, except for members of the Control Body and the Supervisory Body, where established, who shall be entitled to remuneration in accordance with the current professional standards.

14.2 All holders of institutional positions are entitled to reimbursement for expenses incurred in the performance of their duties.

14.3 The Board of Directors may decide to grant remuneration to the Chairperson, Vice-Chairperson or individual Directors who have been assigned specific tasks, determining the amount within the limits established by the current legislation.

14.4 The Chairperson, Vice-Chairperson or Director(s) to whom the remuneration is to be allocated shall abstain from voting on the relevant resolution adopted by the Board of Directors.

14.5 In cases of incompatibility of any Director with the exercise of the duties referred to in

Article 8 of these Bylaws, the competent bodies — the Board of the Monastery of Saint Rita of Cascia in Cascia for the Directors referred to in section 6.1.b, and the Prior General pro tempore for the Directors referred to in section 6.1.c — shall revoke the appointment of the Director concerned.

14.6 By way of example but not limitation, the following shall constitute grounds for revocation of the appointment as referred to in section 14.5 above: failure to fulfil the obligations and duties set forth in these Bylaws, including attendance at meetings; failure to make any contributions and/or endowments provided for in these Bylaws or decided by the Board of Directors; conduct incompatible with the duty of collaboration with other members of the Foundation; holding positions in entities pursuing purposes in competition with those of the Foundation; or behaviour deemed incompatible, including on moral grounds, with continued membership in the Foundation.

14.7 All members of the Foundation's bodies may withdraw freely from office by giving at least three months' notice, without prejudice to their obligation to fulfil any outstanding duties.

## Article 15

### Financial year

15.1 The financial year shall commence on 1 January and conclude on 31 December of each year.

15.2 The financial statements shall be prepared in accordance with the principles set out in Article 13 of Legislative Decree 117/2017, as amended, taking into account the specific nature of the Foundation. The Financial Statements shall include a list and amounts of the disbursements approved and made during the year, specifying beneficiaries other than natural persons.

15.3 By 31 December each year, the Board of Directors shall approve the provisional budget for the following financial year and, by 30 April of the following year, the final financial statements for the previous year.

15.4 Within the context of their respective competences, the Foundation's Bodies may enter into commitments and assume obligations within the limits of the allocations set forth in the approved budget.

15.5 Expenditure commitments and obligations exceeding the approved budget allocations must be ratified by the Board of Directors.

15.6 The distribution of profits or operating surpluses, as well as of funds and reserves, during the Foundation's existence is prohibited unless such allocation or distribution is

required by law.

## Article 16

### Dissolution

16.1 The Foundation is established without limitation of duration.

16.2 The Foundation shall be dissolved in any of the cases provided for by the Italian Civil Code or by applicable laws, by resolution of the Board of Directors adopted with a three-quarters majority vote, subject to the favourable opinion of the Prior General pro tempore of the Augustinian Order.

16.3 In the resolution of dissolution, the Board of Directors shall appoint one or more liquidators, who shall perform their duties in accordance with and for the purposes set out in Articles 11 et seq. of the Implementing Provisions of the Italian Civil Code and the Code of Third Sector Organisations.

16.4 In the event of dissolution, the remaining assets shall be transferred — subject to the opinion of the competent authorities and without prejudice to any other destination required by law — to other Third Sector Organisations pursuing similar purposes or to entities operating for public utility purposes.

16.5 If he deems it possible, useful or necessary to ensure the continuation of the Foundation's activities, the Prior General pro tempore of the Order of Saint Augustine may initiate procedures to amend the Bylaws or transform the Foundation, in order to prevent its dissolution and enable it to continue operating, even in a different form

## Article 17

### Final Provision

17.1 The Foundation is governed by these Bylaws and, for all matters not expressly provided for herein, by Legislative Decree No. 117 of 2017, as amended, Legislative Decree No. 105 of 2018, as amended, and by the provisions of the Italian Civil Code and its implementing provisions relating to foundations, insofar as they are compatible and not derogated by these Bylaws, together with any other relevant legislation applicable to its activities or sectors of operation.

SIGNED: S. MARIA ROSA BERNARDINI

SIGNED: Valentina Sarnari (witness)

SIGNED: Concetta Arminio (witness)

SIGNED: Francesca Maria Calegari, Notary

I, the undersigned, Dr. Francesca Maria Calegari, Notary in Rome, hereby declare that this electronic copy conforms to the original paper document held in my records, duly signed in accordance with the law and consisting of twenty-seven pages.

Issued at the request of the party for tax purposes.

Rome, 18 December 2024