

CONSTITUTION OF THE ASSOCIATION "CHAPLAINCY OF **THE HOLY GHOST CHURCH GENOA** OF THE  
CHURCH OF ENGLAND"

FOREWORD

"**Chaplaincies**," as well as "**Congregations**," ("Chaplaincies & Congregations"), are territorial expressions of the "Church of England."

Chaplaincy means a group of people from the same place who meet regularly to worship, have their own permanent minister of worship, and their own private church or chapel; while, Congregation means a group of people from the same place who meet regularly to worship but do not have a permanent minister of worship and their own private church or chapel. Each Chaplaincy and Congregation has a "Minister": Chaplain or Presbyter, who represents it, together with the Representatives to the Archdeaconry Synod ("Archdeaconry Synod Representative"), in the "Association of the Church of England in Italy" established, in Rome, Via del Babuino No. 153.

Chaplaincies and Congregations located in Italy are part of the **Archdeaconry of Italy and Malta**, which in turn is a territorial expression of the **Diocese in Europe** ("Diocese in Europe"), which is the 42nd diocese of the Church of England and is also known as the Diocese of Gibraltar in Europe ("Diocese of Gibraltar in Europe"). The Diocese in Europe includes all territories in Europe (excluding the United Kingdom and Ireland) including Iceland, Turkey, Morocco and former Soviet territories. Head of the Diocese in Europe is the **Bishop of Gibraltar in Europe** ("Bishop of Gibraltar in Europe"), also called "Diocesan Bishop."

In turn, the Archdeaconry of Italy and Malta is governed by the Archdeacon of **Italy and Malta** ("Archdeacon of Italy and Malta"), who is the supreme ecclesiastical authority of the Church of England in Italy, and is appointed by the diocesan Bishop of the Diocese in Europe of the Church of England. The Archdeacon is responsible under the guidance of the Diocesan Bishop for: i) the liturgical, spiritual and community life of the clergy and faithful; ii) the maintenance of unity in faith and doctrine; iii) the canonical administration of the sacraments; and iv) the preaching of the divine Word and missions. The Archdeacon represents on the Italian territory the relations between the Church of England and other Churches and Religious Confessions; s/he is responsible for the protection, stewardship and the delegated management of the ecclesiastical patrimony. The Archdeacon submits an annual report to the diocesan bishop on the activities carried out in the Archdeaconry, in particular giving information on how sources of funds are used and on management operations. The Archdeacon also settles and decides, as friendly mediator, any disputes that may arise between the members and the association that have as their object rights relating to the associational relationship, except those requiring mandatory intervention of legal authorities.

Finally, the Archdeaconry of Italy and Malta relates to the Archbishop of Canterbury ("Archbishop of Canterbury"), who, in addition to being the Archbishop and Metropolitan of the Province of Canterbury and the Bishop of the Diocese of Canterbury, is Primate of all England; as such, he is religious head of the Church of England and the dioceses into which it is divided.

NAME AND LOCATION

Art. 1) An association is established with the name: Chaplaincy of The Holy Ghost Anglican Church of the Church of England," henceforth also called the "Association."

Art. 2) The Association is headquartered at Piazza Marsala 3, n. 17, presso la chiesa e gli uffici della The Holy Ghost Anglican Church.

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#### JURISDICTION AND DURATION

Art. 3) This constitution for the Association shall apply for the Municipality of Genova, and until the establishment of new Chaplaincies or Congregations, in the territory of said Municipality.

Art. 4) The duration of the Association is indefinite.

#### LEGAL REPRESENTATIVE

Art. 5) The President of the Chaplaincy Council and legal representative of the Association is by right the Chaplain, permanent minister of worship of the Chaplaincy, appointed by the Bishop.

Art. 6) The legal representative of the Association shall be domiciled at the headquarters of the Association.

