

TRANSLATION

ATTACHEMENT A) to the Act 128225-49464 of Deeds' Index, Notary: Luisa Quaglino Rinaudo.

STATUTE

The Association "Comitato Collaborazione Medica", name shortened to "CCM" wherever permissible, has been constituted. The Association's head office is located in Torino, corso Giovanni Lanza 100. It is the Members Assembly's concern to decide any change of the head office or the opening of any secondary or branch office.

A change of the Head Office address shall not constitute an amendment to the Statute and may be decided upon by the Executive Council.

1. AIMS

1.1. The Association, following the Charter of the United Nations, aims to promote within the life and the ideal of each country, the universal respect of fundamental rights and freedom, without discrimination of race, language, religion. It also aims to contribute to the edification of a peaceful world, where, thanks to the co-operation of every man who has good will, the Universal Declaration of Human Rights and its inclusion in the Constitution of any independent nation, can be realised. The association acknowledges as its specific aim the promotion of health and of better living conditions for low-income populations of Developing Countries. In particular, it intends to:

1. support development programs run by local counter-parts through financial support and technical advice
2. intervene in health emergency situations
3. send to the above mentioned countries qualified staff, if necessary and requested
4. promote professional improvement of local staff by training and qualifying actions to be carried out both in Developing Countries and in Italy
5. promote a culture of solidarity in Italy through meetings, publications and debates
6. promote actions addressed also to non-EU immigrants, in collaboration with other public or private Agencies operating in the field.

1.2. CCM is a non-political, non-confessional and non-profit association.

1.3. According to the spirit of its Statute, the Association aims to settle international co-operation relations, as defined in the UN Charter, together with the national authorities of the countries in which it operates and with the national and international organisations acting on the same territory.

1.4. The Association pledges itself to avoid from its activity any attempt to impose ideologies or to promote foreign interests in the countries in which it operates.

2. MEMBERS

2.1. Everyone who shares the spirit and aims of CCM may apply to the Executive Council for membership, which shall entail the payment of a membership fee. Members participate in the activities of the Association and hold voting rights in the General Assembly .

2.2. Membership cancellation may result from:

1. a resignation notified in writing to Executive Council
2. a resignation exacted by the Executive Council on justified grounds
3. default in the payment of membership fees.

2.3 Anyone forfeiting Member status may appeal to the Association's Assembly, that shall deliberate on the matter during the next ordinary session.

2.4. Membership fees

2.4.1. Membership fees are to be paid yearly; default of payment shall entail the loss of Member status.

2.4.2. The amount of the membership fee is decided every year by the Executive Council.

2.4.3. The yearly membership fee must be paid within March 31st , unless an exception is decided upon by the Executive Council.

2.4.4. Membership fees cannot be transferred to other persons, neither by deed between living parties nor mortis causa.

3. ORGANS

3.1. The Association's organs are: the Assembly, the Executive Council, the Auditors' Board.

3.2. ASSEMBLY

3.2.1. The Assembly shall meet at least once a year at the Head Office or elsewhere, as stated in the convocation issued by the President.

The Assembly has an extraordinary meeting whenever the Council decides for it or if at least half of the Members request it.

3.2.2. Members are entitled to participate to the Assembly with voting rights.

A member may be represented by another member by written proxy. Each member may hold a maximum of one proxy.

In the first convocation, the Assembly can only pass resolutions if at least the two thirds of the Members are present in person or by proxy. Resolutions are carried with the majority of Members, present in person or represented by proxy.

In a second convocation, the Assembly shall be considered legally constituted whichever the number of present Members; resolutions are then passed by simple majority, i.e. half plus one of the present Members; exceptions for the required majority *quorum* in case of deliberation about the dissolution, merger or incorporation of the Association are detailed by art. 5 of this Statute.

3.2.3. The Assembly:

1. approves and modifies the Statute;
2. confirms the admission and resignation of Members as decided by the Executive Council;
3. appoints the Executive Council's Members;
4. designates the Auditors' Board;
5. examines and approves the Executive Council's report for the past year, including the financial report;
6. examines and approves the Association's program submitted by the Executive Council for the next year;
7. Deliberates on any resolution proposed by Members.

3.3. EXECUTIVE COUNCIL

3.3.1. The Executive Council is elected by the Assembly, being formed by the 7 (seven) members who have obtained the highest number of votes . The Council stays in charge for three years and its members can be re-elected. The Executive Council appoints among its members the President, the Vice-President(s), the Treasurer.

3.3.2. eligibility of Members.

1. All members who have paid the membership fee for at least two years are eligible for the Executive Council.
2. Members of the CCM staff , employees or collaborators under contract, consultants and members in service abroad for more than six months cannot be appointed to the Executive Council.
3. Members holding similar posts in other Organisations operating in the same field cannot be appointed to the Executive Council.

