

**“CENTESIMUS ANNUS
PRO PONTIFICE”
FOUNDATION**



Ioannes Paulus PP. II

Ho appreso con soddisfazione che alcuni fedeli desiderano unirsi per costituire una Fondazione di Religione e di Culto, intesa a collaborare alla diffusione dei principi esposti nella mia recente Enciclica "Centesimus Annus" ed a suscitare iniziative per venir incontro alle necessità della Santa Sede.

Adirisco, pertanto, volentieri all'istanza espressami di istituire nello Stato della Città del Vaticano una Fondazione autonoma, volta a promuovere i due predetti fini.

In virtù della potestà apostolica nella Chiesa e della sovranità nello Stato della Città del Vaticano, visti i canoni 331, 114 e 115 § 3, 116 § 1 e 1303 § 1, n. 1 del Codice di Diritto Canonico, l'art. 1 della Legge fondamentale della Città del Vaticano del 7 giugno 1929 I e l'art. 1, lettera a) della Legge sulle fonti del diritto del 7 giugno 1929 II,

ERGO

in persona giuridica canonica e in persona giuridica civile la Fondazione "Centesimus Annus-Pro Pontifice", con sede nello Stato della Città del Vaticano.

La Fondazione sarà retta dalle leggi canoniche vigenti nella Chiesa e da quelle civili vigenti nella Città del Vaticano, e dallo Statuto qui allegato.

Città del Vaticano, 5 Giugno 1993



Joannes Paulus PP. II

STATUTE

Translation from the original in italian



N. 533.345/A

RESCRIPTUM EX AUDIENTIA SS.MI

Modification of the Statute of the "Centesimus Annus Pro Pontifice" Foundation

The Supreme Pontiff Francis, at the Audience granted to the undersigned Cardinal Secretary of State, on the 10th of May in the year of our Lord 2021,

considering the need to redefine the purposes and the order of the Foundation "Centesimus Annus Pro Pontifice"

HAS ORDERED

the approval of the New Statute of the Foundation, *ad experimentum* for five years.

From the Vatican, 16 June 2021

Cardinal Pietro Parolin
Secretary of State

SECTION I

NATURE, PURPOSES, AND SEAT OF THE FOUNDATION

Art. 1 - The Foundation of Religion and Cult called "Centesimus Annus - Pro Pontifice", was established with a Chirograph of His Holiness John Paul II on June 5, 1993, and was registered on November 26, 1993 in the registers of Vatican legal personalities (no. 7 of civil legal personalities and no. 18 of canonical legal personalities). It is registered with effect from September 20, 2019 in the Register of Non-Profit Organizations (no. 18). It is governed by the current Statute, the Code of Canon Law, and Vatican legislation.

It may operate also in other countries, if necessary through local institutions, set up in accordance with local laws and regulations, provided that the conformity and respect for the cardinal principles of the Social Doctrine of the Church and, more generally, total adherence to the principles of the papal magisterium are declared in the act of constitution of these bodies. The Foundation recognizes the groups, established in the form of chapters or autonomous entities, as suitable to the pursuance of its purposes by means of a Resolution passed by its Board of Directors, the Secretariat of State's placet having previously been secured.

Art. 2 - The Foundation has its legal seat in the Vatican City, Cortile San Damaso.

Art. 3 - The Foundation is a non-profit corporation with purposes of religion and charity.

Its specific goal is to help promote the study and dissemination of the social doctrine of the Catholic Church, as set out throughout the papal magisterium, starting, in recent era with "*Rerum novarum*" and, in particular, but not only, with Saint John Paul II's Encyclical "*Centesimus annus*", from which it takes its name.

In pursuance of the above purposes the Foundation:

- a) promotes informed knowledge of the social teachings of the Church and the activity of the Holy See among qualified and socially motivated business and professional leaders;
- b) promotes initiatives aimed at expanding the effective role of the Church in all sectors of contemporary society;
- c) promotes fund raising activities to help support the activity of the Apostolic See.

Art. 4 - The initial Foundation's endowment, at the time of its establishment, has been wholly paid up and amounts to € 4.581.903,92.

It will be increased by all donations, cost free or otherwise, which the Foundation may receive to this purpose.

At the end of each year, after deduction of operational expenses and outlays for the purposes outlined at Art. 3, any net profit shall be allocated to increase the endowment. Under no circumstances may the Foundation donate money or other assets out of the endowment.

Should the Foundation receive from individuals or corporations contributions earmarked for a specific project, albeit consistent with institutional purposes (such

as the funding of special projects of the Church or the Holy See, particularly in countries where the Catholic community is more in need of material help), such contributions may be set up in a separately managed fund.

