

**“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.

Aderisco, 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

Article 1. Election of two (2) CAPPF Board Directors

- i. In accordance with articles 8 and 18 of the statute regulating the *Centesimus Annus Pro Pontifice Foundation* (hereinafter referred to as "the Statute") adherents shall elect two (2) representatives to the CAPPF Board of Directors who shall serve in this office for a period of five (5) years starting from the date of their election.
- ii. The two (2) Directors so elected may be re-elected only once unless disqualified from re-election for any other valid reason as may be decided by the CAPPF Board of Directors.

Article 2. Eligibility

No person shall be eligible to hold office as a director unless he/she is an active member - "active member" meaning he/she has been member of the Foundation for at least two years and in good standing with the payment of the annual fee -, enjoys a good reputation and is in adherence with the provisions of the Vatican Law CCXI (*ON THE REGISTRATION AND SUPERVISION OF NONPROFIT ENTITIES*).

Article 3. Election Committee

- i. The Board of the Foundation shall appoint an Election committee which shall be composed of three (3) independent members of the Foundation (not being members of the Board), one of whom shall be appointed as chairperson.
- ii. The Election committee shall issue, through General Secretariat, a call inviting adherents to submit the names of candidates for the office of Director/s of the Foundation.
- iii. The call shall be published on the Foundation's website at least twelve (12) weeks prior to the Annual General Meeting of the Foundation and it shall close not later than four (4) weeks after such publication.
- iv. Immediately after the closing date of the call, the Election Committee shall verify the eligibility of the names submitted for its consideration in compliance with:
 - a) the indications as per Art. 18 of the CAPPF Statute according to which candidates must be members of the Foundation
 - b) the criteria stated in Article 2 above

and shall submit a written report and recommendation/s to the CAPPF Board who shall consider such report and decide whether to accept, refuse or amend the recommendations submitted. CAPPF Board decision on the report shall be made in the course of a specific meeting to review the report of the Electoral Committee, in person or on the web. The CAPPF Board shall not be obliged to give any reasons for its decisions in this regard.

- v. If and when the CAPPF Board approves a final list of candidates, the persons so approved shall be notified accordingly and their names shall be published on the website of the Foundation immediately after the decision, together with their respective Curriculum Vitae in a format and wording as may be decided by the CAPPF Secretary General.

Article 4. Election

- i. An election shall be held during the first Annual General Meeting immediately before the position/s of Director becomes vacant or as may be determined by the CAPPF Board.
- ii. Such election shall be held at a time and place determined by the CAPPF Board.
- iii. Notice of the election shall be published on the CAPPF's website. In addition, such notice shall be sent, through General Secretariat, to all registered adherents of the Foundation by electronic means at least six (6) weeks prior to the date of the election and shall include the names of all approved candidates together with a statement that these candidates will be voted upon at the forthcoming election.
- iv. No additional nominations may be made after the closing date and or/from the floor at the election.

Article 5. Ballot

The election shall be conducted by secret written ballot by those present and eligible to vote and by those adherents who are entitled to vote by mail in accordance with the procedure specified in Article 7 hereunder.

Article 6. Right to vote

Only those adherents who have paid their membership fee for the year when the election is being held, or at least the one for the previous year, shall have the right to vote. Adherents who become members for the first time during the year when the election is being held, shall be eligible to vote if they have paid their membership fee for that first year. Payment of arrears of membership fees shall entitle the adherent to vote as long as payment is made at least seven (7) days before the day the election will be held and is supported by a copy of the bank transfer receipt. For those adherents who request to vote by Mail procedure, payment of arrears must be made prior to the notification sent to the Secretary General as mentioned in article 7(b).

Article 7. Ballot by Mail Procedure

Adherents of the Foundation should be encouraged to attend the Annual General Meeting of the Foundation and to vote in person. However, in those cases where adherents are unable to attend in person but who wish to participate in the voting process to elect representative directors to the Foundation's Board, the following procedure shall be adopted:

- a) On the recommendation of the Secretary General, the Board of the Foundation shall approve an electronic system that generates a random number to be used by those adherents who wish to make use of voting by mail.
- b) Those adherents who are unable to attend the Annual General Meeting of the Foundation, but who wish to exercise their right to vote for the election of the Director/s on the Board of the Foundation, shall notify the Secretary General by email of their intention of voting by Mail procedure. Such notification shall reach the Secretary General not later than seven (7) days after communication by Secretary General concerning way to cast ballot.
- c) Subject to verification of the adherent's eligibility to vote, the Secretary General shall mail - within seven (7) days from receiving such notification - to each adherent who has so requested, an envelope containing the ballot paper together with a random number, generated with the procedure as in point a) of the current article, which shall be quoted by the voting adherent when returning by mail the completed ballot paper.
- d) The Secretary General shall make sure the random numbers are included in the envelopes **BEFORE** address labels are affixed onto the envelopes by second round of random number extraction, generated as above, thus guaranteeing anonymity.
- e) Envelopes containing the completed ballot should be received by the General Secretary not later than the eve before the date set for election.
- f) It shall be the responsibility of the adherent to make sure that the completed ballot paper is returned and delivered to the Secretary General prior to the closing date as detailed in these regulations.

Article 8. Scrutiny of votes

Scrutiny of the votes will be carried out by three scrutineers - selected among members not belonging to CAPPF statutory bodies - appointed by the assembly during which the votes are held and shall take place at the same time both for ballots cast by adherents who are physically present and for ballots cast by mail. Ballots that are marked in a manner that identifies the voter shall be deemed to be invalid.

Article 9. Requirement of highest number of valid votes cast

For the purpose of this election, the following will apply according to the event of single or dual vacancy:

A. In the event of a single vacancy:

- i. The candidate securing the highest number of valid votes cast either in person or by valid mail voting, shall be declared elected.
- ii. In case of a tie on the first ballot, a second ballot shall be held between the tied candidates in which case only those members who are present at the meeting and who are entitled to vote shall have the right to vote.
- iii. In case of a second tie, Canon 119 shall apply (*the eldest shall prevail*).

B. In the event of a dual vacancy:

- i. Eligible voters shall clearly indicate the names of their preferred two (2) candidates listed on the ballot by indicating their first preference and their second preference.
- ii. A ballot that has only one preference indicated shall be deemed to be a valid vote for the purposes of the election.
- iii. The two candidates receiving the first highest and second highest number of valid votes cast either in person or by valid mail voting, shall be declared elected
- iv. In case of a tie on the first ballot, a second ballot shall be held between the tied candidates in which case only those eligible members who are present at the meeting shall have the right to vote.
- v. In case of a second tie, Canon 119 shall apply (*the eldest shall prevail*).

29.09.2020