

ASSOCIATION NAME - REGISTERED OFFICE – PURPOSE & OBJECTIVES

Article 1

A not-for-profit Association is hereby incorporated under the name:

"EMERGENCY - Life Support for Civilian War Victims" ONG ONLUS (Non Governmental Organization, Non-Profit Organization for Public Benefit)

The Association can also be more conveniently indicated, to all effects, under the name **"EMERGENCY ONG ONLUS"**.

Article 2

The Association has its registered office in Milan, Italy, and it operates in both national and international fields.

Article 3

Upon resolution of the Board of Directors, the Association may set up branch offices or local headquarters in other locations, both in Italy and abroad, which may or may not be financially and legally independent. These branches or local headquarters shall use the same name: **"EMERGENCY - Life Support for Civilian War Victims" ONG ONLUS**, followed by the branch location.

Article 4

Duration of the Association is set until **December 31, 2100 (twenty-one hundred)**. This can be extended by resolution of the Members' General Meeting.

Article 5

The purpose and objectives of the Association are as follows:

- 5.1.** to promote a culture of peace and solidarity, also through the coordination and activities of volunteers on the field;
- 5.2.** to promote the assertion of human rights, also through initiatives aiming to effectively enforce these rights;
- 5.3.** humanitarian initiatives in war zones to the victims - especially civilians - of armed conflict, and to the wounded and all those who suffer other social consequences caused by conflict or poverty, such as hunger, malnutrition, disease, and lack of healthcare and of education;
- 5.4.** to provide relief and aid to victims of natural disasters.

Article 6

The specific objectives of the Association are, without limitations, the following:

- 6.1.** to provide emergency treatment to the wounded by setting up hospitals and rehabilitation centres;
- 6.2.** to guarantee primary health care in war zones, with particular emphasis on mother/infant linked problems;
- 6.3.** to train local staff to be able to deal with the most urgent medical and surgical emergencies;
- 6.4.** to create humanitarian health care and aid projects for prisoners and other detainees, especially in war zones;
- 6.5.** to set up and accomplish short and medium term projects in developing countries;
- 6.6.** to set up and accomplish, in Italy or in other industrialized countries, humanitarian projects whether or not in response to particular situations of emergency or natural disasters;
- 6.7.** to select, train and employ civil service volunteers;
- 6.8.** to train citizens of developing countries within their country of origin;
- 6.9.** to provide the international staff on field missions abroad with the opportunity for professional development, encouraging them to acquire and to transmit specific skills and knowledge, through direct on-the-job experience, through coordination of the healthcare activities and through the training of local staff;

- 6.10.** to provide information about what the Association does and its motivations, especially to its supporters, also in its capacity as publisher of periodical publications;
- 6.11.** to promote and organize conferences, meetings, debates and events in general to raise awareness and sensitivity on the issues of peace, solidarity and human rights.

ASSETS

Article 7

The assets of the Association include:

- 7.1.** Movables and immovables, which shall become the property of the Association;
- 7.2.** Any reserve fund constituted using surplus operating funds;
- 7.3.** Any donation, legacy and gift destined to be permanently used for the benefit of the Association.

Article 8

The economic resources required to run the Association and to carry out humanitarian activities come from subscriptions, contributions, legacies and donations from private supporters, domestic and international agencies, institutions and bodies, and from sponsors, as well as small-scale commercial activities.

Article 9

The financial year ends on December 31 of each year. By the following month of May at the latest, the Board of Directors shall draw up the annual financial statement (Balance Sheet and Profit & Loss Account), the management report and the provisional financial statement, all of which must be presented for approval at the Members' General Meeting by the following June 30. Any surplus operating funds may be used only for the purposes of the Association and to carry out institutional activities and other activities directly related to them; the surplus may not be distributed in any way, unless such distribution is done for the benefit of other Non Profit Organisations which, according to the law, the Bylaws or the Rules and Regulations, are a part of the same organic structure.

MEMBERS

Article 10

Any physical person, association or corporate body who shares the purpose and objectives, and supports the humanitarian activities of the Association, may become a Member of the Association. The Association is open to all, regardless of their political, ideological or religious ideas.

Article 11

The members of the Association are divided into:

- 11.1.** Founding Members, who signed the Deed of Incorporation.
- 11.2.** Ordinary Members, who actively participate in running the Association and promote its humanitarian activities.
- 11.3** Honorary Members, who have provided distinguished service while promoting and putting into practice the principles, the purpose and the objectives of the Association.

Article 12

The quality of Ordinary Member is obtained upon presentation of a written request to the Board of Directors, who decide on the admission of the candidate, providing the motive for their decision, which may be appealed only before the Board of Arbitrators. Appointment of Honorary Members is decided on by the Members' General Meeting, subject to nomination by the Board of Directors.

Article 13

Members must pay the annual subscription fees, which are decided upon by the Board of Directors, and must contribute to the activities of the Association. Subscription fees are non refundable.