3.3.4. The Executive Council shall be responsible for taking every decision necessary to achieve the aims of the Association, to its life and to its development. In particular it will :

1. implement the decisions of the Assembly;
2. decide on admissions and resignations of Members, further to be submitted to the Assembly's approval;
3. promote fund-raising and decide on the allocation of funds;
4. define the organisation and operational procedures of the Association;
5. decide on new project proposals and on the continuation of on-going actions;
6. periodically evaluate the implementation of projects on the basis of activities reports and gauge the general state of the Association;
7. submit to the Assembly yearly reports on the Association's activities and budgetary situation for the past year, as well as the programme for the next year;
8. authorising the signature of contracts for expatriated personnel, and for the association employees;
9. authorising the signature of contracts and agreements with third parties such as: governments, non-governmental organisations, qualified consultant groups, etc.
10. defining the annual membership fees.

3.3.5. The convocation of the Executive Council is valid when issued by the President, by one of the Vice-Presidents or by at least 3 Council members. The convocation may be made by letter, by e-mail or by fax and confirmed by the same means.

3.3.6. Council resolutions are valid if taken with the participation of at least four Council members . Resolutions are passed by simple majority;

3.3.7. A member of the Executive Council may resigned following:

1. a written resignation submitted to the President,
2. a resignation exacted by the Executive Council for serious reasons;
3. absence without justified reasons from more than three consecutive ordinary meetings of the Executive Council.

3.3.8. A member may ask for a temporary suspension from office, for justified reasons, up to a maximum of six months.

3.3.9. Members of The Executive Council shall serve as volunteers, without receiving any remuneration, except refunds of costs and expenses incurred in their duties.

3.3.10. When it is necessary to replace a member because of resignation or temporary suspension, the Executive Council shall draw from the list of members elected by the Assembly who did not enter the Council, considering the number of votes received and upon his/her consent, which should be given within fifteen days.

3.4. PRESIDENT

3.4.1. The President stays in charge for three years and he/she represents the Association. The Executive Council may appoint one or two Vice-Presidents. Each Vice-President, appointed with free and separate signature, in case of impediment of the President will be able to substitute him, by carrying out all his functions, excepted particular limitations of power that the Council may decide at the time of the appointment.

3.4.2. The legal representation of CCM towards third parties and in legal proceedings is a President's duty. In case of his absence, this is each Vice-President's duty.

3.5. TREASURER: The treasurer is responsible for the book-keeping, the signature and the representation, together with the President, towards Bank Institutes (but with separate signatures in case of opening bank accounts, deposits, withdrawals).

The Treasurer is liable towards the Executive Council for the correct administration and allocation of funds in accordance with the Council resolutions.

3.6. AUDITORS' BOARD

3.6.1. The Auditors' Board is composed by three effective members and by two substitutes, which may not be Members of the Association as well. At least one of the Auditors must be a member of the Auditors' register, set up by the *Ministero di Grazia e Giustizia* (Ministry of Justice).

The Auditors stay in charge for three years up to the approval of the balance-sheet of the third year and must verify at least twice a year the accuracy of the accounting management.

Further more, they shall compile the final statement account report .

Each check on statements shall be reported in the Association books.

4. FINANCIAL RESOURCES

4.1. The Association's assets are constituted by: Members' contributions, supporters' contributions, donations, bequests, private or public institutions' contributions, together with any other asset received by the Association which contributes to the increasing of its own resources, according to the Executive Council's resolutions and with full respect of the law.

4.2. It is forbidden to distribute, even indirectly, neither any profit or positive income, nor funds, reserves, assets, during the Association's life.

The financial year shall start from January 1st and end on December, the 31st; at the end of each period and not further than June, the 30th, the Executive Council submits to the Assembly for approval the final balance sheet.

The accounts will be verified by the Auditor' Board twice a year.

4.3. The balance sheet shall contain an analytic prospect of all the revenues and resources as per article 4.1.

5. DISSOLUTION. MERGER OF INCORPORATION

5.1. The dissolution, even if anticipated, is decided by the Assembly with the presence, also under proxy, and the favourable vote of at least three fourths (3/4) of all the Members.

5.2. At this purpose, the Assembly will appoint one or more liquidators. They will form the Liquidation Council and they will allocate any available asset according to the resolutions passed by the Assembly and to the aims and objects of the Association.

5.3. The Association's merger or incorporation to other Organisations or Associations shall be decided upon by the Assembly with the presence, , and shall require the approval of at least $\frac{3}{4}$ (three fourths) of the Members, voting in person or by proxy.

Signed in original by: Giuseppe Meo- Luisa Quaglino Rinaudo, notary.

Reg.: Torino, 2nd Office – July 14th, 2004