

Today, *the twenty-first day*
of June of the year two thousand
and twelve.

Number
Deed of
Foundation

Before me Notary Joseph Abela, there personally appeared after I, the undersigned Notary have duly ascertained the identity of the appearers to this deed, according to Law:-

Alec Douglas BVUMBURAH [a citizen of Britain, holder of Maltese identity card number 46113A], a project manager, born in Harare, Zimbabwe, on the 17th May, 1964, a son of Denis BVUMBURAH and of Ethel nee Makwehe, and residing at Paola, Malta; hereinafter referred to as '**the Founder**'.

And whereas the Founder has on the seventeenth day of February of the year two thousand and twelve (17th February, 2012), appeared on a public deed published by me Notary, whereby he set up a foundation in Malta, with the purposes to enhance international understanding and friendship through education, networking, volunteering, youth exchange programs and cultural and humanitarian activities involving the exchange of ideas and experiences directly among peoples of different countries and diverse cultures.

And whereas the Founder and the Board of Administration wish to update the founding document;

Thus the parties have come forward for this deed, wherein they are drawing up once again the document of the setting up of the Foundation.

This foundation is to be dedicated to enhancing cross-cultural communication within each community, and across communities and nations. Tolerance and mutual understanding are central themes. While not a partisan or political institution, the foundation is to support the basic values and goals of the European Union that endeavour to offer equal opportunities to all people irrespective of

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colour, creed, social orientation and religious or cultural background. The foundation intends to build cultural harmony, understanding and well-being through cultural and artistic expressions as a means of promoting solidarity and social cohesion.

The Foundation shall be regulated by the Statute marked **Document 'A'** attached hereto, which statute shall be an integral part of this deed.

And whereas the Founder has the sum of two hundred and thirty-three EURO (€233) for the setting up of the said Foundation presently held in an account with the local branch of HSBC Bank Malta p.l.c.;

Thus the Founder has come forward for this public deed.

And thus in virtue of this public deed, the Founder consents and in fact is presently regrating his consent, in an irrevocable manner, in order that the mentioned sum of money (namely the sum of €233), shall be used for the setting up of the foundation bearing the name '**Cross Culture International Foundation**' [hereinafter referred to as '**the Foundation**'], and in its abridged format as 'C.C.I.F'.

Thus in virtue of this deed, the Founder is presently reconstituting the said Foundation, as a 'Social Purpose Foundation'. The Foundation shall

- a) Have its registered address at number twenty-four (24), Triq Bormla, Paola PLA 1900, Malta;
- b) Have for its purposes, the objectives listed above, or which may from time to time be amended as mentioned in this deed;
- c) Initially have the sum of €233.
- d) have a Board of Administration, and the first administrators shall be:
 - 1) Alec Douglas BVUMBURAH [a citizen of Britain, holder of Maltese identity card number 46113A], a project manager, born in Harare, Zimbabwe, on the 17th May, 1964, a son of

Denis BVUMBURAH and of Ethel nee Makwehe, and residing at Paola, Malta;

2) Moira DILLON [a citizen of Malta, holder of Maltese identity card number 375449M], a project Manager, born in Sliema, on 23rd April 1949, daughter of late Edward Dillon and of Maryanne Dillon nee Busuttill Naudi, and residing at Naxxar;

3) Maria O'COCK [a citizen of Sweden holder of a Maltese identity card number 22277A, an administrator, born in Sweden, on the 24th March, 1964, a daughter of Ulf Backlund and of the late Kerstin, nee Wennersten, and residing at Mosta, Malta.

