TRANSLATION

BYLAWS

Article 1 – CONSTITUTION

The Association “COMITATO COLLABORAZIONE MEDICA ETS” (Third Sector Organization), abbreviated where permitted to “CCM ETS”, has been constituted. The Association’s registered office is via Ciriè 32/E, Turin. The decision to move the registered office and to set up secondary or peripheral branches is reserved to the Members Meeting. Changing the address of the registered office within the same city does not constitute a statutory change and may be decided by the Executive Board.

Established as an unofficial group in 1968 and as an unrecognised association in 1972, on 19 June 1972 it obtained the qualification of the Ministry of Foreign Affairs as an NGO under Law No 1222 of 15 December 1971, maintaining this qualification in 2014 under Law 125/2014.

On 12 May 2010 the Association obtained legal personality. It is enrolled in the “Registry of Legal Entities – Prefettura di Torino” with no. 689.

The Association may establish branches that contribute to the life of the Association with a resolution passed by the Members Meeting - on the proposal of the Executive Board determining the administrative and organizational autonomy of such branches.

The Association, once established the RUNTS (Single National Register of the Third Sector (Article 4(1) of the so-called Third Sector Code), will be enrolled in the Register as provided by Article 89(9) of Law 117/2017 and will be defined by the acronym ETS (Third Sector Entity). The ETS acronym shall be included in the company name and will be expendable in relations with third parties, in deeds, correspondence and communications with the public. Until registration the ETS acronym shall not be considered part of the name of the Association.

Article 2 – PURPOSES

The Association is a non-profit entity pursuing civil, social and solidarity purposes through the performance, exclusively or primarily, of activities of general interest.

The Association main purposes are:

1) the promotion, in accordance with the Charter of the United Nations and the Charter of Fundamental Rights of the European Union, within the life and ideal of each nation, of universal respect for fundamental rights and freedoms, without distinction of race, citizenship, religion, political opinion, social group (gender, sex orientation etc.). The Association wants to contribute to the building of a world of peace where, thanks to the collaboration of all men of good will, the Universal Declaration of the rights of man and its inclusion in the Constitution of independent countries becomes a reality.

2) as its main goal, the promotion of health, as a state of complete physical and social well-being, and not just the absence of disease or infirmity, and better living conditions for people belonging to the most vulnerable groups both in Italy and in low-income countries.

3) the Association is non-political and non-confessional.

4) according to the spirit of its bylaws, the Association intends to apply, in collaboration with the national authorities of the countries in which it operates and with the national and international organizations operating in the same territories, the principles of international cooperation defined in the Charter of the United Nations.
5) the Association undertakes to exclude from its activities any action aimed at imposing ideologies or promoting third-party interests in the countries in which it operates.

**Article 3 – ACTIVITIES**

In order to achieve the purposes set forth in Article 2 and in order to act in favour of the whole community, the Association carries out the following activities of general interest, referred to below by the corresponding letters of Article 5(1) of the Third Sector Code:

n) development cooperation, in accordance with Law no. 125 of 11 August 2014, as amended;
b) health services;
c) social and health services as per Prime Minister Decree of 14 February 2001 published in the Official Gazette No.129, of 6 June 2001 and subsequent amendments;
g) graduate and post graduate education;
h) scientific research of particular social interest;
i) organisation and management of cultural, artistic or recreational activities of social interest, including activities, also editorial, to promote and disseminate the culture and practice of voluntary work and activities of general interest;
l) extra-curricular education, aimed at the prevention of early school leaving and at school and educational success, as well as at the prevention of bullying and at the fight against educational poverty;
o) commercial, production, education and information activities, as well as promotion, representation, licensing of certification marks, carried out within or in favour of fair trade chains, to be understood as a commercial relationship with a producer operating in a disadvantaged economic area, normally located in a developing country, on the basis of a long-term agreement to promote producer access to the market, including the payment of a fair price, development measures in favour of the producer and the producer's obligation to ensure safe working conditions, in compliance with national and international law, so as to enable workers to lead a free and decent existence and to respect trade union rights, as well as to work to combat child labour;
r) humanitarian reception and social integration of migrants;
u) charity, distance support, free distribution of food or products according to Law No. 166 of 19 August 2016, and subsequent amendments, or supply of money, goods or services in support of disadvantaged persons or activities of general interest;
v) promotion of a culture of legality, peace among peoples, non-violence and non-armed defence;
w) promotion and protection of human, civil, social and political rights, as well as the rights of consumers and users of activities of general interest. Promotion of equal opportunities and mutual aid initiatives, including “time banks” referred to in article 27 of law no. 53 of 8 March 2000, and of solidarity purchasing groups referred to in article 1(266), of law no. 244 of 24 December 2007.

