

.....Exempt stamp.....

-----as per art. 82 c. 5 of the legislative decree. 117 del 3.7.2017-----

N. 11.401 REP.

N. 6186 RACC.

.....**MINUTES OF THE LODGING OF PROCEDURES**.....

.....ITALIAN REPUBLIC.....

The year two thousand twenty one in the month of July the day 8 -----

.....THE DAY 8 OF JULY 2021.....

In Padova, Via San Fermo n. 3.

At the presence of Mrs. DARIA RIGHETTO Notary in Padova, enrolled in the Notarial College of the Padua District, is present Mons.:-----

M.R. Carraro Mons. Dante, born in Pianiga (VE) on the 29th of March 1958, tax identification number/fiscal code CRR DNT 58C29 G565D, domiciled in Padova, via San Francesco n. 126.----

The appearing party, of whose personal identity I, the notary, am certain ,-----
premises

- To intervene in the present act representing the Religious Foundation: "OPERA S. FRANCESCO SAVERIO", Ecclesiastical body legally recognized with registered office in Padua, Via San Francesco n. 126, tax code 00677540288, registered in the Register of Legal Persons at the Prefecture of Padua under no. 37, in his capacity as attorney endowed with the powers for this deed by virtue of a power of attorney issued by the legal representative with deed dated 06/14/2018 n. 77293/26685 of rep. Notary Fulvio Vaudano, registered in Padua on 22.6.2018 under no. 8893 series 1T, which is attached to my deed dated 27.12.2018 rep. n. 9524/4851 ;-----

Hereinafter named only "Entity";

- that on 3.7.2017 the Legislative Decree no. 117 (the Third Sector Code, hereinafter also just the "Code"), which collects in a single legislative text the complex and articulated discipline dedicated to all those Entities that exercise, exclusively or principally, an activity of general interest, without profit-making, for the pursuit of civic, solidarity and social utility purposes (a discipline that was previously very fragmented and obtainable from different regulatory sources not always coordinated with each other);

- that this new discipline also concerns civilly recognized religious entities, limited to the performance of the activities referred to in art. 5 of the aforementioned Code, provided that: a) for these activities they adopt a regulation, in the form of a public deed or authenticated private deed, which, unless otherwise provided and in any case in compliance with the structure and purposes of these bodies, acknowledges the rules of the Code and is deposited in the Register of Third Sector Entities; b) an intended patrimony is constituted; c) the accounting records pursuant to art. 13 of the Code are kept separately;-----

- that the Entity, in the context of the utility activities of the organization carried out by the branch, in its own right, called C.U.A.M.M. (University College Aspirants and Missionary Doctors), "Doctors with Africa CUAMM" or "CUAMM", already recognized as O.N.G. (Non-governmental organization) pursuant to Law 1222/1971 and Law 49/1987 and pursuant to art. 26 c. 2 lett. a) of Law 125/2014 Organization of Civil Society, registered in the specific list with AICS Decree no. 2016/337/000119/4 of 24.3.2016;

- that with resolution of 11 June 2021 the Board of Directors established the registration of the Entity in the RUNTS (Single National Register of the Third Sector) with reference to the ETS (Third Sector Entity) branch of the same Entity, named "Doctors with Africa CUAMM", managed for the pursuit of social utility purposes identified in the activities referred to in letters n), g), h),i), k) of the Code and pursuant to art. 4 paragraph 3 of the Code, approved the Regulations of the ETS Branch, as per the resolution that is attached to this deed under "A" in an authentic extract;

- that for the establishment of the Ets Branch the Entity obtained the authorization from the Diocesan Ordinary with Decree dated 28 June 2021 n. 165/2021 which is attached under "B";

- that the appearing party intends to give evidence in a public deed of the adoption of the Regulations of the ETS Branch, aimed at registering the Entity in the RUNTS.

Having said this, the appearing party, in the above-mentioned of 3 (three) single sheets, of which 2 (two) written on both sides and 1 (one) only on one side being the back blank, drawn up for a total of 18 (eighteen) articles together with the attached document sub 1 of 2 (two) sheets written only on one side since the back is blank, which declares to be the text of the Regulations approved by the Board of Directors of the Entity on 11 June 2021, and requires me to deposit this document in a public notarial deed.

