

Translation of the Enclosure A - Notarial Collection No. 519 – of the Minutes of the National Meeting of the Association "Associazione Italiana Amici di Raul Follereau - A.I.FO." of February 18, 2017, which were notarized by Alberto Chiosi, Public Notary in Tivoli, enrolled with the Board of Notaries for the combined districts of Rome, Velletri and Civitavecchia

## ARTICLES OF ASSOCIATION OF THE

### ASSOCIAZIONE ITALIANA AMICI DI RAUL FOLLEREAU

#### Section 1 - NAME, NATURE, HEAD-OFFICE.

1. The Association called "Associazione Italiana Amici di Raul Follereau - A.I.FO. - Organizzazione per la Cooperazione Sanitaria Internazionale" was established pursuant to art. 13 and following sections of the Italian Civil Code and is a body duly recognized by the Presidential Decree No. 561/3.07.1979; it is a Non-governmental Body which has been recognized as suitable to manage cooperation programs in developing countries by the Decrees No. 196/0039 dated 2.02.1978 and No. 1988/128/4178/OD dated 14.09.1988; it is a non-profit organization devoted to social progress, pursuant to item 8 of art. 10 of the Decree No. 460/97.

2. Human and Christian values, as well as Raul Follereau's life and love message, are the background for the services that the Association provides to people and society; it is active in the field of human and social promotion, by providing: (i) material and moral support to people affected by Hansen's disease, and (ii) social and health aids aiming at contributing to the overcoming of the various causes of marginalization and underdevelopment.

3. The Head-office of the Association is in Bologna, Italy, Via Borselli

n. 4-6; the Association, however, is active in Italy and in other countries, especially in developing countries.

## Section 2 - OBJECTIVES AND ACTIVITY

1. This is a non-profit Association. Its objective is the promotion of cooperation policies which are aimed at peoples' self-development as well as at the realization of specific social and health programs to counter-act underdevelopment, poverty, malnutrition, and marginalization: phenomena which cause the persistence and diffusion of severe diseases, first of all Hansen's disease.

2. In order to pursue this objective, the Association:

- promotes, supports and coordinates activities aimed at fighting Hansen's disease through prevention, care and rehabilitation;
- promotes, supports and coordinates social and health programs focused on disabled people and children, especially through basic health interventions, rehabilitation programs for the disabled, and financial support to communities of children which are forced to live in extreme hardship and underdevelopment;
- contributes to the establishment of a culture of peace, justice, solidarity, and environmental respect; a culture which is aimed at overcoming the structural causes of misery, oppression, and every type of marginalization;
- organizes educational events on development and interculture and, in this framework, professional training and up-dating programs, which are mainly aimed at students, teachers and school managers in Italy, while also providing the relevant educational material;
- pursues the most effective relationship with Italian, foreign, and

international public agencies which are in charge of promoting the policies of solidarity, cooperation and development, especially in the health sector; it also cooperates with other bodies and associations which are active in the same field and whose objectives match its owns.

3. In order to pursue its statutory aims, the Association acts by paying special attention to the following guidelines: educational activity aimed at supporters, members, and executives; activity aimed at the promotion of membership and representation in both the social and church environment; event planning, performance, and control; development of financial resources and administrative management for the performance of its statutory aims.

4. The Association is entitled to carry out every deed, business, and contract which is necessary or useful to pursue its statutory objectives, either directly or instrumentally.

### Section 3 - ASSETS AND REVENUES

In order to pursue the objectives hereinbefore, the Association can have assets made up of movable properties, incorporated assets, and real estates which are legally obtained through sales deed, donation or inheritance.

2. Membership fees, grants, and revenues originating from or connected to its statutory activities are the main financial means to pursue the association objectives.

3. The Association shall carry out its own activity in coordination with that of "FONDAIFO ONLUS" Foundation, with which it constitutes a same unitary structure for the purpose and under Article 10, paragraph 1,

letter d) Legislative Decree No 460 of 4 December 1997.

In the light of the above, without restrictions other than those provided by the Law, the Association may assign to "FONDAIFO ONLUS" Foundation fixed and current assets by justified resolution adopted by the Board of Directors who, if necessary, shall delegate to the Chairman the signing and implementation of the acts aimed at the purpose.