The said Alec Douglas BVUMBURAH shall be the Chairperson;

The said Moira DILLON shall be the Vice-Chairperson;

The said Maria O'COCK the Treasurer;
of such Board of Administration.

e) Have as its legal representative the said Alec Douglas BVUMBURAH;

f) Be for an unlimited period of time;

The said Foundation shall be a non-profit foundation, shall be autonomous, and shall be regulated by the rules of Constitution as detailed in Document 'A' attached, but in particular by the following:

a) The administration of the Foundation shall be regulated by a Board of Administration made up of not less than three and not more than nine persons;

b) In meetings of the Board of Administration, each board member shall be entitled to one vote. Should the need arise for a deciding vote (where the votes are equal), the Chairperson shall have the casting vote.

c) Once annually, ideally on the anniversary of the date of this deed, there shall be held at the registered office of the Foundation, a General Annual Meeting of the Foundation, chaired by the Chairperson.

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d) The Foundation shall be authorized from time to time, to carry out/organize activities for the raising of additional funds, which shall be exclusively used for the objectives of the Foundation.

e) The Cross Culture International Foundation is a non-profit making social purpose foundation and thus no payment shall be made by the Foundation in consideration of any work and/or service carried out for the said Foundation by the Founder, the members of the Board of Administrators, and any persons carrying out voluntary work for the said Foundation.

However, should the Foundation feel that any such person (even being a member of the Board of Administration) is crucial to the attainment of the objectives of the Foundation and is simultaneously devoting at least fifty-one per cent (51%) of his/her activities in attainment of the Foundation's objectives, then in such an event, the Foundation may by resolution agreed upon unanimously by the Board of Administration, give a reasonable *honorarium* to such persons from the income or capital of the Foundation, provided such *honorarium* does not materially prejudice the achievement of the purposes of the foundation. Such *honorarium* shall be in such amounts and in such manner as may be agreed to between the Founder and the Board of Administration or in accordance with applicable law.

It shall also be permissible that third parties who provide a professional service and/or are employed by the Foundation, to be paid for such service/work, provided such payment is authorized in writing beforehand by the Foundation.

f) On an annual basis, a statement of account is to be drawn-up of the accounts of the Foundation, which is to be presented to the Board of Administration of the said Foundation. This statement of account must be verified by a qualified auditor.

g) Any material addressed to the Foundation, has to be addressed in the following manner:

The Chairman,
Cross Culture International Foundation,

24, Triq Bormla,
Paola PLA 1900, Malta.

Notwithstanding that the Foundation as such is irrevocable, this deed may be varied and/or changed by means of another Notarial public deed, by the Founder himself (during his life-time and whilst possessing his full mental faculties), or by means of a majority vote of the Board of Administrators, and/or by a Court decision on an application file by the Board of Administrators.

This Foundation shall be perpetual. Notwithstanding this, should the Foundation cease to be operational at any time, and/or it would no longer be viable for it to continue functioning, then in such an event, the assets of the said Foundation shall be donated to the benefit of another non-profit making social purpose foundation/organization with similar purposes.

There also appears on this deed, the above mentioned **Maria O'COCK**, who is appearing hereon in her own personal name and as verbally authorized, for and on behalf of **Moira DILLON** who as the members of the initial Board of Administration of the Foundation, in virtue of this deed, are accepting their appointment as the founding members of the Board of Administration of the Foundation.

The said Alec Douglas BVUMBURAH in virtue of this deed, accepts the appointment of Chairperson of the Board of Administration and legal representative of the Foundation.

The said Moira DILLON in virtue of this deed, accepts the appointment of vice-Chairperson of the Board of Administration and in the event of the absence from Malta of the said Alec Douglas BVUMBURAH to act as the legal representative of the Foundation.

The said Maria O'COCK in virtue of this deed, accepts the appointment of Treasurer of the Board of Administration.

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Should any one of the appointed functionaries no longer wish to continue in the post appointed and/or is no longer capable of doing so, then the Board of Administration shall from time to time, appoint such person in replacement as it deems fit from time to time.

The Board of Administration also reserves the right in its sole discretion, to remove any person occupying a post on behalf of the Foundation, should it deem it fit to do so.


The parties to this deed, other than the Founder, whilst thanking the Founder for the setting up of the Foundation, accept to do their utmost to achieve the objectives of the said Foundation, and this with the acknowledgement and approval of the Founder.