#### PURPOSES AND ACTIVITIES OF THE ASSOCIATION

Art. 7) The Association is non-profit and has as its purpose the pursuit, locally, of the mission of the Church of England, and, in full awareness that spiritual work is intimately linked to social action, to promote and carry out all appropriate social and welfare activities. In matters of faith, doctrine and mission, the Association recognizes the spiritual leadership of the Archdeacon of Italy and Malta, and aims to spread locally the Gospel of Jesus Christ in accordance with the Anglican interpretation of the Christian faith and the tradition of the Church of England. The Association carries out the following activities directly or through its members: a) cares for and promotes among the faithful of the local area the profession and maintenance of the Christian faith in accordance with the Anglican interpretation of the Christian faith and the tradition of the Church of England; b) celebrates all those liturgical services such as Holy Eucharist, baptisms, communions, weddings, funerals, etc. according to the Anglican interpretation of the Christian faith and the tradition of the Church of England; c) ensures spiritual assistance to the faithful residing within its area of ministry and missions, as well as assistance to citizens whether or not from Commonwealth countries; d) cares for and promotes religious education; e) cares for and maintains relations with other Churches and Religious Confessions present in Italy, promoting collaboration and participating, among other things, in conferences and conventions that promote ecumenical dialogue and Christian unity.

On the subject of social and welfare activities, the Association carries out the following activities, directly or through its members: a) promotes all appropriate social and welfare activities; b) organizes conferences, events, committees, missionary campaigns, exhibitions, shows, etc., directly, or through its members or other structures outside the Church of England, to promote the faith; c) ensures material assistance to the faithful residing in Italy who are subject to the jurisdiction of the Archdeaconry, as well as assistance to citizens from or without Commonwealth countries. The Association, moreover, may perform all acts and enter into all transactions necessary and useful for the realization of its social purposes, collaborating also with other associations or entities, domestic or foreign, that carry out activities similar or ancillary to the purposes. For the sole purposes of achieving its stated objectives, both in terms of faith and social activities, the Association may apply to the European Union, the State, the Regions, the Provinces, the Municipalities and other bodies in charge, both public and private, both national and international, for contributions of any kind and type as well as short, medium and long term loans, including at subsidized rates provided for by the laws in force and those being enacted. It will be able to obtain, for eligible initiatives, the tax relief and social security exemptions provided by law.

#### ASSETS AND FINANCIAL ACTIVITY

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Art. 8) Each Chaplaincy enjoys financial autonomy, subject to the powers of inspection and supervision by the diocesan bishop or his delegate.

The assets of the Association consist of:

a) the sums deposited in account c/c IT 41T0538701400000047007352, BPER Banca ,Via Cassa di Risparmio 15, 16123 Genova sums deposited with the Diocese in Europe in c/c N. in 2514 England; and CBF Deposit Fund No. 364025070D;

b) the movable and immovable property that will become the property of the Association;

(c) any reserve funds established from budget surpluses;

d) any disbursements, offerings, donations, gifts, and bequests from the members of the Association or from individuals or legal entities, Italian or otherwise.

Art. 9) The income of the Association shall consist of:

(a) the annual membership dues of its Associates;

(b) the proceeds from the organization of events or participation in them, the income from which is tied to the purpose of the Association;

(c) any sources of income from assets;

(d) any other income that contributes to increasing the Association's assets;

(e) funding provided for in Italian law or from European sources regarding public aid to religious organizations.

Art. 10) Capital and financial resources shall be used solely for the realization of the purposes of the Association. In particular, in the areas of activities of social benefit and assistance, aimed at assuring material assistance to the faithful—assistance in the widest terms and not limited, therefore, only to essentials of life, but rather including those urgent necessities judged to be worthy of help and in line with the aims of the Association—noting that there is a specific fund for these purposes.

Distribution to members of profits, reserves or sums received for any reason is prohibited.

Art. 11) The financial year closes on December 31 of each year. By April 30 of each year, the final balance sheet and budget for the following fiscal year will be prepared by the Chaplaincy Council.