The Association, therefore, may, by way of example but not limited to, in the context of activities of general interest, carry out the following interventions to promote health and control of its social determinants:
- support, also with financial support and advice, development programs managed by local counterparties;
- intervene in situations of humanitarian crises;
- allocate specialized personnel, where necessary and required, in low-income countries;
- promote the professional growth of local personnel through training and
requalification activities both in Italy and in low-income countries;
- promote a culture of solidarity in Italy through educational and information activities;
- promote interventions in Italy in favor of vulnerable groups, also in collaboration with other public or private entities operating in the sector;
- promote interventions and projects to combat gender-based violence and to promote a culture of equality.

The Association may carry out different activities, identified by the Executive Board, secondary and instrumental to the activities of general interest, according to the criteria and limitations provided for by current legislation with reference to Article 6 of Legislative Decree no. 117/2017, including through the use of voluntary and free resources.

The Association may also carry out fundraising activities pursuant to Article 7 of Legislative Decree no. 117/2017 in order to finance activities of general interest, in any form permitted by law, even in an organised and continuous form and through public solicitation or through the transfer or provision of goods or services of modest value, using its own resources and those of third parties, including volunteers and employees, in compliance with law provisions.

**Article 4 – VOLUNTEERS**

The Association may also avail itself of volunteers in the performance of its activities. Volunteers who carry out voluntary activities on a non-occasional basis are registered in a specific register.

Volunteers may only be reimbursed by the Association for expenses actually incurred and documented for the activity provided, within the maximum limits and under the conditions established in advance by the Executive Board.

The volunteers must be insured against accidents and diseases connected with their voluntary activity and for civil liability towards third parties.

**Article 5 – MEMBERS**

Everyone (both natural and legal persons) who share the spirit and the aims of “CCM ETS” and are committed to act may apply for membership. The members participate in the activities of the Association and have voting rights in the Members Meeting.

The signing of the application for association implies the unconditional acceptance of the statutory and regulatory rules of the Association.

**Article 6 – ADMISSION AND EXCLUSION**

The admission of a new member is regulated on the basis of non-discriminatory criteria, consistent with the purposes and with the general activity performed. Those who intend to join the Association shall submit a written request to the Executive Board, which decides on the outcome. The resolution is communicated to the new member and noted in the members' book, after the payment of the annual fee established by the Members Meeting.

The right to vote may be exercised only after the Meeting, in the first meeting, has ratified the admission of the member pursuant to Article 9 below.

In the event of rejection of the application or exclusion of a member, which must be justified and communicated to the interested party within 30 (thirty) days, recourse may be made to the Meeting. The Meeting will deliberate on the occasion of the subsequent convocation (Article 23(3) of the Third Sector Code).

Membership may end for the following reasons:

*curiamo chi cura*
1) voluntary resignation notified in writing to the Executive Board;  
2) exclusion resolved by the Executive Board as a consequence of behaviours in contrast with the ethical code and/or statutory provisions and/or rules of the Association;  
3) failure to pay the annual fee;  
4) death.

The loss of the status of member entails the automatic termination of any office held both inside the Association and outside, by designation or delegation.

**Article 7 – MEMBERSHIP FEE**

The fee is determined by the Executive Board on an annual basis.  
The last date for the payment of the membership fee is 31 March of each year, unless derogations are decided by the Executive Board.  
Membership fees may not be passed on to third parties, neither by contract nor by succession.

**Article 8 - RIGHTS AND DUTIES OF THE MEMBERS**

All the Members have the same rights and obligations to participate in the life of the Association and its activities. In particular:

1) The members have right to:  
   - receive information on the activities within the limits of the law, the statute and the rules of the Association if any;  
   - elect the social Organs and be elected;  
   - express the vote on the deliberations of the Assembly, on new regulations if any and modifications of the statute;  
   - examine ledgers at the headquarters without copying, after written request to the Executive Board who decides the date in the first following meeting;

2) The members are obliged to:  
   - observe the bylaws, the ethical code, the internal regulations and the deliberations of the organs of the Association;  
   - pay the fee according to the terms established by the Members Meeting; the fee may neither be transferred nor revalued and under no circumstances may be refunded.

**Article 9 – ORGANS OF THE ASSOCIATION**

The Association’s organs are: the Members Meeting, the Executive Board and the Supervisory Body.