The quality of Member can be lost due to:

13.1. Resignation, to be tended in writing to the Board of Directors;

13.2. Forfeiture due to loss of the requirements on which admission was based;

13.3. Expulsion decided upon by the Board of Directors, due to failure to act in accordance with the bylaws, the purpose and the objectives of the Association;

13.4. Failure to pay the annual subscription fees.

It is possible to appeal against expulsion only before the Board of Arbitrators.

MEETINGS

Article 14

The Members' General Meeting is composed of all Founding Members, Ordinary Members and Honorary Members. Meetings can be ordinary or extraordinary. The Board of Directors may convene a meeting whenever they consider it necessary, and in any case at least once a year within six months from the closing date of the financial year, for the approval of the annual and provisional financial statements.

A Meeting may also be convened by written request of at least one tenth of the Members.

Article 15

Meetings are convened, at the registered office or elsewhere, by written notice sent by registered letter, return receipt requested, or by electronic means to every voting Member, at least 15 days in advance.

In case of urgency, the convocation may be sent by fax, telegram or through electronic means (with proof of delivery) at least 5 days in advance.

A Meeting where all the voting Members, the Board of Directors and the Audit Committee are present shall in any case be valid.

Meetings may also be held in different locations connected by teleconference or video-conference, and participants may decide which location to go to, under the following conditions:

- the President and the Secretary must be physically in the same location, where the minutes shall be taken and where the Meeting shall be said to have been held;
- the communications network used must be such that the identity of the participants can be established, it must permit real-time participation in any debate or discussion and also allow any documents to be transmitted and read by all;
- in every location a list of participants must be written.

Article 16

Every Ordinary, Founding or Honorary Member, provided that he/she has paid the subscription fees, is entitled to one vote and may be represented by proxy by another Member. Each Member may represent by proxy no more than 4 other Members. Members may be represented by a Member of the Board of Directors, except for the approval of the annual or the provisional financial statements and for motions regarding the responsibilities of Members of the Board of Directors.

Article 17

In ordinary session, the Members' General Meeting appoints the Board of Directors, the Audit Committee and the Board of Arbitrators, approves the annual financial statement and provisional balance sheet, as well as the strategic directives and goals of the Association. The Members' General Meeting may appoint one or more Honorary Presidents for distinguished service to the Association.

Honorary Presidents may attend meetings of the Board of Directors and of the Executive Committee, though without the right to vote, and may be assigned duties by Members of the Board.

Honorary Presidents may publicly represent the Association, subject to prior agreement with the President, the Vice-President, the Board of Directors or the Executive Committee.

Honorary Presidents may choose to resign or may be removed by the Board of Directors. In their actions and behaviour Honorary Presidents must always bear in mind the purpose and objectives of the Association as described in the Bylaws.

Article 18

Resolutions must be recorded in the minutes of the Meeting, which must be signed by the President and by the Secretary. In order to constitute a valid Meeting and for any resolution to be passed, both in ordinary and in extraordinary session, a quorum of at least fifty per cent of the Members is required on first call. On second call, no quorum is required in order to constitute a valid ordinary or extraordinary Meeting. Resolutions shall be valid when passed by majority vote of the Members present. Resolutions may be passed by means of a written consultation, except in the case of motions regarding the following, in which case a Members' General Meeting is required: amendments to the Certificate of Incorporation, the voluntary dissolution of the Association before term, the appointment or removal of Board Members, the appointment of the Audit Committee, the appointment or removal of liquidators, their remuneration, and the criteria for winding up the Association; any motion put forward by one or more members of the Board or Directors or by over 50% of Members, or when so required by law in order to be valid.

The procedure for passing a motion by means of a written consultation is as follows.

A Member, or a Board Member, shall circulate the motion to all Members, to the Board of Directors and to the Audit Committee, specifying a deadline of not less than 8 days for each Member to submit their vote on the motion to the Secretary.

Votes may be submitted by any means as long as origin can be verified, as well as proof of receipt (also via a declaration sent back by the same means), including fax and email, and they must then be written down by the managing body and promptly incorporated into the Members' Meeting minute book.

A proposed action shall be accepted and approved through the written consent of over 50% of Members. The date of this resolution shall be the deadline set out in the circular. Any vote submitted after the deadline shall not be counted, even if expressing consent.

BOARD OF DIRECTORS - ADMINISTRATION

Article 19

The Association is run by the Board of Directors, composed of a minimum of six and a maximum of thirty Members. These shall be elected by the Members' General Meeting, except the Founding Members, who are Members of the Board by right. To be eligible for the Board of Directors, candidates must be a Member of the Association. The Board shall serve a term of three years.

Article 20

The Board of Directors elects a President, a Vice-President, a Treasurer and a Secretary from among its components. The Board of Directors may also appoint an Executive Committee, an Executive Director and one or more Managing Directors, devolving power to each, without prejudice to legal limitations.