By adhering to the request, the appearing party gives me this document to deposit it in my notarial deeds, which he declares to be the:-----

----- "**ETS BRANCH REGULATION**" -----

of the Foundation of Religion "**OPERA S. FRANCESCO SAVERIO**" for carrying out social activities through the self-integrated organization called "**Doctors with Africa CUAMM**", adopted by the institution itself, a document which, duly signed by the appearing party and by me Notary, is attached to this deed under "**C**", to form an integral and

substantial part of it and which, with this deed, will be subjected to the registration formality.----- The appearing party expressly authorizes me to issue authentic copies of this deed and attached documents, also in certified extract, to anyone who requests them. Taxes and expenses of this deed are charged to the Entity.-----

The appearing party exempts me from reading the attachment.-----

This deed is exempt from stamp duty and registration tax pursuant to art. 82 c. 3 and 5 of the Legislative Decree. 117 of 3.7.2017 (Third Sector Code) .-----

This deed is by me and by a person I trust, typed in part by me on a sheet for one page and up to this second page and is read by me to the appearing party who approves and signs at eleven thirty.-----

Signed DANTE CARRARO

Signed MRS DARIA RIGHETTO Notary

**MINUTES OF THE MEETING OF THE COUNCIL OF
ADMINISTRATION OF THE RELIGION FOUNDATION
"OPERA SAN FRANCESCO SAVERIO"
of 11 June 2021**

On the 11th of June of the year 2021 at 3.00 pm in Padua, Via S. Francesco n. 126 the Board of Directors of the Foundation of Religion "Opera San Francesco Saverio" met to discuss and deliberate on the following

Agenda

- 1) Introduction by the President on the meaning of the synodal journey of the Church of Padua: relevance also for CUAMM;**
- 2) Confirmation of the new mandate to the Board - formal obligations:**
 - Appointment of the Director, the Head of the CUAMM College and the CUAMM Country Representatives;**
 - Appointment of the Secretary of the Board of Directors;**

- **Attribution of powers and assignment of proxies;**
- **Acknowledgment of the new mandate to the Board of Auditors.**

3) Update on on-going activities

4) Presentation and approval of the final balance sheet for the year 2020 and of the social balance sheet for 2020 drawn up pursuant to Legislative Decree no. 117/2017.

5) Presentation and approval, pursuant to Legislative Decree no. 117/2017, of the proposed regulation of the ETS branch (Third Sector Entities) of the "Opera San Francesco Saverio" Foundation named Doctors with Africa CUAMM.

6) Presentation and approval of the update of the Organizational, Management and Control Model for Doctors with Africa CUAMM pursuant to Legislative Decree no. 231/01 and appointment of the Supervisory Body.

7) Any other business

Msgr. Claudio Cipolla, President of the Board of Directors, assumes the Presidency, while Rag. Andrea Borgato.

O M I S S I S

5) Presentation and approval, pursuant to Legislative Decree no. 117/2017, of the proposed regulation of the ETS branch (Third Sector Entities) of the "Opera San Francesco Saverio" Foundation called Doctors with Africa CUAMM.

The President introduces to the Board the resolution by which, pursuant to art. 4, paragraph 3, of Legislative Decree n. 117/2017, being the Foundation "Opera San Francesco Saverio a civilly recognized ecclesiastical body, it is established, in compliance with the structure and the purposes of the Foundation itself, of Legislative Decree 117/2017 and subsequent amendments, of the Civil Code, of canon law and the relevant legislation, the ETS (Third Sector Entity) branch of the Foundation called "Doctors with Africa CUAMM", for the pursuit of purposes of social utility and precisely:

- Development cooperation, pursuant to Law no. 125, and subsequent amendments (letter n).
- University and post-university training (letter g);

- Scientific research of particular social interest (letter h);
- Organization and management of cultural, artistic or recreational activities of social interest, including activities, including editorial activities, for the promotion and dissemination of the culture and practice of volunteering and activities of general interest (letter i), in Italy and in Africa;
- Organization and management of activities of social, cultural or religious interest (letter k).