#### MEMBERS, RIGHTS AND OBLIGATIONS AND CONDITION OF THEIR ADMISSION

Art. 12) Founder, ordinary and honorary members.

Members are divided into the following categories:

- Founder Members;
- Ordinary Members;
- Honorary Members.

Founder members are those who participated in the founding of the Association and signed the membership contract, as well as those who, having applied before the founding, are enrolled and pay the fee stipulated for founders within the following three months.

Ordinary members are those who, sharing its purpose, wish to contribute to its support by paying the annual membership fee.

Honorary members are those who are named as such in the articles of incorporation or by resolution of the Chaplaincy Council, and they are not required to pay any annual dues.

Regardless of the above-stated distinctions, the membership in each category must be real and effective.

Membership (dues and contributions) is non-transferable and cannot be sold.

Individuals who, sharing the Association's purpose and aim, commit themselves to carrying them out may be members.

Clergy, those who hold the Bishop's License and lay people may be members. Lay membership is only for those persons whose names are entered on the Electoral

Roll. With the exception of honorary members, requests for admission as a member addressed to the Chaplaincy Council, must be approved by formal resolution of the Chaplaincy Council and favourable opinion of the Archdeacon of Italy and Malta. The Chaplaincy Council will approve membership requests which conform to admission criteria for the Electoral Roll as set out in the Diocesan Constitution and Church Representation Rules in effect at the time.

In case of non-approval, appeal may be made in writing to the Bishop of Gibraltar within 30 days of the Council's decision.

Art. 13) Rights and Duties of Members.

All members have equal rights. They may participate in all initiatives promoted by the Association and attend assemblies. All members have the right to vote, according to the criteria of the Church of England and in line with the Diocesan guidelines and procedures in effect at the time, and may exercise it directly or by written proxy, for the approval and amendment of the Statutes, regulations and resolutions of the assemblies as well as for the appointment of the governing bodies of the Association.

Each member is entitled to one vote.

Members are obliged to abide by the rules of these Articles of Incorporation and Constitution.

All members, with the exception of founding and honorary members, are required to pay a membership fee, the amount and method of payment of which are decided annually by the Chaplaincy Council.

Art. 14) Withdrawal of the member.

Any member has the right to withdraw from the Association by sending written notice to the Chaplaincy Council, by registered mail with return receipt, at least thirty days before the date on which he or she intends to withdraw.

Art. 15) Exclusion of the associate.

Exclusion of the member may take place:

- for serious failures to fulfil statutory obligations or for conduct deemed dishonourable or obstructing the good functioning and good name of the Association;

- For repeated non-payment of membership dues.

-A decision to exclude a member is taken with regard to the criteria set out in the Diocesan Constitution and Church Representation Rules in effect at the time.

Exclusion is resolved by the Chaplaincy Council, subject to the approval of the Archdeacon of Italy and Malta. The resolution of exclusion can be appealed by written communication to the Bishop of Gibraltar within 30 days of the Council's decision.

Article 16) Definition of the Membership Relationship.

Membership ceases by withdrawal, exclusion or death of the member. Members who have been withdrawn, excluded or extinguished or who have otherwise ceased to belong to the Association may not reclaim contributions paid nor have any right to the Association's assets.

ORGANIZATION AND ADMINISTRATION

Art. 17) Organs of the Association:

They are organs of the Association:

- 1) The Chaplain;
- 2) ("Electoral Roll");
- 3) ("Chaplaincy Council");
- 4) The Annual General Meeting;
- 5) The Statutory Auditor.

Art. 18) The Chaplain

The Chaplain is the minister of worship, or presbyter, in charge of the chaplaincy.

The Chaplain is responsible for the liturgical and cultural life of the faithful of his chaplaincy. He is appointed by the Diocesan Bishop, subject to the assent of the Archdeacon and the two Lay Faithful chosen for the occasion and who may be the Lay Faithful Representatives of the Chaplaincy ("Churchwardens") themselves elected for this purpose by the Annual General Assembly of the Chaplaincy.