The Association is required to transfer to "FONDAIFO ONLUS" Foundation any registered movable property or real estate acquired by inheritance and which, by its very nature or in accordance with its terms, is intended for direct carrying out, financing or promotion of activities.

In the cases provided for in the preceding paragraph, the acts leading to the transfer of assets in favor of "FONDAIFO ONLUS" Foundation shall be made by the Chairman without the need for any special resolution by the Board of Directors.

In the light of the above, the Association may receive fixed and current assets by "FONDAIFO ONLUS" Foundation for the pursuit of its statutory purposes.

#### Section 4 - MEMBERS

1. People who share the principles and objectives of the Association, who undertake to comply with its Articles of Association, by-laws, and the decisions taken by the management bodies as well as to take active part in the association's activities, can become members.
2. Members are admitted through the decision of the Board of Directors, upon submission of a written application form already approved by a local group of the Association.

3. Organizations and associations which are active in the field of human promotion and international cooperation - which share the Association's objectives, and plan to act by carrying out coordinated programs, supporting the Association's initiatives, and cooperating for their implementation, in full respect of these Articles of Associations - can also become members.

4. Members' application forms, as stated hereinbefore, when duly filled in shall be examined at the care of the Board of Directors which assesses their background and prescribed conditions, and decides accordingly.

5. Membership is lost in the case of death, voluntary resignation and withdrawal. Resignations shall be submitted in writing to the Board of Directors which acknowledges them with effect from the date of their receipt. Withdrawal is decided by the Board of Directors on the ground of: non compliance with statutory regulations and legal prescriptions; behaviour in contrast with the ethical values and principles on which the Association's activity rests; or constant absence from the Association's activities. The decision concerning withdrawal can be appealed by the interested party to the Board of Arbitrators not later than 30 days from the receipt of the relevant notification.

6. Members are entitled to receive the Association's membership Card, to be duly informed on and involved in the association's activities, to take active part in the Association's life and in the preparation of its guidelines, to vote in the Association's election, and to be elected.

7. Members have the duty: to meet the Association's statutory and legal regulations, as well as the decisions of the management bodies; to take

part in general meetings; to take active part in the Association's life, by supporting various events also providing their personal activity; and to pay the membership fee which may be decided upon by the National Meeting.

#### Section 5 - ASSOCIATION STRUCTURE

1. The Association structure includes central and local bodies.
2. The central organization is made up of: (i) the Association's bodies as set out in section 6 and following sections herein; and (ii) the relevant operational support structures. The local organization is made of Groups of members which are active in the territory as well as of regional Coordination committee.
3. Local Groups are made of members from the same territory, either a single town, some near-by towns or a Province. These Groups have the purpose of: carrying out educational initiatives and activities aiming at membership promotion; supporting active participation in the Association's life; planning and performing social initiatives in the territory, in the framework of national programs. The establishment of local Groups is promoted either by Central bodies as per items b) and c) of section 6 herein or by local initiatives, and it is decided by the Board of Directors; each local Group elects its own Representative and a Board, in agreement with the procedures set out by the Board of Directors.
4. The regional Coordination committee is established by a decision of the Board of Directors in those Regions where the Association's presence and local activities require it for its development and

consolidation; the regional Coordination committee has functions of representation, promotion and development of the Association as well as of both coordination of the local activities and connection among different levels of the association's structures; the Board of Directors sets out the regulations for the regional Coordination Committees which shall have an Administration Committee and a Coordination officer elected by the local Groups and members.

#### Section 6 - BODIES OF THE ASSOCIATION

1. Bodies of the Association are:

- a) National Meeting;
- b) Board of Directors;
- c) Chairman;
- d) Board of Auditors;
- e) Board of Arbitrators.

#### Section 7 - NATIONAL MEETING

The National Meeting is the expression of the entire association and is the most authoritative decision-making body in the Association;

it has the following functions:

- \* A) to decide on the objectives and program guidelines - also multi-annual ones -, general directives, and targets of the Association;
- \* B) to approve the financial statement;
- \* C) to decide on the interpretation of and amendments to the Articles of Association;
- \* D) to decide on the Association's dissolution and liquidation procedures;

\* E) to elect the Board of Directors, the Board of Auditors, the Board of Arbitrators;

\* F) to take every decision prescribed by the laws, statutes or by-laws.