The Foundation's revenues consist of the contributions paid by its members in accordance with Art. 18, investment income, and donations not explicitly earmarked for the endowment.

SECTION II CORPORATE STRUCTURE

Art. 5 - The conduct of the affairs of the Foundation shall be entrusted to:

- a) the President;
- b) the Board of Directors;
- c) the Board of Auditors;
- d) the Secretary General.

THE PRESIDENT

Art. 6 - The President shall be appointed by the Board of Directors by absolute majority of its members upon confirmation by the President of APSA that the candidates have been approved by the Secretariat of State.

The President shall serve for a term of five years and may stand for re-election only once.

He shall:

- a) legally represent the Foundation in all dealings with third parties and in court;
- b) call and chair Board meetings and see that resolutions are implemented;
- c) conduct any ordinary business which the Board has not explicitly indicated as falling under its authority;
- d) initiate action, whenever urgently needed, to safeguard the good name of the Foundation and its assets, advising the Board of Directors on the first Board meeting following the decisions adopted as a matter of urgency;
- e) ensure compliance with the Statute and promote amendments of the same Statute if deemed necessary.

If necessary, the President may delegate specific responsibilities to the members of the Board of Directors.

The President shall forward copy of the minutes of each Board meeting to the Cardinal Secretary of State and shall submit his observations, if any, to the Board in order to ensure and promote full consistency of the Foundation's policy with the policy of the Holy See.

Art. 7 - If the President is absent or incapacitated, his/her powers shall be exercised by the Vice President.

THE BOARD OF DIRECTORS

Art. 8 - The Board of Directors shall be formed by nine members, including the President and Vice President.

Two of the Directors shall be designated by the Secretary of State, one member by the President of the Administration of the Patrimony of the Apostolic See (APSA), and two shall be elected by the Adherents as per Art.18. The remaining four Directors shall be co-opted by a majority of the Directors then in office on the occasion of the first Board meeting following the event which necessitated said Board meeting to be called.

All the candidates shall be chosen preferably among the Founder Members and Adherents taking into account the geographical representation.

The Directors shall carry out their duties without remuneration. They shall serve for a term of five years and may be re-elected only once.

The five-year term of office shall be deemed to have expired upon approval of the Annual Financial Statement for the last year of the five-year period.

Should the Board lack a director during the course of the term of office due to resignation, because he/she reaches the age of 75 or for any other reason, he/she shall be replaced, taking into account the instructions of the body that originally designated him/her.

Only the reimbursement of the actual and documented expenses incurred in relation to the position held may be envisaged for the Directors, to whom powers involving one-off costs are delegated, the amount of which must in any case be identified in advance by means of an expense forecast explicitly approved by the Board. A similar expense forecast, but of an annual nature and therefore recurring, to be decided by the Board, will concern reimbursements to be made or costs incurred directly by the Foundation for Presidency expenses.

The Board shall issue implementing regulations for this purpose.

Except in the case of the President, mandatory termination age shall be 75.

In accordance with law CCXI of 22.XI.17, art.5, par.1, the Board of Directors shall keep the following accounting records at the General Secretariat: the day-book, the inventory book, the budget, and the financial statement.

Art. 9 - The Board of Directors shall be responsible for the conduct of ordinary and extraordinary business of the Foundation, in accordance with the provisions set out at Art. 6 and Art. 10.

The term “extraordinary business” covers the following items:

- a) alienation of assets which are legitimate part of the endowment when their value exceeds the amount indicated by the President of the APSA, the Secretariat of State’s placet having previously been secured;

- b) all other transactions which may negatively affect the endowment;
- c) active and passive litigation in canon and civil courts;
- d) acceptance of donations encumbered by terms or conditions, as well as donations involving takeover or participation in activities deemed to be of a commercial nature;
- e) hiring of employees on a permanent basis.

Resolutions on extraordinary business matters become effective only if presented by the President of Administration of the Patrimony of the Apostolic See and authorized by the Prefect of the Secretariat for the Economy, in accordance with the provisions of art. 11 of the Statute of this body, subject to the *nihil obstat* of the Secretariat of State.

Art. 10 - The Board of Directors shall exercise the following powers:

- a) appoint the President and Vice President;
- b) appoint the Secretary General and determine the matters on which he/she shall be empowered to act;
- c) decide on the course of action to be followed for the implementation of the institutional purposes of the Foundation; in this regard it shall establish a Scientific Committee to study and delve into subjects pertaining to the social doctrine of the Catholic Church, monitor educational programs and recommend cultural initiatives and, when deemed necessary, establish a Consultative Committee, laying down their respective regulations;
- d) pass the Resolution referred to in Art. 1 and when necessary rescind it;
- e) approve membership applications (Adherents) and possible exclusions, the latter on serious grounds and having first consulted the President of APSA and secured the Secretariat of State's placet;
- f) conduct any extraordinary business as per art. 9;
- g) deliberates on proposed By-Laws amendments.