This deed has been by me notary, done read and published after I, the undersigned Notary have duly explained its import to the appearers, here in Malta, Saint Julians, Birkirkara Road, in the unnumbered complex named 'Dallis', at level one STJ 1300.

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Notary Joseph Abela
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(Joseph Abela, Notary Public, Malta)



A

CONSTITUTION

Article 1.

Name and Seat of the Foundation

Section 1. The Foundation shall be called: **Cross Culture International Foundation (C.C.I.F)**

Section 2. It shall be registered in Malta as a voluntary Foundation

Section 3. Address of the Foundation: 24, Triq Bormla, Paola PLA 1900, Malta

Article 2.

Main Purpose

Section 1.

The purpose of Cross Culture International Foundation (C.C.I.F) is to enhance international understanding and friendship through education, networking, volunteering, youth exchange programs and cultural and humanitarian activities involving the exchange of ideas and experiences directly among peoples of different countries and diverse cultures.

Cross Culture International is dedicated to enhancing cross-cultural communication within each community, and across communities and nations. Tolerance and mutual understanding are central themes. While not a partisan or political institution, Cross Culture International Foundation (C.C.I.F) supports the basic values and goals of the European Union that endeavors to offer equal opportunities to all people irrespective of colour, creed, social orientation and religious or cultural background.

Cross Culture International Foundation (C.C.I.F) intends to build cultural harmony, understanding and well-being through cultural and artistic expressions as a means of promoting solidarity and social cohesion

Section 2.

Main Objectives:

- Humanitarian aid
- Spearheading interventions tailored to enhance cross cultural communication and exchange programs in all sectors of the communities we live in
- Providing training on cultural issues i.e. developing intercultural awareness, improving intercultural interactions and fostering cultural partnerships with other NGOs in the same field
- Encouraging self-sustainability and self-reliability amongst people of diverse cultures living in Malta and other selected countries through empowerment programs and utilizing the services and expertise of third country nationals who are resident in Malta and blending them with Maltese nationals for the purpose of integration and information and knowledge interchange

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- Encouraging cross cultural exchange programs by means of voluntary input, but also addressing professional and business requirements.

To achieve our objectives we will use a range of tools to engage, educate and entertain including:

- Community – projects, events and programs that empower communities to work together.
- Arts – projects, productions, events, concerts and exhibitions that promote intercultural interaction and understanding.
- Education – workshops and exchange programs that will provide students with experiences of culture and creativity that are designed to increase intercultural awareness.
- Youth – programs, projects and events that encourage young people (especially those that are disengaged) to be healthy, active and culturally aware community members. (To benefit from short courses locally).
- Facilitating intercultural and multidisciplinary events, concerts, shows, tours and exhibits.
- Promoting understanding of traditional and contemporary arts and cultures; exchange of ideas.
- Presenting artists from a wide range of language groups and cultural traditions through cross-cultural school, touring, workshop, youth and concert programs.
- Enhancing intercultural awareness and harmony by stimulating dialogue and supporting diversity, inclusiveness and well being in schools and local communities.
- Holding camps for youths in Malta including other youths from different countries.
- Offering translation services, settlement counselling, resettlement assistance programmes, job searches, library services, photocopying and internet services all on a voluntary basis.

a. Main aims are to:

- Establish a community-based Cultural Center (a pilot project) in Malta.
- Provide cultural education, food from the African continent and other selected countries represented in Malta, a meeting place for third country nationals, Maltese citizens and tourists, especially, those who will be looking for a cross cultural experience in food, cultural activities, events and music.
- Create awareness in Malta about the strategic importance of the cross cultural issues and opportunities.
- Educate and support members, broaden their knowledge of other Countries with nationals living in Malta.