With regards to development cooperation activities, Doctors with Africa CUAMM promotes and implements all the initiatives it deems appropriate and adequate for the purpose. In particular, it undertakes to carry out information and awareness raising activities for public opinion, education for development, design and implementation of health cooperation programs, training and updating, in Italy and Africa, of resources human resources, study and research on health and development problems in African countries. Doctors with Africa CUAMM undertakes to intervene in situations of humanitarian crises whether they are caused by natural or man-made disasters, in any case promoting continuity between emergency and development in partnership with specialized agencies and other organizations. It also undertakes to respect in every action the principles of humanity, impartiality, neutrality and independence and, in situations of armed conflict, of international humanitarian law, adhering to European humanitarian regulations.

Doctors with Africa CUAMM, pursuant to art.6 of Legislative Decree no. 117/2017 may, with the sole purpose of pursuing solidarity and social utility purposes, carry out different activities, which are instrumental to the activities of general interest listed above, according to criteria and limits set by law.

After extensive discussion, the Board, as there is the will that the ETS branch of the Foundation called "Doctors with Africa CUAMM" be registered with the R.U.N.T.S. (Single National Register of the Third Sector), fully and unanimously approves the Regulations of Doctors with Africa CUAMM ETS which are attached to these minutes, declaring the validity of the previous Regulations approved by the Board of Directors of the Foundation on December 17, 2003 and amended at the sitting of 20 June 2005.

O M I S S I S

The Chairman, having verified that there are no other items on the Agenda, that there are no items to be dealt with in the "Miscellaneous and possible" item and that none of those present requests to speak, declares the meeting closed at 18.10 after drafting , unanimous reading and approval of these minutes.

Secretary

(Acc. Andrea Borgato)

President

(Mons. Claudio Cipolla)

Annex 1) to the Minutes of the Board of governors's meeting on the 11/06/2021

New regulation ETS branch

Doctors with Africa Cuamm

Background

The Opera San Francesco Saverio, Foundation of Religion, based in Padua, Via San Francesco n. 126, tax code 00677540288, is an ecclesiastical body civilly recognized with Presidential Decree of 18 January 1960, n. 55, registered in the Register of legal entities of the Prefecture of Padua under no. 37; the Opera San Francesco Saverio - as part of the activity called "Doctors with Africa CUAMM" - is recognized as a Non-Governmental Organization (Law no. 1222/1971 and Law no. 49/1987) and, pursuant to article 26, paragraph 2, letter a), of Law no. 125/2014, Civil Society Organization registered in the appropriate list with Decree no. 2016/337/000119/4;

Doctors with Africa CUAMM acts as an ONLUS (Non-Profit Organizations of Social Utility) pursuant to Legislative Decree no. 460/1997;

having regard to the resolution of the Board of Directors of the Opera San Francesco Saverio Foundation of

obtained the authorization of the Diocesan Ordinary of, prot. n, adopts pursuant to Article 4, paragraph 3, of Legislative Decree no. 117/2017, the following Regulation.

Article 1 - Establishment, name, headquarters and duration

The ETS (Third Sector Entity) branch has been established to carry out the activities identified below.

The ETS branch is called "Doctors with Africa CUAMM", is based in Padua, and its duration coincides with that of the Opera San Francesco Saverio.

The activities of the "ETS branch" are carried out in compliance with the structure and purposes of the Opera San Francesco Saverio, canon law, Legislative Decree no. 117/2017, of the Civil Code and the specific legislation on the subject.

Article 2 – Purposes, aim and object

Doctors with Africa CUAMM pursues, non-profit, civic, solidarity and social utility purposes by carrying out, exclusively or principally, the activities of general interest, listed below, provided for by article 5, paragraph 1, of the Legislative Decree n. 117/2017:

- Development cooperation, pursuant to Law no. 125, and subsequent amendments (letter n);
- University and post-university training (letter g);
- Scientific research of particular social interest (letter h);
- Organization and management of cultural, artistic or recreational activities of social interest, including activities, including editorial activities, for the promotion and dissemination of the culture and practice of volunteering and activities of general interest (letter i), in Italy and in Africa;
- Organization and management of activities of social, cultural or religious interest (letter k).