Art. 11 - The absolute majority of the Directors currently serving shall constitute a quorum for the transaction of business at all Board meetings.

Said meetings may be attended by the President and the Secretary of APSA or their representative. As a rule the Secretary General shall act as secretary of the meeting.

Art. 12 - Regular Board meetings shall be held at least four times a year, said four meetings to include those called for approval of the Annual Financial Statement and Budget of the Foundation.

Special meetings may be held when called by the President and upon favourable opinion of at least other four Board members or alternatively upon request of at least five Board members. The President and said Directors shall specify the subjects to be discussed.

Art. 13 - Notice of Board meetings shall be given to each Director by email, to be sent out at least five days prior to the date of the meeting, and shall specify venue, day, time, and agenda. In case of pressing need, meetings may be called with a two day's

notice by cable, fax, or email, simultaneously sending the agenda of the meeting, in accordance with what stipulated in article 12.

The meeting shall be valid even if no formal notice has been sent out if all the Directors, and at least one member of the Board of Auditors, are present.

Meetings of the Board of Directors may be held in audio/video connected venues, provided that all participants can be identified and are allowed to follow the discussion and intervene in real time in the discussion of the topics covered, as well as receive, transmit and view documents; if these conditions are met, the Board is considered as being held in the place where the President is, where the secretary of the meeting must also be, in order to allow for the drawing up and signing of the Register of meetings and resolutions of the Board of Directors.

If – due to force majeure - all the participants in the Board meeting are connected through a remote Internet connection, and the President and the secretary are not located in the same place, the Board is considered as being held at the Foundation's seat (Vatican City).

Art. 14 - The Board is chaired by the President or, in his/her absence, by the Vice-President.

All Board decisions shall require the vote by an absolute majority of the quorum. In case of a tie, the vote cast by the President shall prevail.

Minutes of all meetings are drawn up and signed by the President and the Secretary taking the minutes.

The minutes of the Board meetings are kept in special books in the custody of the Secretary General.

THE AUDITORS

Art. 15 - The Board of Auditors shall be formed by three effective members. The appointment lasts for five years and is renewable. The President of the Board of Auditors is appointed by the Prefect of the Secretariat for the Economy who ascertains the requirements of integrity and professionalism and verifies the existence of any conflicts of interest. The other two effective members of the Board of Auditors are appointed by the Administration of the Patrimony of the Apostolic See, subject to the nihil obstat of the Secretariat of State, with the same methods of ascertaining the President.

Members of the Board of Auditors complete their assignment with the approval of the annual financial statements relating to the last year of the mandate.

The termination of the Board of Auditors due to expiry of the term takes effect from the moment the Board of Auditors is reconstituted.

For Auditors, only the reimbursement of the actual and documented expenses related to the position held may be envisaged.

The Board of Auditors shall monitor the Foundation's conduct of business, audit accounts, make sure that accounting procedures comply with common held accounting practice and give a mandatory opinion on the budget and financial statements referred to in Article 17.

The Board of Auditors shall also be responsible for ensuring that all and any action by the Board of Directors are consistent with the Statute as well as with canon law and civil laws pertaining the accounting aspect.

The Board of Auditors attends the meetings of the Board of Directors, without the right to vote.

Minutes of the Board of Auditors' meetings are drawn up and signed by the Board itself, and then promptly transmitted to the Prefect of the Secretariat of Economy and to the President of the Board of Directors.

THE SECRETARY GENERAL

Art. 16 - The Secretary General shall assist the President, implementing his/her instructions, oversee the offices ensuring they are well run and coordinate activity of the staff which report to him/her directly.

He/she also assists the Board in drawing up the draft Budget and Financial Statements to be submitted to the Board of Auditors and to the President of APSA.

SECTION III

ANNUAL FINANCIAL STATEMENTS

Art. 17 - The financial year runs from January 1 to December 31 of each year.

Within March 31 of each year the Board of Directors, with the assistance of the Secretary General, prepares the draft Financial Statements and sends them to the Board of Auditors, together with their own report on the activities carried out, to obtain its opinion.

The Board of Auditors submits the draft Financial Statements to the President of APSA, together with its own report.