- Hold the Malta International Festival of Art, MIFA, which will be a six day annual festival and workshop program that showcases the very best of local, regional and international arts and culture in a comprehensive festival program of theatre, dance, music, circus, street performance, spoken word and visual arts.
- b. Means of achieving the Foundation's aims and objectives:
- Recruiting new members from private and business sectors.
 - Holding public campaigns and seminars.
 - Asking for donations from firms, institutes and private individuals.
 - Organising bazaars in schools, churches, parks etc.
 - Setting up a cultural centre to spearhead cultural awareness programs.
 - Establishing a cultural centre that serves food from different cultures and promoting cultural activities like dance, drama, exchanges and festivals.
 - Offering lessons in schools, colleges and institutions of higher learning on culture.
 - Arranging cultural tours, trips, visits, exchange programs etc.

Section 3.

This Foundation is non-partisan and guided by humanitarian Christian principles of equality and respect for every human race. It is our endeavour to play an active role in restoring human dignity through practical help.

Section 4.

The Foundation is non-profit making; it does not pursue primarily self-economical purposes.

Section 5.

Means of the Foundation

- a. Means of the Foundation may be used only for the statutory purposes. The members do not receive allowances from the means of the Foundation in their role as a member. They do not have any claims whatsoever to the property of the Foundation. No person shall be favoured either through expenditures, which is strange to the Foundation, or by disproportionately high honorarium.
- b. Executives may receive a reasonable honorarium for services rendered as long as the honorarium does not materially prejudice the achievement of the purpose of this Foundation.
- c. This Foundation may refund reasonable expenses to administrators, managers, executives, volunteers and other people supporting the purposes of the organization.

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d. Any person employed to carry out management, executive duties or fundraising in this Foundation shall be compensated accordingly, as long as such remuneration shall not be such as to materially prejudice the achievement of the purposes of this Foundation.

e. Surplus declared from the statements of accounts for one financial year is transferred to the following year.

Article 3.

Financial year

The financial year of the Foundation is the calendar year.

Article 4.

Membership

Section 1.

Any adult can be a member of this Foundation.

Section 2.

A member must register. Registration of membership shall be done in writing

Section 3.

The Executive board decides on membership. Membership must be confirmed in writing.

Section 4.

Rejection of application for membership is unquestionable. There shall be no right of membership.

Article 5.

Withdrawal of membership

Section 1.

Membership shall be terminated by voluntary withdrawal, death or expulsion.

Section 2.

Voluntary withdrawal is only permissible under adherence to a term of notice from a quarter to a half of one calendar year.

Article 6.

Expulsion of members

Section 1.

Termination of membership by expulsion. Members can only be expelled from the Foundation on very serious grounds. The decision to expel a member shall be made by the board of the Executives at the general meeting.

Section 2.

The executive committee has to communicate in writing, its request to the member who is to be excluded at least 2 weeks before a general meeting. A written statement of the member is to be read out in the general meeting over his/her expulsion.

Section 3.

The expulsion of a member becomes immediately effective with the adoption of resolutions.

Should the affected member refuse to attend the general meeting, the chairman shall write and inform the member about the resolution, immediately.

Article 7.

Membership Fee

Section 1.

Each member shall pay a membership fee

Section 2.

The amount to be paid shall be decided in a general meeting.

Article 8.

Foundational Structure

- a. Executive Committee
- b. General membership meeting

Article 9.

The Executive Committee

Section 1.

The executive committee consists of the chairman, the vice chairman, the treasurer, the secretary and two further assessors.

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Section 2.

The chairman is authorized to represent the Foundation.

Section 3.

The executive committee is selected based on a resolution issued in a general meeting by the members, for a duration of 2 years. It remains up to the statutory order, the next executive committee in office.

Section 4.

The office of a member of the executive committee ends with his/her departure from the Foundation.

Article 10.

Appointment of the meeting of the members

Section 1.

The meeting of the members is to be appointed:

- a. If it is for the interest of the Foundation.
- b. At least once a year, in the first three months of each calendar year.
- c. Within the period of three months after the departure of a committee member.

Section 2.

The executive committee has to submit an annual report and written yearly accounts in a meeting, which can be appointed in accordance with section 1 b.

The meeting has to reach a resolution over the discharge of the executive committee.

Article 11.

