

STATUTE

Art. 1 - Constitution

It is foreseen, pursuant to articles 36 - 42 of the Civil Code, as well as pursuant to Legislative Decree 196/03. December 4, 1997 n. 460, a non-profit association called

"MEDACROSS ONLUS"

The Association assumes in its name the qualification of ONLUS which is a distinctive sign and a for this purpose is inserted in every communication related to it.

Art. 2 - Headquarters

The association is based in Turin.

With the deliberation of the board of directors, secondary offices, delegations and detached offices can be established and suppressed.

Art. 3 - Duration

The association has a duration until December 31, 2035; term description can be extended by resolution to the meeting even before the deadline.

Art. 4 - Purpose

The association is non-profit, apolitical and non-denominational, is aimed at the exclusive pursuit of social solidarity objectives and does not carry out commercial activities.

The Association, in tune with the general guidelines of the laws on "Cooperation with developing countries", has achieved objectives to implement, through the forms, ways, and with the contents established in every single case, national and international activities, Which:

- a) drafting and execution of projects aimed at the construction of hospitals, health facilities and clinics, in the context of international cooperation also in partnership with Governments, Bodies, Companies, Associations and NGOs;
- b) organisation of fundraising and structures for the construction and management of hospitals, health facilities and clinics;
- c) to provide humanitarian aid, also in an emergency context, in the health sector to combat situations of underdevelopment and malnutrition, promoting the improvement of living conditions and facilitating, where necessary, access to care facilities in advanced developing countries;

- d) manage humanitarian support and protection of human rights in favour of migrants and economically disadvantaged and/or crisis-affected populations;
- e) to provide humanitarian aid, mainly in the health and assistance, to populations in need, promoting the improvement of living conditions and facilitating, where necessary, access to care facilities in advanced developing countries;
- f) promote twinning and cooperation activities for cultural and economic development;
- g) organising trips and stays, also for training purposes, for experts in health care, nursing and administration, economists, agronomists, trainers, technicians, socio-medical, psychological, economic assistance and professional training and refresher courses
- h) training and sending in the countries of technical personnel also in the cooperation programs, training of local cadres in the developing countries;
- i) to establish school and vocational training courses. Organization of courses in general, also through the European Social Fund;
- j) the stipulation of agreements with subjects, companies, public and private bodies for the management of courses and programs and the provision of services;
- k) the promotion of bodies and groups that, even for individual sectors, propose similar goals to their own, favouring their activity and their adhesion to the association;
- l) to establish collaborative relationships with other national and international bodies with the same aims, for the reciprocal exchange of their respective experiences and to favour the connections among the same;
- m) to advise institutions and cooperation bodies with similar centres and institutions in Italy and abroad.

The association can be useful for the achievement of social goals, within limits and in compliance with the rules.

Art. 5 - Heritage

The heritage of the Association consists of:

from the acquired movable and immovable property;

from the associative shares;

from grants and subsidies received from members, international organizations, governments, public or private institutions and institutions, for the achievement of objectives that comply with the aims of the Association;

from income from social activities;

from disbursements or movable or real estate legacies by entities or individuals, from reimbursements deriving from agreements, from property income;

from any other entry permitted by law and accepted by the Association.

The patrimony of the Association under any form must be destined exclusively for the purposes and for the activities foreseen by the Statute.

It is forbidden to distribute, even indirectly, profits or operating surpluses, as well as funds, reserves or capital during the life of the Association, unless the destination or distribution are imposed by law or are made in favor of ONLUS that for law, statute or regulation are part of the same and unitary structure.

Profits or operating surpluses are used exclusively for the realization of the institutional activities and those directly connected to them.

Art. 6 - Members of the association

The members are distinguished in:

- founders
- supporters.

Art. 7 - Founders

The founding members are natural persons, legal entities, non-profit associations and public and private bodies that have intervened in the association's memorandum. This qualification for natural persons is vital and is not transmissible.

Art. 8 - Supporters

Supporting members are natural persons, legal entities, non-profit associations and public and private bodies that are interested in the purposes of the association and who apply for admission and are accepted.

Admissions are deliberated by the Board of Directors in accordance with the bylaws following a formal commitment to comply with the bylaws and internal regulations. Supporting members sign the membership fee established year by year by the Board of Directors.

Art. 9 - Withdrawal, forfeiture and exclusion

The members cease to be part of the Association for withdrawal, exclusion, forfeiture or death.

The exclusion of the member for serious and just cause can only be decided by the shareholders' meeting, on the proposal of the board of directors and after hearing the interested party.