The Chaplain, together with the Representatives to the Archdeaconry Synod ("Archdeaconry Synod Representative"), represents the Chaplaincy to which he or she is in charge within the "Church of England" Association established in Rome, Via del Babuino No. 153, participating in its "Annual General Meeting ("AGM: *Annual General Meeting*"), with voting rights.

Each presbyter in charge of a chaplaincy may receive from it a sum aimed at his/her livelihood. A presbyter who indulges in conduct that is not fitting or is likely to cause public scandal or who commits actions contrary to the above-mentioned ecclesiastical laws and the provisions of the Archdeaconry may be subject to disciplinary proceedings as established by the Clergy Discipline Measure. The chaplain resides permanently within the boundaries of the chaplaincy and, only with the Archdeacon's permission, outside it. Presbyters from abroad may celebrate religious services and carry out pastoral activities in the territory of the Archdeaconry only with the express permission of the diocesan bishop.

Art. 19) The Body of Lay Faithful of the Chaplaincy.

The Body of Lay Faithful of the Chaplaincy ("Electoral Roll") consists of the lay faithful entered in the appropriate register ("Electoral Roll") established in each Chaplaincy, and participates in the Council and the Annual General Assembly of the Chaplaincy. The aforementioned register shall be reviewed (with reference to names, addresses, etc.) annually and shall be fully renewed every six years. It shall be the responsibility of the ("Electoral Roll Officer"), and in his or her absence the Chaplain, to establish and maintain said register. The faithful of each Chaplaincy may apply for and enrol in the Electoral Roll of their respective Chaplaincy by filling out the appropriate form. Every member of the faithful has the right to be entered on the Electoral Roll provided that he/she is baptized, is over the age of 16 (sixteen), has signed the appropriate application form, and declares what is specified in Article 28 of the 1995 Constitution of the Diocese in Europe, and subsequent amendments and additions.

Art. 20) ("Chaplaincy Church Council")

The Church and Chaplaincy Council ("Chaplaincy Church Council"), "Chaplaincy Council" for short, is governed by the 1995 Constitution of the Diocese in Europe, London (UK) ("Constitution of the Diocese in Europe"), and subsequent amendments and additions, and the Diocese in Europe Handbook ("Diocese in Europe Handbook, London, 2001), and subsequent amendments and additions, and by Diocesan guidelines and procedures in effect from time to time, and is composed of the Chaplain, who presides over it ex officio, and the lay members listed on the electoral roll, who are appointed and authorized to participate in the Church Council according to the constitution of their Chaplaincy, and the individuals listed in Art. 30 of the 1995 Constitution of the Diocese in Europe, and subsequent amendments and additions.

Art. 21) Tasks and functioning of the Chaplaincy Council.

The purpose of the Church and Chaplaincy Council, together with the Chaplain, is to coordinate activities to: disseminate within the Chaplaincy the mission of the Church of England; discuss matters affecting the Church of England or other

matters of religious or public interest; make known and put into effect any provision of the Diocesan Synod or Archdeaconry Synod, but without prejudice to the powers of the Chaplaincy Council on any particular matter; to administer the finances of the Chaplaincy including the collection of money and the administration thereof for the purposes of the Chaplaincy and to keep the accounts; to care for, maintain and preserve (stewardship of) the building, property and ornaments of the church unless this task has been otherwise entrusted; to inform the Diocesan Synod and the Archdeaconry Synod on any matter referred to the Chaplaincy Council for debate in those named bodies; to appoint a Safeguarding Officer for Children and Vulnerable Adults.

The Church and Chaplaincy Council consists of a minimum of 5 (five) to a maximum of 15 (fifteen) Councillors chosen from among the membership, one of whom, the Chaplain, chosen by reason of his office, the others elected by the Assembly (elected according to the proportions set forth in the 1995 Constitution of the Diocese in Europe, London (United Kingdom) ("Constitution of the Diocese in Europe") as amended and supplemented, and the Diocese in Europe Handbook ("Diocese in Europe Handbook," London, 2001) as amended.