**Members Meeting**

The Ordinary Members Meeting shall be convened at least once a year.  
An Extraordinary Members Meeting may be convened upon decision of the Executive Board or if at least half of the members so request.  
Every member who has been registered in the Register of Members for at least one month and whose admission has been ratified by the Members Meeting has the right to vote. Article 2373 of the Italian Civil Code applies, as long as it is compatible, to conflicts of interest.  
An absent Member may give a written mandate to another Member to represent him. Each Member may have a maximum of one proxy.
Ordinary Members Meeting

On first convocation the Members Meeting may deliberate only if at least 2/3 (two thirds) of the members are present, also by proxy. Resolutions are passed by majority of the Members present or represented. On second convocation the Members Meeting is validly constituted whatever the number of members present and the resolutions are adopted by simple majority by the half plus one of the voters.

The Ordinary Members Meeting:
   a) appoints and revokes the members of the social organs;
   b) appoints and revokes the auditors, if required;
   c) determines the guidelines of the Association;
   d) approves financial statements and, if compulsory by law or considered appropriate, the social report;
   e) resolves on the responsibility of the members of the social organs and promote necessary legal actions;
   f) ratifies the admission and exclusion of members upon proposal by the Executive Board;
   g) approves the Association’s regulations, if any;
   h) resolves on the other matters attributed by law, Articles of Association or bylaws to its competence.

Extraordinary Members Meeting

On first convocation the Extraordinary Members Meeting may deliberate only if at least 2/3 (two thirds) of the members are present, also by proxy. Resolutions are passed by majority of the Members present or represented. On second convocation, the Meeting is validly constituted with a number of members present or represented exceeding 50% and resolutions are passed by simple majority by half plus one of the voters.

The Extraordinary Members Meeting:
   a) resolves on the amendment of the Articles of Association or Bylaws;
   b) resolves on the dissolution, transformation, merger or division of the Association;
   c) resolves on the other matters attributed by law, Articles of Association or bylaws to its competence.

EXECUTIVE BOARD

The Executive Board is composed of 7 (seven) members. It lasts 4 (four) years and its members may be elected for at most two consecutive mandates, even if not completed or interrupted ahead of time. The Executive Board elects among its members, the Chairman, the Vice-Chairman and the Treasurer.

Eligibility, temporary suspension, exclusion, termination

Members who paid the membership fee for at least two consecutive years are eligible to become members of the Executive Board. A Board Member may require a temporary suspension for justified reasons for a period non exceeding 6 months.
The office of Board Member terminates for:
- resignation presented to the Chairman in writing;
- failure to attend more than three consecutive ordinary meetings of the Executive Board.

In the event of death, resignation or exclusion of Board Members before the end of their term of office, the Board shall replace them by using the list of first non-elected Board Members, requesting the availability of the person concerned to take office, who shall confirm it within the following 15 (fifteen) days. The term of office will be the same as the entire Board. In case of lack or exhaustion of the list of the unelected or their unavailability, the Executive Board provides for the subrogation by co-optation, without prejudice to the need for ratification by the Members Meeting on the occasion of the first useful meeting after the appointment. The co-opted Board Member will have the same term of office as the rest of the Board. Should more than half of the members of the Board cease to be in office, the Members Meeting shall, by election reappoint the entire Board within 3 (three) months.

**Organization of the Board**

The CCM ETS Board Members undertake to exercise their action on a voluntary basis, without prejudice to the reimbursement of the out-of-pocket expenses actually incurred and reported, in relation to the performance of duties and activities on behalf of the Association. The Executive Board is chaired by the Chairman or, in his absence, by the Vice-Chairman or, in his absence, by a member elected for this purpose by the Board itself. The Council is convened whenever the Chairman deems it necessary or upon request by the Vice-Chairman or by at least 3 (three) of its members and, in any case, at least twice a year. The convening is made by letter or email, including the agenda, sent 7 (seven) days before the meeting date. The convening of the Executive Board is valid if made by the Chairman, the Vice-Chairman or by at least 3 (three) Board members. The attendance of at least four Board Members is necessary to make the decisions of the Executive Board valid. Decisions are taken by simple majority.

**Tasks of the Executive Board**

The Executive Board promotes the life of the Association, is responsible towards the Members Meeting for the operational management, implements its mandates and decisions and is invested with the broadest powers for the ordinary and extraordinary management of the Association, except for those that the Law and the Bylaws attribute to the Members Meeting.

In particular, it is up to the Board to:
- execute the decisions of the Members Meeting;
- resolve admission and exclusion of the members following the approval by the Members Meeting;
- decide the amount of the membership fee;
- identify secondary and supplementary activities other than those indicated in article 1;
- ratify, at the first subsequent meeting, the measures falling within the competence of the Board adopted by the Chairman, on grounds of necessity and urgency;
- define the organizational structure of the Association, its operational procedures and the adequate system of proxy;
- prepare and present to the Members Meeting the programmatic and strategic guidelines;
- prepare the yearly program and the budget;
- prepare and present to the Members meeting the final financial statements, the mission report according to Article 13 of the Third Sector Code and the social report;
- periodically assess the state of the projects and of the activities of the Association, on the basis of progress reports;
- deliberate on the proposal of new country programs or projects;
- authorize contracts of the expatriate personnel and of the employees;
- authorize contracts and agreements with third parties, governments, non-governmental organisations, collaborating groups, etc.