Once the opinion of APSA and the report of the Board of Auditors have been obtained, the draft Financial Statements are approved by the Board within May 31.

At the time of approval of the Financial Statements, the Board shall pass a resolution determining the amount of the yearly donation to the Holy Father.

Within October 31 of each year the Board of Directors, with the assistance of the Secretary General, prepares a Budget for the following year and sends it to the Board of Auditors to obtain their opinion.

Within November 30 it shall approve the budget for the following year.

Both the Financial Statements and the Budget must be sent to the Secretariat for the Economy, which takes charge of the submission to the Council for the Economy for approval.

SECTION IV ADHERENTS

Art. 18 - Adherents shall be individual or corporate members who share the Foundation's goals and pledge to cooperate to their achievement as set out at Art. 3, as well as to pay an annual contribution.

Adherents shall be kept informed on the Foundation's activity by the Board, at meetings to be held at least once a year. In the course of such meetings they shall:

- a) appoint their two representatives to the Board of Directors, in compliance with the voting rules as defined in the Regulations attached to the Statute.
- b) submit recommendations and suggestions and present initiatives consistent with the Foundation's purposes, which the Board shall examine.

Adherents may get together in local and/or national groups in compliance with the provisions of Article 1, paragraph 2 and the Guidelines approved by the Board. In particular the groups operate under the guidance of a coordinator at local level appointed, on the proposal of the groups themselves, by the Board of Directors, who verifies his/her eligibility in terms of adherence to the principles of the Magisterium of the Church and his/her compliance with the requirement of good repute. The Coordinators shall remain in office for two years and their term can be renewed three times in a row.

The annual contribution to be paid to the Foundation by the various categories of Adherents is determined by the Board of Directors on a yearly basis, taking into account the overall economic situation.

SECTION V ECCLESIASTICAL COUNSELLORS

Art. 19 - To provide spiritual counselling to the Adherents, the Foundation shall request the Bishops' Conference of the country where the group is located to designate one or more national ecclesiastical Counsellors. Should Counsellors be needed at diocesan level, the local Ordinary shall be contacted by the President of APSA with the request, the Secretariat of State's placet having previously been secured.

Ecclesiastical Counsellors shall promote, in the manner they see fit, meetings with Adherents to study subjects consistent with the purposes of the Foundation and help coordinate local initiatives in accordance with the Board's instructions. They shall serve five year terms.

National Ecclesiastical Counsellors shall produce, at least once a year, a report on their activity, even at a diocesan level, to be sent to the President of APSA and the Board of Directors, as well as to the Secretariat of State.

Ecclesiastical Counsellors shall be invited to attend Adherents' meetings.

SECTION VI FINAL RULES

Art. 20 - The Board of Directors adopts a set of implementing rules where mentioned in the current Statute. The Board may also adopt specific regulations, including those not provided for in these Statute; the Board may update all regulations as necessary.

Art. 21 - The present Statute may be amended upon proposal of a majority of two-thirds of the members of the Board of Directors, following which the Statute as amended shall be sent to the President of APSA who will forward it, with his own opinion, to the Cardinal Secretary of State and the latter, if he deems it appropriate, will submit it to the Supreme Pontiff.

Art. 22 - The Foundation has unlimited duration.

Upon its termination for whatever cause, all assets resulting from its liquidation shall be devolved to the Holy See.

Art. 23 - Any matter not covered by the present Statute shall be governed by the norms of Canon Law and, when compatible, by those of Civil Law.

Art. 24 - Transitional rule. At the expiration of the terms of office of the co-opted Directors (seven members), they will be replaced through the appointment of two new members by the Secretary of State; then, one being appointed by APSA, one more shall be appointed by the Members' Assembly, and the remaining four shall be co-opted.

Vatican City, June 16th 2021

Election Regulations

FCAPP ELECTION REGULATIONS

APPROVED BY THE BOARD OF DIRECTORS OF THE CENTESIMUS ANNUS PRO
PONTIFICE FOUNDATION ON MARCH 21, 2024

Article 1 Appointment of two (2) Councilors.

- i. In accordance with Articles 8 and 18 of the Bylaws of the Centesimus Annus pro Pontifice Foundation (henceforth the "Bylaws") the Adherents shall be responsible for the appointment of **two of their representatives** to the office of Directors, who shall hold office for a period of five (5) years from the date of their respective election.
- ii. The two Directors so elected may be re-elected only once, unless they are disqualified from re-election for any other valid reason decided by the Board of Directors of the Foundation.