Councillors serve for a three-year term or such more limited time as may be determined by the Assembly at the time of their appointment, and are eligible for re-election.

The Archdeaconry Synod Representatives, at the end of their first mandate, are eligible for re-election for a further 3-year mandate without a break in continuity.

Churchwardens serve for one year and are appointed no later than May 31 of each year and may be nominated annually for a maximum period of 6 years, unless otherwise determined and regulated by the Assembly.

The appointment of Councillors may be revoked at any time by the Assembly.

If one or more Councillors cease to serve for any cause, the other Councillors must convene the Assembly to proceed with the replacement. New Councillors serve until the normal expiration of the entire Council.

The Council shall be convened whenever the need arises, either at the request of the President or at the request of three Councillors, and in any case shall be convened once every six (6) months and as often as necessary to enable it to carry out its activities effectively.

The Council meets at the headquarters of the Association. For justified reasons, the meeting may be held in another place, and even outside the municipality where the Association's headquarters is located, as long as it is in Italy, or it may also be held in several places connected by means of telecommunication under the following conditions, which will be noted in the relevant minutes:

- That it is permissible for the chairperson to identify the participants, regulate the conduct of the meeting, and ascertain and proclaim the results of the vote;
- that those present be allowed to follow the discussion and intervene in real time in the discussion of the topics discussed as well as to view, receive and transmit documents.

If these conditions are met, the meeting is deemed to be held at the place where the chairperson is located and where the secretary of the meeting must also be located.

The President also convenes the Chaplaincy Council by short route:

- at least 10 (ten) clear days, by posting on or near each main door of church, and in the case of buildings in the chaplaincy authorized for public worship, in a place easily visible to members of the congregation; and
- at least No. 7 clear days, by registered letter mailed or hand-delivered to

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each of the members, to each person in the Chaplaincy authorized to attend and to each person whom the Council has invited to attend the Council, or by communication by electronic mail provided receipt is certified.

The convocation must state the date, time, place and agenda.

The Council is validly constituted with the presence of the majority of its members and passes resolutions by the affirmative vote of the majority of those present.

The Chaplaincy Council, within the limits set by the Assembly, is vested with the broadest powers of ordinary and extraordinary administration to decide on the initiatives to be taken and the criteria to be followed for the achievement of social purposes and the implementation of programmatic resolutions.

The Chaplaincy Council may delegate part of its powers to one or more of its members.

The Chaplaincy Council appoints from among its members a Lay Vice-President, a Secretary ("Secretary") and a Treasurer ("Treasurer"). Evaluating each actual circumstance and specific individual skills, the Council may appoint a Secretary to also serve as Treasurer.

All roles in the Association are understood to be exercised free of charge, except for reimbursement of expenses incurred by reason of their duties as Councillor.

#### Art. 22) The President

The President of the Chaplaincy Council is the Chaplain. The President has the legal representation and signature of the Association, in court and before third parties; he convenes and presides over the Chaplaincy Council and the Annual General Members' Meeting. If the President is unable to attend, he is replaced by the Lay Vice President.

#### ART. 23)

The Lay Vice President

- a) assists the President in carrying out the statutory tasks and exercises the functions that may be delegated to him by the board of directors;
- b) substitutes in all its offices in case of temporary absence or impediment;
- c) has the task of supervision and control over the smooth running of the management of religious, institutional and charitable purposes.

#### Art. 24) The Secretary

The Secretary is appointed from among the members of the Chaplaincy Council, on the recommendation of the President.

He or she assists the President and has the following duties:

- (a) ensure that the register of members is kept and updated;
- (b) provides for the handling of correspondence;
- c) is responsible for the preparation and preservation of the minutes of the meetings of the Association's bodies: the Annual General Meeting, Chaplaincy Council, and Board of Auditors;

#### Art. 25) The Treasurer

The Treasurer is appointed from among the members of the Chaplaincy Council, on the recommendation of the President.