With regards to development cooperation activities, Doctors with Africa CUAMM promotes and implements all the initiatives it deems appropriate and adequate for the purpose.

In particular, it undertakes to carry out information and public opinion awareness activities, development education, planning and implementation of health cooperation programs, training and updating, in

Italy and Africa, of human resources, of study and research on health and development problems in African countries.

Doctors with Africa CUAMM undertakes to intervene in the event of humanitarian crises, whether caused by natural or man-made disasters, in any case acting as a bridge between emergency and development in partnership with specialized agencies and other organizations. It also undertakes to respect in every action the principles of humanity, impartiality, neutrality and independence and, in situations of armed conflict, of international humanitarian law, adhering to European humanitarian regulations.

Doctors with Africa CUAMM may carry out, with the sole purpose of pursuing solidarity and social utility purposes, various activities that are instrumental to the activities of general interest listed above, according to criteria and limits set by law.

Article 3 - Supporters

CUAMM Supporters are people, associations or organizations and groups who recognize themselves in the purposes of Doctors with Africa CUAMM and support its projects and initiatives.

Article 4 – Assets

The intended patrimony of Doctors with Africa CUAMM consists of all the assets (movable and intangible) that derive from the previous status of ONLUS and which is identified with the document attached under 1) as an integral part of this Regulation.

The assets of Doctors with Africa CUAMM, including any revenues, annuities, proceeds, revenues however denominated are used to carry out the activity referred to in Article 2 of these Regulations for the exclusive pursuit of civic and solidarity purposes and of social utility.

Article 5 - Forbidding of profit sharing

The distribution, even indirect, of profits and operating surpluses, funds and reserves, however denominated, to workers and collaborators, directors and other members of the corporate bodies is forbidden.

Article 6 – Financial means

Doctors with Africa CUAMM, in accordance with the law, finances its activities through:

- Public and private contributions;
- Bequests and donations;
- Income from fundraising activities;
- Any other income allowed by the Legislative Decree no. 117/2017.

Article 7 - Devolution of the assets of the ETS branch

In the event of extinction or cancellation from the Single National Register of the Third Sector, the assets are devolved in accordance with Legislative Decree no. 117/2017.

Article 8 – Separate accounting

Doctors with Africa CUAMM keeps the accounting records required by law, separately from those of the Opera San Francesco Saverio Foundation for the performance of activities of general interest.

Article 9 - Accounting records and financial statements

Doctors with Africa CUAMM keeps the accounting records required by the Civil Code and by the tax legislation required for Third Sector Entities.

Doctors with Africa CUAMM draws up the financial statements consisting of:

- from the balance sheet;
- from the management report, with an indication of the income and expenses;
- the mission report which illustrates the balance sheet items, the economic and management performance and the methods of pursuing the objectives.

The financial statements are drawn up in compliance with the forms defined by decree of the Minister of Labor and Social Policies.

The financial statements are filed with the Single National Register of the Third Sector.

The financial year begins on January 1st and ends on December 31st of each year. The financial statements are approved by 30 April of the year following the end of the financial year.

Article 10 – Social Balance sheet

If the conditions, provided by law, are met, Doctors with Africa CUAMM draws up the social report according to guidelines adopted by decree of the Minister of Labor and Social Policies.

The social report is filed with the Single National Register of the Third Sector and published on its website.

Article 11 - Organs

The Bodies of Doctors with Africa CUAMM are:

- the Board of Directors of the Opera San Francesco Saverio Foundation;
- the President of the Opera San Francesco Saverio Foundation who is by right the Bishop of Padua;
- the director;
- the Supervisory Body

The Board of Directors has all the powers of ordinary and extraordinary administration, as well as the functions of guidance, promotion and approval of the financial statements.