2 . The National Meeting of the Association shall also undertake to appoint and, if the occasion arises, two members of the Board of Directors of "FONDAIFO ONLUS" Foundation, as the third member of Board of Directors shall be appointed and, if the occasion arises, dismissed by the Board of Directors of AIFO, as provided in the Statute of the same Foundation. Candidates for the position of directors of the Foundation are recommended by the Board of Directors, in compliance with the requirements of the Statute of the Foundation. Those who are in a situation of ineligibility or incompatibility or ongoing conflict with associative interests cannot be candidates.

3. The National Meeting is convened by the Chairman through a written notice sent to the delegated members according to the procedures set out in the by-laws, at least fifteen days before the date of the meeting.

4. The ordinary National Meeting is convened at least once a year to decide on the matters listed under items A) and B) in the previous paragraph herein, and every three years for election purposes as per item E) in the previous paragraph; the National Meeting is also convened whenever the Board of Directors or at least one tenth of the Association members deems it necessary in order to take decisions on matters which pertain to the same National Meeting.

5. In addition to the members of the Board of Directors - which has



convened it - and the regional Coordination Officers, the National Meeting is made of the delegates elected for a three-year term by the regional meetings convened by the regional Coordination Officers according to a calendar fixed by the Board of Directors; the regional meeting to which all the members in the region are summoned, expresses opinions on the items in the Agenda of the National Meeting and appoints its delegates for a three-year term, according to the number fixed by the Board of Directors proportionally to the number of members and local Groups which have been active for more than one year.

6. The delegates who are unable to take part in the National Meeting can be represented by another delegate; written proxies shall be validated at the beginning of the works of the National Meeting; no delegate can receive more than two proxies.

7. The works of the National Meeting are chaired by a Moderator who is appointed by the same Meeting upon the Chairman's suggestion. This Moderator is supported by a chairing team, a secretary, a committee for powers validation and an election committee, which are made of delegates also appointed by the Meeting upon the Chairman's suggestion.

8. If the Articles of Associations do not rule otherwise, the National Meeting is valid and decides in the presence of at least half the delegates and with the favourable vote of at least half the voters.

#### Section 8 - BOARD OF DIRECTORS

1. The Board of Directors is made of seven, nine, eleven members who

are elected by the National Meeting, by simple majority, with vote restricted to five, six and seven members respectively. This Board stays in office for a three year term and carries out all the functions of ordinary and extraordinary administration which, pursuant to this Articles of Associations are not attributed to the Chairman nor the National Meeting.

2. In particular, the Board of Directors will perform the following tasks:

a- it approves the by-laws concerning the activity of the Association's bodies and local structures as well as organization, administration and accountancy regulations;

b- it submits to the National Meeting proposals concerning objectives, program guidelines and directives, and - after their approval by the same Meeting - takes care of and checks their implementation through the specific planning of projects for interventions and initiatives to be carried out in Italy and abroad;

c- each year, not later than the end of April, it submits to the National Meeting the financial statement (profit and loss account and asset and liability statement) as of December 31 of the previous year; furthermore, it submits the report on the budget for one or more years, concerning both the management of the Association and the development of the planned activities;

d- decides on all ordinary and extraordinary matters which are not specifically attributed to the Chairman and to the National Meeting by these Articles of Associations;

e- suggests to the National Meeting the introduction of possible

amendments to these Articles of Associations, the Association's winding dissolution, liquidation procedures and consequent assets allocation;

f- elects the Chairman and one or two Deputy Chairmen, among its members;

g- sets out the operational structures to provide support to the Association's activities and appoints the necessary consultants and staff; in this framework, it appoints the Association's Managers and attributes the relevant functions and powers for the development of programs and in full compliance with the directives and decisions taken by both the National Meeting and the same Board of Directors;

h- decides on the membership applications and members withdrawal, as well as on the establishment and operation of the local Groups and regional Coordination Committees, in compliance with the prescriptions herein;

i- ratifies the decisions on matters pertaining to the Board of Directors, which were taken by the Chairman due to reasons of need and urgency.