Art.2 Eligibility

Are eligible for the office of Director only the members who: have been (except in exceptional cases evaluated by the Board) registered with the Foundation for at least two years; are in good standing with the payment of dues for at least one of the last two years ; are in a position to issue the updated self-declaration of honorability; have work experience in business, management, professional and academic fields [see also Art.3 paragraph (a) of the Statute], and are in compliance with the provisions of Vatican Law CCXI (Law on Registration and Supervision of Nonprofit Entities).

Article 3 Election Committee

- i. The Board of Directors of the Foundation shall appoint an Election Committee composed of **three (3) independent members** chosen from among persons trusted by the Foundation (excluding the same members of the Board of Directors), one of whom shall be appointed Chairman.
- ii. The Election Committee will **will simultaneously notify members and** publish a notice on the FCAPP website to initiate the voting process - through the General Secretariat - inviting Members to propose their possible candidacy for the position of Foundation Board Member. As per Art.2 of these Bylaws, candidates should send: a) dues payment slips for the current or previous year; b) self-declaration of honorability updated to the month in which they are submitting their candidacy, c) an updated CV.
- iii. The notice will be posted on the Foundation's website **at least sixty five (65) days** prior to the Foundation's Annual General Meeting and the collection of nominations will be closed **twenty (20) days** after such publication, unless extended by the Board of Directors.
- iv. Immediately after the close of nominations and **within the next 15 days**, the Election Committee will verify the eligibility of the names brought to its consideration and submit a written report on the nominations received, with its findings to the Foundation's Board of Directors, which will deliberate on the matter. The resulting decision of the Board of Directors will be made at a special meeting to consider the report of the Election Committee, to be made in person or via the web. The Board of Directors is not obliged to provide any reasons for its decisions.

v. The Foundation's Board of Directors will approve a final list of nominees, the nominees will be notified by e-mail, and their names will be immediately posted on the Foundation's website along with their CVs, **at least 25 days before** the day of the Meeting.

Article 4 Election and voting methods

- i. The election will be held only by telematic means in the period preceding the General Assembly, to be held if possible before the office of Director becomes vacant or, if necessary, on another date decided by the Foundation's Board of Directors;
- ii. Upon the recommendation of the Secretary General, the Foundation's Board of Directors approves the platform that provides telematic voting services (e-voting) and ensures anonymity and total confidentiality of the process;
- iii. The Secretary General will provide the company chosen by the BoD with the required personal data (e-mail and cell phone number) for each eligible Member to exercise his or her right; the e-voting company will prepare unique credentials for each eligible Member to access the electronic voting platform, which it will send individually, ensuring complete confidentiality;
- iv. The virtual polling station will be open at least **days 15 days before** the date and time of the General Assembly and will remain open for **at least 10 days, thus up to 5 days before** the Assembly;
- v. In the case of a possible runoff between candidates who received the same number of votes, the polling station will be reopened **for 3 more days**, that is, up to 2 days from the date and time of the convening of the Assembly.

Art.5 Right to vote

Only those Adherents who have paid the annual dues for the year in which the election is held or at least for the preceding year will be entitled to vote. Adherents who have become members for the first time during the year in which the election is held will be entitled to vote if they have paid the annual dues for that first year of membership in the Foundation. Payment of annual dues in arrears will entitle the Adherent to vote provided that such payment is made **at least fifteen days (15) prior to the opening of** the virtual polling place and is supported by a copy of the bank transfer receipt, to be sent to the FCAPP General Secretariat.

Art.6 Requirement of the largest number of valid votes

For the purpose of the election, the following rules will apply depending on whether there are one or two vacancies:

A. In case via is only one vacancy:

- i. The candidate with the highest number of valid votes will be declared elected.

ii. In case of a tie on the first ballot, a second ballot shall be held concerning only the tied candidates, as governed by Article 4 of these Rules.

iii. in the event of a second tie, Canon 119 (the one who is older in age) will apply.

B. In case there are two vacancies:

i. Voters should clearly indicate the names of the two (2) preferred candidates listed on the virtual ballot specifying the two preferences.

ii. A virtual ballot indicating only one preference will be considered valid for the purpose of the election.

iii. The two candidates receiving the highest number of valid votes will be declared elected.

iv. In the event of a tie between more than two candidates on the first ballot, a second ballot will be held, as governed by Article 4 of these Rules.

v. In case of a second tie, Canon 119 (the one who is older in age) will be applied.

Art.7 Scrutiny of votes

Once the voting is closed, for both the first and any second ballot (runoff), the e-voting system will send the results and a detailed report of the voting to the Chairman of the Election Committee. The Chairman of the Election Committee, after informing the other members of the Election Committee and the Board of Directors through the Chairman, will announce the results of the voting only at the meeting.