Article 12 - Director and powers of representation and management

The Director is appointed by the Board of Directors for a three-year period and is renewable.

The Director is responsible for managing Doctors with Africa CUAMM within the scope of the powers conferred with the appointment deed.

In the management of ordinary activities, the Director avails himself of the collaboration of some Managers, appointed by him, placed at the head of each sector of activity.

To ensure the best operational management and to facilitate the performance of certain acts and procedures, on the proposal of the Director, they can be conferred on the Head of the Administrative Sector, Financial Management and Internal Control, through a special power of attorney of the Chairman of the Board of Directors, some powers among those conferred on the Director.

The functions of the Director are delegated to the Administrative Manager in the event of his absence or impediment.

Article 13 - Supervisory body and statutory auditing of accounts

The Supervisory Body, even monochromatic, is appointed by the Chairman of the Board of Directors pursuant to Article 30 of Legislative Decree no. 117/2017. If a collegiate supervisory body is appointed, it will be composed of three effective members.

The Supervisory Body may also perform the functions of statutory auditing of the accounts.

The Supervisory Body monitors compliance with the law and the Regulation and compliance with the principles of correct administration, also with reference to the provisions of Legislative Decree no. 231/2001, if applicable, as well as on the adequacy of the organizational, administrative and accounting structure and on its concrete functioning.

The Supervisory Body also carries out tasks of monitoring compliance with civic, solidarity and social utility purposes, and certifies that the social report, if due, has been drawn up in compliance with the guidelines adopted by the decree of the Minister of Labor and social policies.

The members of the Supervisory Body may at any time proceed, even individually, with acts of inspection and control and, to this end, they may ask the directors for information on the progress of the operations.

Article 2399 of the Civil Code applies to the members of the Supervisory Body.

The Supervisory Body remains in office for three years and can be re-elected.

The functions of statutory auditing of accounts, if due pursuant to Article 31 of Legislative Decree no. 117/2017, if they are not carried out by the Control Body, they are entrusted by the Board of Directors to a statutory auditor or to a statutory auditing company registered in the relevant register.

Article 14 – mandatory Books

Doctors with Africa holds the following books:

- book of meetings and resolutions of the Board of Directors;
- Director's book of decisions;
- book of meetings and resolutions of the Supervisory Body.

The books are kept by the respective Bodies.

If other corporate bodies are established, the relative books of meetings and resolutions will be kept by the respective other corporate bodies.

Article 15 - Economic and regulatory treatment of employees

Doctors with Africa workers have the right to an economic and regulatory treatment not lower than that provided for by the collective agreements referred to in Article 51 of Legislative Decree no. 81/2015.

In any case, the salary difference between employees cannot be higher than the ratio of one to eight, to be calculated on the basis of the gross annual salary.

Compliance with this parameter is highlighted in the social report or, failing that, in the mission report.

Article 16 – Reference standard

For matters not covered by these Regulations, the provisions of Legislative Decree no. 117/2017, of the Civil Code and the relevant legislation, apply.

Article 17 – Variations of the Regulation

For the modification of these Regulations, approval by the Board of Directors of the Opera San Francesco Saverio Foundation and authorization by the Diocesan Ordinary are required.

Article 18 - Final transitional rule

This Regulation applies from the operation of the Single National Register of the Third Sector (RUNTS) referred to in Article 45 of Legislative Decree no. 117/2017.

Sub Annex 1) to the Minutes of the Board of Governors of 11/06/2021

ETS branch assets

Doctors with Africa CUAMM

Item	Description	Amounts at 01/01/2021
	ACTIVE	
A)	Membership fees or contributions still due	0
B)	Fixed assets	
B.I	Intangible assets	
B.I.1	Start-up and expansion costs	0
B.I.2	Development costs	0
B.I.3	Industrial patent rights and rights to use intellectual property	0
B.I.4	Grants, licenses, trademarks and similar rights	4.178
B.I.5	Budget start up	0
B.I.6	Fixed assets in progress and advances	0
B.I.7	Other intangible fixed assets	11.468
	Total intangible fixed assets	15.646
B.II	TANGIBLE FIXED ASSETS	
B.II.1	Lands and buildings	44.660
B.II.2	Plants and machinery	0
B.II.3	Equipment	894
B.II.4	Other assets	63.422
B.II.5	Fixed assets in progress and advances	0
	Total tangible fixed assets	108.976