Appointment of meetings

Section 1.

The executive committee shall appoint meetings, with a written notice of one month.

Section 2.

Appointment of meetings must include the subject needed for adoption of resolutions (the agenda).

Section 3.

The period begins with the day, the letter of invitation is sent to each registered member of this Foundation

Section 4.

Requests for meeting of the members are to be submitted to the executive committee in writing, at the latest eight days before the meeting takes place. Requests, which are made during the meeting, require the support of a third of the registered members present.

Article 12.

Quorum

Section 1.

Each duly appointed meeting of the members is able to pass resolution(s).

Section 2.

A two-third majority present in a meeting is necessary, in order to adopt a resolution, and for dissolving the Foundation.

Section 3.

If a meeting of the members called to the adoption of resolutions over the dissolution of the Foundation does not satisfied stipulations, as stated in section 2, then a further meeting of the members with the same agenda is to be called within four weeks. Resolution to dissolve this Foundation has to be reached within two to four months, after the first meeting.

Section 4.

The invitation to the next meeting has a reference on the relieved quorum (see section 5).

Section 5.

The new meeting is able to make a resolution without consideration on the number of the foundation members.

Article 13.

Adoption of resolutions

Resolutions shall be adopted by:

Section 1.

Show of hands. Upon request by registered members present in a general meeting resolutions can be made in writing and secretly.

Section 2.

During the adoption of resolutions, the majority of registered members present decide.

Section 3.

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For a resolution containing a change to the constitution a majority of 3/4 of registered members' vote is necessary.

Section 4.

For changes to the purpose of the Foundation, (Article 2 of the constitution) the agreement of all members is necessary; the agreement of registered members who are absent must be done in writing.

Section 5.

To adopt a resolution dissolving the foundation a majority of 4/5 registered members present in a meeting is necessary, provided that all the other requirements have been met.

Section 6.

Abstentions and invalid written votes count for the majorities of registered members (Section 2, 3 and 5) as no voices.

Article 14.

Recording the meeting resolutions

Section 1.

Minutes containing the resolution of a meeting must be done in writing

Section 2.

The minutes are to be signed by the chairman.

Section 3.

Each member of this Foundation is entitled to read the minutes.

Article 15.

Dissolution of the Foundation

Section 1.

The Foundation can be dissolved by resolution as stated in Article 13, Section 5.

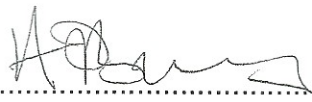
Section 2.

The executive committee shall administer the liquidation of this Foundation.

Section 3.

Should the Foundation cease to be operational at any time, and/or it would no longer be viable for it to continue functioning, then in such an event, the assets of the said Foundation shall be donated to the benefit of another non-profit making social purpose foundation/organization with similar purposes.

Malta 21st June, 2012

Signatures: 

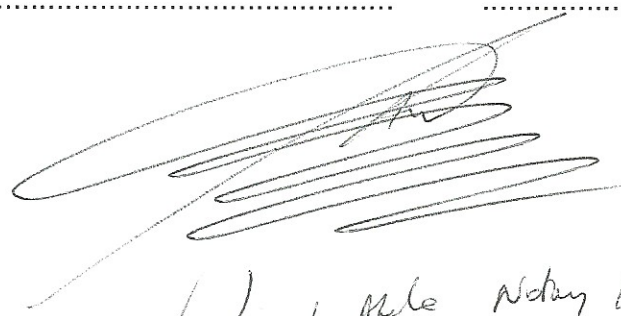
ALEC DOUGLAS BUMBURATH



MARIA O'COCK

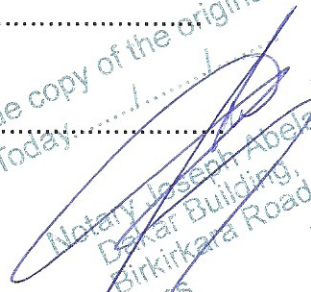
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Joseph Miele Notary Public, Malta



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