**CHAIRMAN**

The Chairman represents the Association.
The Executive Board appoints a Vice-Chairman. The appointed Vice-Chairman, with free and separate power of signature, may replace the Chairman in the event of his impediment by performing all his functions, subject to any limitations on the powers that the Executive Board may establish upon appointment.
The Chairman and in his/her absence the Vice-Chairman, the latter within the limits of his/her powers, has the legal representation of the Association before third parties and in court.
The Chairman has the following responsibilities:
- he supervises all the activity of the Association;
- he convenes and presides the Members Meeting;
- he convenes and presides the Executive Board and he grants its actions before the Members Meeting;
- he is in charge of the implementation of the decisions of the Executive Board through the operational structures of the Association;
- he may open a bank account for the Association;
- in case of necessity and urgency he takes the measures competing to the Executive Board and submits them for ratification at the first subsequent meeting, which he shall convene within 30 (thirty) days.

**TREASURER**

The Treasurer is responsible for checking the accounts and the financial exposure, cooperating with the Supervisory Body and the auditors.
The Treasurer is liable before the Executive Board for the correct administration and allocation of funds in accordance with the Board’s resolutions.

**SUPERVISORY BODY**

Should the conditions set forth in Article 30 of the Third Sector Code be met, the Members Meeting shall appoint a Supervisory Body, either collegial or monocratic, pursuant to the aforesaid article. The Supervisory Body:
- ensures compliance with the law and the Bylaws and ensure that the principles of correct administration are respected;
- monitors the adequacy of the organizational, administrative and accounting structure and its actual functioning;
- monitors compliance with the civic, solidarity and social utility objectives, with
particular regard to the provisions of Articles 5, 6, 7, 8 of the Third Sector Code;
- certifies, by means of explanatory note, that the social report has been drawn up in compliance with the guidelines set out in Article 14 of the Third Sector Code;
- may proceed at any time, even individually, with inspections and controls, and to do so, is allowed to ask the Board Members updates about the progress of social operations or on specific business (activities, initiatives, non-profit projects etc.);
- draw up a report for each meeting, which must indicate its control activity over the Association and where the reports are reported to the financial statements.

AUDITORS

The Members Meeting, in accordance with the provisions of law, shall confer the statutory audit of the accounts.
The term of office is 4 (four) years.

Article 10 - ASSETS

The Association's assets are made up of: contributions from Members, contributions from friends and supporters, any donations, legacies and contributions from individuals or public and private bodies, as well as any other assets that reach the Association and that contribute to increasing the assets according to the decisions taken by the Executive Board and in accordance with the law. Other resources may be provided to the Association from secondary and instrumental activities as well as from fundraising activities. The Association may not distribute, even indirectly, profits and/or surplus management as well as funds, reserves however called to founders, associates, workers and employees, directors and other members of corporate bodies, even in the event of withdrawal or in any other case of individual dissolution of the association. The Association shall use its assets, including any revenues, rents, income and revenues, however they may be called, for the performance of its statutory activities for the exclusive pursuit of civic, solidarity and social utility purposes. The financial year is one year, starting from January 1 and ending on December 31; at the end of each year and no later than June 30 of each year, the Executive Board submits to the approval of the Members Meeting the final balance sheet.
Article 12 - TRANSITIONAL AND FINAL RULES

For anything not provided for in these Bylaws, the provisions of law, and in particular of Legislative Decree no. 117 of 3 July 2017, shall apply.
All the requirements related to registration in the Single National Register of the third sector, which are incompatible with the current rules, are applied to the operation of the register itself.
Starting from the term set forth in Article 104 of Legislative Decree no. 117 of 3 July 2017, in line with the authentic interpretation given to the same article by Article 5-sexies of Legislative Decree no. 148/2017, the qualification of non-profit organization (ONLUS) by right ceases to be effective and the tax provisions contained in title X of Legislative Decree no. 117 of 3 July 2017 apply.
The acronym ETS may be included in the name of the Association, automatically, and will be spent in relations with third parties, in deeds, correspondence and communications with the public only after obtaining registration in the Single National Register of the Third Sector.

Signed by Marilena Bertini, CCM Chairman
Maria Cristina De Cesare, Notary Public.

The present Bylaws have been presented and approved in the Members Meeting of 15 June 2019.

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