He or she has the following duties:

- (a) manages the Association's cash and current accounts;
- (b) provides for the collection of revenue and payment of expenses in accordance with the decisions of the Chaplaincy Council;
- (c) provides for the maintenance of the Association's records and accounts, as well as the preservation of related documentation, including the names of the donors;

(d) prepare the outline of the draft budget and the final budget, which he submits to the Chaplaincy Council within the stipulated time.

The offices of Secretary and Treasurer can be combined.

Art. 26) The Annual General Meeting.

The Annual General Meeting ("*AGM: Annual General Meeting*") of the Chaplaincy is held by each Chaplaincy by 31 May each year.

It is attended, in addition to the Chaplain, by the members on the Electoral Roll. The Annual General Meeting elects for each Chaplaincy the two Lay Faithful Representatives ("*Churchwardens*") and the Representatives to the Archdeaconry Synod ("*Archdeaconry Synod Representative*". The latter may be one or more depending on the number of members on the Electoral Roll, and they represent, together with the Chaplain, the Chaplaincy within the "Church of England" Association established in Rome, Via del Babuino No. 153, participating in its "Annual General Meeting ("*AGM: Annual General Meeting*")", with voting rights. The Assembly appoints the ("*Electoral Roll Officer*". The Annual General Meeting is called by the Chaplaincy Church Council, which determines the date, time, place, and agenda; in addition, the call is communicated by the chaplain to the membership of the Association. By the end of September each year, the Chaplain and the Treasurer are required to send the financial statements of the Chaplaincy to the Treasurer of the Diocese in Europe and to the Diocesan Board of Finance. A copy of the same statement is sent to the Archdeacon.

Art. 27) Conduct of the Assembly.

The Annual General Assembly is governed by the 1995 Constitution of the Diocese in Europe, London (UK) ("*Constitution of the Diocese in Europe*"), and subsequent amendments and addition, and the Church Representation Rules valid at the time.

The convened AGM, in first call, deliberates by a majority of votes and with the presence of at least half of the members, and in second call, to be held on a different day from the first call, validly deliberates by a simple majority whatever the number of those present. Resolutions to amend the articles of incorporation and constitution, in first call, must be approved with the presence of at least 3/4 (three quarters) of the members and the favorable vote of the majority of those present; in second call, the meeting is validly constituted with the presence of half of the members and the favorable vote of the majority of those present. The resolution to dissolve the Association must be approved, both in first and second call, by the affirmative vote of at least 3/4 (three quarters) of the members.

The AGM is convened at least once a year within the first four months of each year to deliberate on the approval of the budget and final budgets and the general guidelines of the Association, to elect any members of the Chaplaincy Council if they have resigned or expired, and to approve the Association's policies proposed by the Chaplaincy Council.

The AGM is ordinarily convened by the Chaplaincy Council at least once a year and also when the need arises or when a reasoned request is made by at least 2/5 (two-fifths) of the members; in an extraordinary way, to deliberate on amendments to the constitution and the dissolution of the Association, it may be requested by a majority of the Chaplaincy Council or by at least 2/5 (two-fifths) of the members of the Association with written justification.

The AGM must be convened, at least 15 (fifteen) clear days prior to the date set for the meeting, by registered letter mailed or hand-delivered to each of the members or by communication by electronic mail provided receipt is certified, indicating the date, time, place and agenda.

Each member may be represented exclusively by another member, having similar voting rights, by written proxy. A maximum of 1 (one) proxy is allowed for each



member.

The AGM at the outset must appoint a Chairperson, who may be different from that of the Association, and a Secretary. The Chairman of the AGM is responsible for reading the agenda, accepting questions, contributions to the discussions, motions and amendments, and reading the results of the motions passed and the final text of the resolutions adopted by the AGM.

