

## FOUNDATION “CENTESIMUS ANNUS – PRO PONTIFICE”

### BY-LAWS

*Now we must look ahead, we must “put out into the deep” ...  
What we have done ... cannot justify a sense  
of complacency, and still less should it lead us to relax  
our commitment. On the contrary, the experiences we have had should  
inspire in us new energy, and impel us to invest in concrete initiatives  
the enthusiasm which we have felt.*

**John Paul II, Apostolic Letter “Novo Millennio Ineunte”, 15.2**

The Foundation “*Centesimus Annus – Pro Pontifice*” was created in response to, and named after, the Encyclical Letter “*Centesimus Annus*” promulgated by Pope John Paul II on May 1<sup>st</sup>, 1991. The connection reveals its inspiring idea and its purpose: a special endorsement of papal social teachings and committed support to the Holy Father’s numerous charitable initiatives. The Foundation added “*Pro Pontifice*” to its name out of admiration and gratitude for the Pope’s ministry as Teacher and Universal Shepherd. In fact, the constant defence of human, religious, ethical and social values which the Holy Father, with the cooperation of the organs of the Roman Curia, proclaims and promotes, is of incalculable benefit to mankind and deserves the concrete support of all men and women of goodwill.

These were the chief motivations which prompted a group of lay business and financial leaders, animated by deeply held evangelical beliefs and coordinated first by Jose Rosalio Cardinal Castillo Lara and later by other Cardinals and their collaborators, to give tangible expression to the bonds of communion with Peter’s successor by following more closely the activity of the Apostolic See, promoting awareness of it and helping its implementation.

The Founding members created the initial endowment by means of a *pro capite* donation, made either personally or on behalf of corporations or institutions of various kinds. They were followed by Adherents who, responding to their ideal of Christian life, contribute to the activity of the Foundation and its endowment.

Pope John Paul II established the Foundation with a Chirograph dated June 5<sup>th</sup>, 1993 and over the years has followed its progress with attention and gratitude, through audiences and addresses focused on its nature and mission.

The Foundation, after ten years of activity and history which have left a significant imprint on its connotations, is now expanding its operation worldwide, also as a service to local Churches; it seemed important, at this stage, to look at it with fresh eyes and revise its bylaws in order to better define its physiognomy at the beginning of the Third Millennium.

## SECTION I

### NATURE, PURPOSES AND SEAT OF THE FOUNDATION

Art. 1 – “Centesimus Annus – Pro Pontifice is a Foundation of Religion and Cult, established with a Chirograph of His Holiness John Paul II dated June 5<sup>th</sup>, 1993 and governed by the By-Laws set forth hereunder.

Art. 2 – The Foundation has its seat in the State of Vatican City. It may operate also in other countries, if necessary through local institutions, set up in accordance with local laws and regulations, which the Foundation recognizes as suitable to the pursuance of its purposes by means of a Resolution passed by the Board, the Secretariat of State’s placet having previously been secured.

Art. 3 – The Foundation is a non profit corporation with purposes of religion, cult and charity. Its specific goal is to help promote the study and diffusion of the social doctrine of the Catholic Church, as set out in particular in Pope John Paul II’s Encyclical “Centesimus Annus”.

In pursuance of the above purposes the Foundation:

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

Art. 4 – The Foundation’s endowment on January 1<sup>st</sup>, 2004 amounts to €4,581,903.92 (wholly paid). 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 destined 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.

## SECTION II

### CORPORATE STRUCTURE

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

- a) the Chairman
- b) the Board of Directors
- c) the Comptrollers
- d) the Secretary General

#### THE CHAIRMAN

Art. 6 – The Chairman shall be appointed by the Board of Directors upon confirmation by the President of APSA that the candidates have been okayed by the Secretariat of State.

The Chairman shall serve for a term of five years and may stand for re-election. He shall:

- a) 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 at the first opportunity;
- e) ensure compliance with the By-Laws and promote amendments of the same By-Laws if deemed necessary.

If necessary the Chairman may delegate specific responsibilities to the Directors.

The Chairman 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 Chairman is absent or incapacitated his/her powers shall be exercised by the Vice Chairman.