B.III	FINANCIAL ASSETS	
B.III.1	Equity investments	
B.III.1.1.a	in subsidiaries	5.814
B.III.1.2.b	in affiliated companies	0
B.III.1.3.c	in other businesses	0
B.III.2	Credits	
B.III.2.1.a	to subsidiaries	0
B.III.2.2.b	towards affiliated companies	0
B.III.2.3.c	towards other third sector entities	0
B.III.2.4.d	Towards others	0
B.III.3	Other financial assets	0
	Total financial fixed assets	5.814
	Total assets - B)	130.436
C)	CURRENT ASSETS	
C.I	INVENTORIES	
C.I.1	Raw, ancillary and consumable materials	0
C.I.2	Work in progress and semi-finished products	0
C.I.3	Works in progress on ordination	0
C.I.4	Finished products and goods	0
C.I.5	Advances	0
	Total inventories	0
C.II	CREDITS	
C.II.1	Credits towards users and customers	44.492
C.II.2	Receivables from associates and founders	705.697
C.II.3	Receivables from public entities	0
C.II.4	Receivables from private entities for contributions	0
C.II.5	Credits towards entities of the same associative network	0
C.II.6	Receivables from other third sector entities	0
C.II.7	Receivables from subsidiaries	0
C.II.8	Receivables from associated companies	0
C.II.9	Tax credits	0
C.II.10	Credits of 5 per thousand	0
C.II.11	Credits for prepaid taxes	0
C.II.12	Receivables from others	24.630.438
	Total credits	25.380.628
C.III	FINANCIAL ASSETS THAT DO NOT CONSTITUTE FIXED ASSETS	
C.III.1	Investments in subsidiaries	0
C.III.2	Investments in associated companies	0
C.III.3	Other titles	0
	Total financial assets that are not fixed assets	0

C.IV	CASH EQUIVALENTS	
C.IV.1	Bank and post office deposits	15.863.748
C.IV.2	Checks	0
C.IV.3	Cash and Cash Equivalents	682.268
	Total cash and cash equivalents	16.546.016
	Total current assets - C)	41.926.643
D)	PREPAYMENTS AND ACCRUED INCOME	3.385.029
	Total assets	45.442.109
	PASSIVE	
A)	NET ASSETS	
A.I	Endowment Fund	0
A.II	Restricted assets	0
A.II.1	Statutory reserves	0
A.II.2	Reserves restricted by decision of the institutional bodies	0
A.II.3	Restricted reserves allocated by third parties	0
A.III	Free assets	0
A.III.1	Reserves of profits or operating surpluses	1.472.490
A.III.2	Other reserves	0
A.IV	Surplus (deficit) for the year	0
	Total net equity - A)	1.472.490
B)	PROVISIONS FOR RISKS AND CHARGES	
B.1	For pensions and similar obligations	0
B.2	For taxes, even deferred	0
B.3	Other funds	2.378.334
	Total provisions for risks and charges - B)	2.378.334
C)	EMPLOYEE SEVERANCE INDEMNITY	1.200.913
D)	DEBTS	
D.1	Payables to banks	515.157
D.2	Debts to other lenders	100.000
D.3	Payables to associates and founders for financing	3.165.198
D.4	Payables to entities of the same associative network	0
D.5	Payables for conditional donations	0
D.6	Accounts	0
D.7	Payables to suppliers	561.444
D.8	Payables to subsidiaries and associates	0
D.9	Tax payables	191.006
D.10	Payables to social security and welfare institutions	312.029
D.11	Payables to employees and collaborators	0
D.12	Other debts	2.880.317

	Total debts - D)	7.725.150
E)	ACCRUALS AND DEFERRED INCOME	32.665.222
	Total liabilities	45.442.109