The member who intends to withdraw must communicate this in writing to the Board of Directors

at least three months before the end of the solar year, in default the association is renewed for the following year with the consequent obligation to pay the fee.

The members in arrears in the payment of the quota within the terms provided by the board of directors automatically forfeit the association.

Members who withdraw, who are excluded and who in any case have ceased to belong to the association or its heirs, can not get back the contributions paid and have no right over the assets of the association.

The loss of membership qualifies the automatic forfeiture of any office held either within the association itself or outside by designation or delegation.

Art. 10 - Corporate bodies

The corporate bodies are:

- The Assembly
- the Board of Directors
- the President and the Vice President
- the Auditor
- the Treasurer
- the Secretary.

Art. 11 - Assembly

The Assembly is composed of all the members belonging to the association.

All the founding members and supporting members in good standing with the payment of the annual membership fee have the right to attend the meeting.

The assembly deliberates on:

- the approval of the budget and final balance sheet;
- the appointment of the members of the board of directors and may appoint the president;
- the appointment of the Auditor;
- amendments to the by-laws and the dissolution and liquidation of the association;
- to the exclusion of the members;
- to anything else delegated to it by this Statute or by the Board of Directors.

Art. 12 - Convening of the meeting

The assembly must be called:

- at least once a year for the approval of the financial statements within four months of the end of the financial year;
- when no request is made by at least one third of the Members entitled to vote;
- at the request of the majority of the Board of Directors;
- at the request of the Auditor, if appointed;
- in any case, the Chairman of the Board of Directors deems it appropriate.

The resolutions passed by the shareholders' meeting are binding on all members who are either absent or dissenting.

The assembly is convened by the president of the board of directors, or by whoever is temporarily in place, by means of a notice sent to the shareholders at least 10 days before the day fixed for the meeting. The notice can be sent by any communication system that guarantees the receipt (including fax and e-mail).

The notice may also include a second call which can not be scheduled on the day of the first call.

The notice must indicate the place, the day, the time and the topics to be discussed.

The meeting can be called both at the registered office and elsewhere, provided it is in Italy.

Art. 13 - Representation of the members

Representation at the meeting must be conferred by written proxy and sent to the delegate by mail or fax.

The proxy can not be conferred that for a single assembly and is also valid for the eventual second call.

The proxy can not be conferred on the members of the board of directors, the members of the supervisory body and the employees of the association.

The representative can be substituted only by those expressly indicated as a substitute in the delegation.

Art. 14 - Presidency of the assembly

The chairman of the meeting is held by the chairman of the board of directors and, in the case of absence, impediment or refusal of the aforementioned counselor, or in case of absence, impediment and / or refusal of both, by the person designated by the participants who in this case, they resolve by majority.

The chairman of the meeting is assisted by the secretary, or in his absence by a secretary, even non-member, designated by the president with the consent of the assembly.

Where prescribed by law and in any case where the president deems it appropriate, the functions of secretary are attributed to a notary designated by the chairman himself.

The chairman of the meeting verifies the regularity of the constitution of the meeting, ascertains the identity and legitimacy of those present, regulates its conduct and ascertains the results of the voting.

Art. 15 - Intervention in the assembly

All members who are registered in the register of members and in compliance with the payment of the membership fee can attend the meeting.

The meeting can also be held in videoconference and / or teleconference provided that the collegial method, the principles of good faith and the equal treatment of all the members are respected.

Art. 16 - Decision of the members - Quorum

The assembly is regularly constituted in first convocation with the presence of the majority of the members, either in person or by proxy, and in the second convocation whatever the number of members present.

The resolutions of the meeting are taken by an absolute majority of votes, with the exception of those relating to:

- amendments to the Articles of Association which must be taken with the favorable vote of two thirds of the Founding and Supporting members entitled to vote;
- the dissolution or liquidation of the Association with the favorable vote of at least three quarters of the Founding and Supporting members entitled to vote.

Art. 17 - Verbalization

The minutes of the meeting must indicate:

- the date of the meeting;
- the identity of the participants and the number of members represented by each;
- the modalities and the result of the voting and must allow the identification of the favorable, abstaining or dissenting members.

The minutes of the meeting, even if by public deed, must be drawn up without delay, must be signed by the chairman and the secretary and must be promptly transcribed, by the board of directors, in the shareholders' decision book.

Art. 18 - Board of Directors

The association is administered by a Board of Directors consisting of a minimum of three and a maximum of nine members, also chosen from non-members, according to the determination of the assembly.

The Board of Directors lasts for three financial years and its members are re-eligible.

The Board of Directors elects, if it has not provided for the assembly that appointed him, among its members, the President, the Vice-President, the Treasurer and the Secretary.