Article 21

The Board of Directors is convened by written communication sent at least seven days in advance by the President or the person acting in his/her place, and shall meet any time the interest of the Association so requires. In case of urgency, the Board may be convened with

two days notice by telegram or by other electronic means. In any case, all resolutions passed by the Board of Directors shall be valid when every member is present, in person or by proxy. The Board shall meet at least once a year, within 5 months from the closing date of the financial year, in order to approve the drafts of the annual financial statement and the provisional balance sheet, as well as to determine the amount to be paid as annual subscription fees.

Failure to attend three consecutive Board Meetings without a valid excuse shall automatically constitute cause for removal from the Board. The Board of Directors shall give notice of removal in the minutes of the following meeting.

Article 22

The Board of Directors is vested with the broadest powers of decision for the ordinary and extraordinary management of the Association. The Board shall ensure that the strategic directives and goals of the Association are respected, in compliance with the resolutions passed by the Members' General meeting. A quorum of 50% plus one of the Board of Directors is required in order to constitute a valid meeting and resolutions shall be valid when passed by majority vote of those present. In the event of an equality of votes, the President or the President pro tem shall have the casting vote.

The Executive Committee, appointed from among the members of the Board of Directors, is composed of the President, the vice-President and no less than 4 but no more than 7 members of the Board. This Committee is empowered – without prejudice to the competence of the Board of Directors, as provided for in the bylaws and by law – to implement all resolutions passed by the Board of Directors, to deal with the day-to-day management of the Association, as well as to approve and to amend the internal rules and regulations which govern how the Association operates. The Executive Committee shall cease to serve if revoked by the Board of Directors or when the Members of the Committee complete their term of appointment/when their term of office expires.

The activities of the Executive Committee shall be constantly monitored by the Board of Directors, to whom the Committee shall report regularly. In any case, at every meeting, the Executive Committee shall inform the Board of Directors of all pertinent activities that have come into being since the previous meeting, without prejudice to the validity of the action taken. An annual report of all the aforesaid activities must be drawn up and attached to the financial statement.

The Executive Committee is convened by the President or, in case of absence or impediment, by the Vice-President every time they deem it necessary; the Committee may also be convened in extraordinary session at the request of at least half its members.

In order to constitute a valid meeting of the Executive Committee, these must be convened by the President and/or the Vice-President with notice given by fax or email at least 4 hours in advance and a quorum of over 50% of members must be present. Meetings where said notice has not been given shall in any case be valid if every member of the Committee and all Auditors are present. Resolutions of the Executive Committee shall be valid when passed by majority vote; in the event of an equality of votes, the President or the President pro tem shall have the casting vote. Non-members of the Committee may attend the meeting upon invitation of the President or Vice-President.

Meetings of the Board of Directors and of the Executive Committee may be held in different locations connected by teleconference and/or video-conference, in the same way and under the same conditions as those specified for the Members' General Meetings. Similarly, all motions put forward by the Board of Directors or by the Executive Committee may be passed via written consultation, in the same way and under the same conditions as those already specified for the Members' General Meeting.

Article 23

The President or, in his/her absence, the Vice-President, has signing authority and shall legally represent the Association in all administrative and legal proceedings. The President

shall ensure execution of all valid resolutions passed by the Members' General Meeting or by the Board, and, in case of urgent necessity, is empowered to perform the functions of the Board, if then ratified by the Board at the first subsequent meeting.

**AUDITORS
BALANCE SHEET/FINANCIAL STATEMENT
BOARD OF ARBITRATORS
DISSOLUTION**

Article 24

The management of the Association is monitored by an Audit Committee consisting of three Auditors registered with the Registry of Certificated Auditors. These three Auditors shall be appointed every 3 years by the Members' General meeting, which also appoints/designates one of them to be Chair of the Audit Committee.

Article 25

The Auditors must ensure that the accounting of the Association is correctly performed and shall provide an auditor's report on the annual financial statement. The Auditors may also ascertain cash assets and the existence of valuables and of securities belonging to the Association, and may carry out an inspection or investigation at any time.

Article 26

The Board of Arbitrators consists of three members elected by the Members' General meeting and shall serve a term of three years. The Board of Arbitrators is empowered to hear and adjudicate on appeals against the expulsion of Members decided by the Board of Directors in accordance with Article 13 of these Bylaws. Members of this Board may be re-elected.

Article 27

Dissolution of the Association may be decided by the Members' General Meeting in extraordinary session with a three-quarter majority vote of those present. The Meeting shall appoint one or more liquidators. In the event of dissolution, the residual assets of the Association shall be devolved to other ONLUS (not-for-profit organizations of public benefit) or to a community improvements programme after hearing the governing body as provided for in Article 3, paragraph 190, of Law No. 662 of 23 December 1996, and as subsequently amended, unless otherwise assigned by law.

Article 28

For all matters not provided for in these Bylaws, the Italian Civil Code and the internal Rules and Regulations of the Association, which may be drawn up by the Board of Directors, shall apply.