Voting at the AGM shall be carried out in the manner established from time to time.

The Secretary shall take the minutes of the AGM. The minutes of the AGMS shall be collected in a special book. The book of General Meetings of members shall remain on file at the headquarters at all times, and any member may consult it.

The meeting is held at the headquarters of the Association. For justified reasons, the meeting may be held in another place, and even outside the municipality where the Association's headquarters is located, as long as it is in Italy, or it may also be held in several places connected by means of telecommunication under the following conditions, which will be noted in the relevant minutes:

(a) that it is permissible for the chairman to identify the participants, regulate the conduct of the meeting, and ascertain and proclaim the results of the vote;

(b) that those in attendance be allowed to follow the discussion and intervene in real time in the discussion of the topics discussed as well as to view, receive and transmit documents.

If these prerequisites are met, the meeting is considered to be held at the place where the chairman is located and where the secretary of the meeting must also be located.

#### Art. 28) Participation in the Archdeaconry Synod.

The Archdeaconry Synod ("Archdeaconry Synod"), henceforth referred to as Synod, represents the annual assembly of the Chaplaincies in the territory. The Synod is composed of the Archdeacon who presides over it, the Presbyters and Chaplains of the Archdeaconry, the Representatives to the Synod from each Chaplaincy, and those named in Article 42 of the 1995 Constitution of the Diocese in Europe, and subsequent amendments and additions. The Synod is an opportunity for meeting, prayer and study, particularly to discuss problems faced by the faithful in Chaplaincies and Congregations, suggest solutions and make decisions. The Synod is governed by the 1995 Constitution of the Diocese in Europe, London (United Kingdom) ("Constitution of the Diocese in Europe"), and subsequent amendments and additions, and Diocesan policies and procedures in effect at the time.

#### Art. 29) The Statutory Auditor

In cases required by law or by the will of the Annual General Meeting of Members, an auditing body (Single Auditor or Board of Auditors) is appointed to supervise compliance with the principles of proper administration and, in particular, the adequacy of the organizational, administrative, and accounting structure adopted by the Association and its actual operation; it also exercises accounting control over the Association.

The Assembly of Members elects the single auditor or the Board of Auditors. If the latter is constituted, it shall consist of three full members and two alternate members, and the Assembly shall appoint its chairman and determine the annual remuneration of the auditors for the entire term of their office. The auditor(s) shall be chosen from among those listed in the special register referred to in Article 2409 bis of the Civil Code.

Meetings of the Board of Auditors are held in the manner specified by this

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Auditors hold office for three fiscal years and their terms expire on the date of the General Meeting called to approve the financial statements for the third fiscal year of their term.

The termination of the auditors, due to expiration of the term, takes effect when the Board is reconstituted.

Where there is no express provision on the subject in this Constitution, the rules set forth in Articles 2397 et seq. of the Civil Code shall apply to the Board of Auditors insofar as they are compatible.

#### DISSOLUTION OF THE ASSOCIATION

Art. 30) The dissolution of the Association shall be decided by the Assembly with the affirmative vote of at least 3/4 (three quarters) of the members.

The Assembly that resolves on the dissolution of the Association and the appointment of liquidators will establish the general criteria for the devolution of the remaining assets. The liquidators, taking into account the directions of the Assembly, will choose the Entity that pursues similar or related purposes of public benefit to which the remaining assets will be devolved, unless otherwise required by law.

#### CONTROVERSIES

Art. 31) Any disputes that may arise between the members and the association that have as their object disposable rights relating to the associational relationship, except those in which the law provides for the compulsory intervention of the legal authorities, shall be resolved by the Archdeacon of Italy and Malta, who shall equitably decide, as friendly mediator, in a just and fair way, with a decision that cannot be appealed.

#### GOVERNING LAW

Art. 32 ) For matters not expressly provided for in this Constitution, the laws of the Italian State shall apply.