3. For single deeds or types of deeds the Board of Directors can entrust to the Chairman or another Director its own tasks as per item d) of the previous paragraph herein, with the exclusion of sales deeds or mortgage deeds concerning real estates as well as deeds granting loans and warranties.

4. Unless it is prescribed otherwise in either these Articles of Associations or the by-laws indicated in the previous paragraph 2, the Board of Directors takes valid simple majority decisions whenever at least half its members are present.

5. Decisions are taken by public vote, with the sole exception of elections and appointments or in all cases which imply a judgement on people.

6. The Board of Directors shall meet at least four times a year or whenever at least one third of its members requires it. The minutes of these meetings shall be drawn up by a Director appointed by the same Board; the minutes shall be entered in a special book and signed by the member who drew them as well as by the chairman of the meeting.

7. The Directors cease from their charge not only upon expiration of their term, but also due to resignation, death, withdrawal, revocation; withdrawal, to be ascertained and declared according to the procedures set out by the by-laws, occurs whenever one director is in a situation of either clashing interests or severe and continuous incompatibility with the Association or its statutory activities; revocation is decided - according to the procedures set out by the by-laws hereinbefore - by the National Meeting after hearing the opinion of the Board of Arbitrators.

8. If during a three-year term a Director ceases from his charge for a reason whatsoever, he will be promptly replaced for the pending three-year term by the first non-elected candidate, if available; otherwise the Board of Directors will appoint a new Director who shall be confirmed in office by the next National Meeting; if at least half the Directors resign at the same time, the Board of Directors is dissolved and, not later than thirty days afterwards, the National Meeting is convened by the Chairman in order to elect a new Board of Directors.

9. The Directors shall be members of the Association but, at the same

time, cannot keep the charge of regional Coordination Officers.

#### Section 9 - CHAIRMAN

1. The President is elected by the Board of Directors among its members with an absolute majority vote; he stays in office for a three-year term.

2. The following tasks are attributed to the Chairman:

a- he is the legal representative of the Association both in business and in courts;

b- he convenes and opens the works of the National Meeting and convenes and chairs the Board of Directors;

c- either directly or by proxy to one or more Directors, he performs all the tasks attributed to him by these Articles of Associations or by-laws, as well as all the ordinary and extraordinary deeds entrusted to him by the Board of Directors. In special cases and through appropriate power of attorney, he can delegate the Association's representation power for specific deeds to either executives as per item g) of the paragraph 2 in previous section 8 or people with the necessary skills for the deed to be performed.

d- in the case of need or special urgency, he also decides on the deeds - which cannot be deferred, for the safeguard of the interests of the Association - which pertain to the Board of Directors; not later than 30 days after these decisions are taken, however, the Board of Directors shall be summoned to ratify them;

e- supervises the activity of the Association's organizational bodies.

3. If the Chairman is absent or has a temporary hindrance, the Deputy Chairman acts in his place; if no deputy is appointed, the oldest Director

is acting as Chairman; if the Chairman is permanently unavailable the Deputy Chairman will promptly convene the Board of Directors in order to appoint a new Chairman and, in the meanwhile, to ensure that his functions concerning current affairs are performed.

#### Section 10 - BOARD OF AUDITORS

1. The Board of Auditors is made of three effective members and two substitutes; it is elected by the National Meeting and stays in office for a three-year term, until the new Board is elected.
2. The Board chooses its Chairman among its members.
3. The Auditors shall be registered auditors and are chosen in full compliance with the prescriptions of art. 2399 of the Italian Civil Code.
4. The Board of Auditors shall meet at least once every three months; it draws the report on the financial statement and annual budget which are submitted to the National Meeting together with the relevant documents drawn up by the Board of Directors.
5. The Board of Auditors and single Auditors perform all the tasks entrusted to them as per art. 2403 of the Italian Civil Code.
6. The Auditors are summoned to be present at the meetings of the Board of Directors.
7. If an effective auditor must be replaced, substitute auditors - according to age order - are called to perform his duties as set out by this same section.

#### Section 11 - ARBITRATION BOARD

1. The Arbitration Board is made of three effective members and two substitutes; it is elected by the National Meeting and stays in office for a

three-year term, until the new Board is elected; the appointment as member of the Arbitration Board is not compatible with any other association charge nor with membership.