#### THE BOARD OF DIRECTORS

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

One of the Directors shall be designated by the President of APSA (Administration of the Patrimony of the Apostolic See). One of the Directors shall be elected by the Adherents as per Art. 16. The remaining Directors shall be coopted 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 and shall be chosen preferably among the Founder Members and Adherents.

The Directors shall carry out their duties without remuneration. They shall serve for a term of five years and may be reappointed only once, except for the Chairman. Mandatory termination age shall be 75.

Art. 9 – The Board of Directors shall be responsible for the conduct of ordinary and extraordinary business of the Foundations, 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 APSA;
- 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 of donations involving take over 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 when approved by the President of APSA.

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

- a) appoint the Chairman and Vice Chairman;
- b) appoint the Secretary General and determine the matters on which he 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, including the appointment of a Scientific Committee to study subjects pertaining to the social doctrine of the Catholic Church, monitor educational programs and recommend cultural initiatives;
- d) pass the Resolution required by Art. 2 and when necessary rescind it;
- e) approve membership applications (Adherents) and eventual expulsions, the latter on serious grounds and having first consulted the President of APSA;
- f) conduct any extraordinary business as per art. 9;
- g) move on proposed By-Laws amendments

Within May 31<sup>st</sup> of each year the Board of Directors shall approve the previous year's Annual Report. Within November 30<sup>th</sup> it shall approve the budget for the following year. At the time of approval of the Annual Report the Board shall pass a resolution determining the amount of the yearly donation to the Holy Father.

Art. 11 – One half plus one 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 and by the national ecclesiastical Counsellors.

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 Report and Budget of the Foundation.

Special meetings may be held when called by the Chairman or requested by at least four Directors. The Chairman and said Directors shall specify the subjects to be discussed.

Art. 13 – Notice of Board meetings shall be given to each Director by mail, to be sent out at least fifteen 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 five day notice by cable, fax or email.

The transactions of any meeting shall be valid even if no formal notice has been sent out if all the Directors are present. On such an occurrence the minutes shall be promptly forwarded to the Comptrollers.

Art. 14 – All Board decisions shall require the vote by a majority of the quorum. In case of a tie, the vote cast by the chairperson shall prevail.

#### THE COMPTROLLERS

Art. 15 – The Board of Comptrollers shall be formed by three members appointed by the President of APSA serving terms of five years.

Comptrollers, as a body or individually, shall monitor the Foundation's conduct of business, audit accounts and make sure that accounting procedures comply with common held accounting practice.

Comptrollers shall also be responsible for ensuring that all and any action by the Board of Directors are consistent with the By-Laws as well as with canon law and with civil, administrative and fiscal laws of the countries where the Foundation operates.

Comptrollers shall be invited to attend Board meetings.

The Board of Comptrollers shall report periodically to the President of APSA and submit to him the draft Annual Report and their own report before said reports are submitted to the Board of Directors for approval.

#### THE SECRETARY GENERAL

Art. 16 – The Secretary General shall assist the Chairman, implementing his instructions, oversee the offices ensuring they are well run and coordinate staff activity.

### SECTION III

#### ADHERENTS

Art. 17 - 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 and 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 representative at the Board of Directors by a majority of the quorum. Proxy vote is admitted, each attending Adherent being entitled to act for a maximum of three proxies;
- 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 groups under the guidance of a coordinator appointed by the Board for a given period of time.

## **SECTION IV**

### **ECCLESIASTICAL COUNSELLORS**

Art. 18 - To provide spiritual counselling to the Adherents the Foundation shall request the Episcopal 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.

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 report on their activity, even at a diocesan level, to the President of APSA and the Board of Directors at least once a year.

Ecclesiastical Counsellors attend Adherents meetings.

## **SECTION V**

### **FINAL CONSIDERATIONS**

Art. 19 – The Board of Directors may draft and adopt a set of rules for the implementation of the present By-Laws.

Art. 20 – The present By-Laws may be amended upon recommendation of the Board of Directors, the approval of the President of APSA and of the Cardinal Secretary of State having previously been secured, by a ruling of the Holy Father.

Art. 21 – Upon termination of the Foundation for whatever cause, all assets resulting from the liquidation shall be used for likewise purposes specifically recommended by the Holy Father.

Art. 22 – Any matter not covered by the present By-Laws shall be governed by the norms of Canon Law and those of Civil Law when compatible.