2. The Board chooses its Chairman among its members.

3. The Board is in charge of settling any possible controversy between members and the Association concerning the interpretation and application of the Articles of Associations, by-laws, and every decision taken by the Association's bodies; in particular, it decides on appeals submitted against decisions concerning membership loss taken pursuant to section 4, paragraph 5 herein.

4. The Arbitration Board is ruled by the prescriptions of section 8, paragraph 6 herein.

#### Section 12 - ADMINISTRATIVE REGULATIONS

1. The financial year starts on Jan 1st and ends on Dec 31st of each year. The statutory terms for the presentation of both the Financial Statement and the Estimated Budget to the National Meeting can be postponed by the Board of Directors to June 30th due to well-grounded reasons.

2. The direct and indirect distribution of profits or budget surplus is forbidden, as they shall be devoted solely to the Association's statutory activities and connected operations.

3. The appointments set out in sections 7, 8, 9 and 11 herein are not remunerated and entitle to the sole refund of the recorded expenses borne in relation to the performance of the relevant charges.

4. In addition to other books prescribed by the law for private entities and for non-profit organizations in relation to the activity carried out, the

Association keeps a book for the minutes of the meetings and decisions of the National Meeting and Board of Directors, as well as a book for the minutes, and the log book of both the Board of Auditors and Board of Arbitrators.

5. The Board of Directors, the Board of Auditors and the Board of Arbitrators shall be convened through a written notice - stating the meeting venue, date, time and Items in the Agenda - to be sent at least 5 days in advance by either registered letter or e-mail and, in cases of urgency, 3 days in advance by telegram or e-mail. These Boards, however, are effectively convened when all their members are present.

6. The delegates are convened for the National Meeting through personal communication, suitable news-letter and advertising, according to the procedure and terms set out by the by-laws approved by the Board of Directors.

7. Membership is not compatible with employment in the Association, nor with continuous free-lance engagements and any remunerated cooperation with the same.

#### Section 13 - FINAL REGULATIONS

1. Amendments to these Articles of Association are decided by the National Meeting upon suggestion of the Board of Directors, with the exception of the changes in the head-office address which are approved by the Board of Directors with absolute majority vote; for all the remaining amendments in the Articles of Association the suggestion of the Board and the decision of the Meeting shall be approved with a majority of two thirds of the Board members and Meeting delegates,



respectively.

2. The same majority of two thirds is necessary to decide upon the dissolution of the Association and the appointment of a liquidator.

3. When deciding on the dissolution, the allocation of the assets registered at the closure of the liquidation procedure is also decided, in full compliance of the obligations set out by the present regulations for private non-profit entities: in any case, the Association's assets shall be attributed to another legally recognized subject which is active in the field of human promotion and international cooperation, with specific interventions in the social-health sector, and which takes inspiration from the same principles and values herein.

4. In the event of dissolution of the Association, the Assembly shall identify the entity which shall take over the functions assigned to the bodies of the Association by the Statute of "FONDAIFO ONLUS" Foundation.

5. For everything which is not expressly set out herein, reference shall be made to the prescriptions of the Italian Civil Code for registered associations as well as to other relevant legal prescriptions.

#### Section 14 - TRANSITORY REGULATIONS

1. These Articles of Association are effective starting from the date of their approval by the relevant government authority, pursuant to both art. 16 of the Italian Civil Code and Decree No. 361 of Feb. 10 2000.

2. While awaiting for these Articles of Association to become effective and in order to prepare their application:

2.1- the Board of Directors decides on the establishment of

the local Groups and regional Coordination Offices set out in previous section 5 herein, which shall be promptly and experimentally started, and organizes the Association in compliance with section 4 herein;

2.2- The National Meeting shall approve the regulations as per section 8 hereinbefore.

3. The establishment of the experimental local Groups and regional Coordination Offices, the organization of the Association, and the new by-laws approved within the terms stated in the previous section, become finally effective at the date of effectiveness of these Articles of Association.

Signature of:

Pisano Anna Maria

Colizzi Francesco

Official seal and signature of Alberto Chiosi, Public Notary in Tivoli.