In the event of death, resignation or exclusion of Directors before the expiry of the mandate, the Board of Directors will provide for their replacement by cooptation.

The elected councilors remain in office until the next ordinary assembly, which will provide for the election of the directors who will remain in office until the expiry of the mandate of the replaced councilors.

In the event that more than half of the members of the board elected by the assembly decay, the board of directors will intend to have lapsed and the assembly shall promptly appoint a new board.

The Board of Directors directs the activity of the Association, implements the mandates and decisions of the Assembly and is invested with the widest powers for the ordinary and extraordinary management of the association, except those legally required by the Assembly.

The Board of Directors is responsible to the Assembly for operational management. In particular, it carries out the following activities:

- approves the admission of members;
- convenes the assembly and takes care of the implementation of the resolutions of this;
- oversees the implementation of the resolutions of the meeting;
- designates any collaborators for social activities even among non-members;
- prepares the estimate and final statement, from which the assets, contributions and legacies received must be shown;
- takes care of the management of the Association, providing for the collection of contributions, the payment of the obligations contracted and the collection of credits, having delegated all the powers of ordinary and extraordinary administration;
- draw up the regulation for the association's activity, or more regulations for individual sectors of activity.
- determines the compensation, if it deems it appropriate, for members of the collective bodies;
- determines the annual social quotas for members, natural and legal persons;
- appoints the Chairman and the members of the Scientific Committee;
- decides on the recruitment and dismissal of employees and collaborators of the Association, establishing their duties and salaries;
- set up secondary offices, branches and representative offices;
- determines the organizational and operational structure;
- appoints the Treasurer and the Secretary, who respectively perform financial management and administrative management activities of the association, on the basis of specific delegations received from the Board of Directors.

- resolution on the admission of members.
- proposes any amendments to the bylaws to the shareholders' meeting.

All corporate offices are given free of charge and only give the right to reimbursement of documented expenses incurred for office reasons.

Art. 19 - Board of Directors Meetings

The board of directors shall meet, both in the registered office and elsewhere, provided that in Italy, whenever the Chairman deems it necessary or when a written request is made by at least one of its members or by the Auditor, if appointed.

The council is summoned by the president, or by whoever is temporarily acting, with a notice to be sent at least eight days before the meeting to each director, as well as to the Auditor, if nominated, and, in urgent cases, at least forty-eight hours before.

The notice can be sent with any communication system with confirmation of receipt, including fax and e-mail.

The meetings of the board of directors can also take place with those present in different places, adjoining or distant, audio-video, or even just audio connected, provided that the collegial method and the principles of good faith and equal treatment of the participants are respected .

The meetings of the board of directors are chaired by the president and, in his absence, impediment or refusal, and appointed, by the oldest vice-president of age and, in case of absence, impediment or refusal of both, by the advisor appointed by majority from those present.

The chairman of the board of directors, or who is temporarily taking his place, appoints the secretary, verifies the regularity of the constitution of the board, ascertains the identity and legitimacy of those present, regulates its conduct and ascertains the results of the vote.

For the validity of the deliberations of the council the presence of the majority of its members in office is required and deliberates with the favourable vote of the majority of those present.

The vote can not be given for representation.

Should one or more directors cease to hold office for any reason whatsoever, while the majority of the directors appointed by the meeting remain in office, the Board of Directors can not resolve any social transactions until the replacement of terminated directors has been completed.

The minutes from which the decisions of the board of directors result must be promptly drawn up and signed by the chairman and the secretary.

The report must indicate:

- the date of the meeting;
- the identity of the participants;

- the methods and the result of the voting and must allow the identification of the favourable, abstaining or dissenting;
- at the request of the directors, their statements relevant to the agenda;

Where prescribed by law and also in any case where the board of directors deems it appropriate, the functions of secretary are attributed to a notary designated by the same administrative body.

Art. 20 - President

The president of the association is also the president of the board of directors and has the legal representation of the association before third parties and in court.

The Vice Presidents of the association carry out vicarious activities of the President himself.

In the event that the Chairman is prevented from carrying out the activities assigned to him by the present bylaws, the latter may appoint the Deputy Chairmen to replace him with the same powers.

The President of the association and the Vice Presidents remain in office for the entire duration of the Board of Directors and are re-eligible.

Art. 21 - The Treasurer

The Treasurer takes care of the collection of revenue and the payment of expenses, and generally every act containing an attribution or reduction of the assets of the association. It takes care of the keeping of the cash book and of all the documents that specifically concern the service entrusted to him by the President.

Art. 22 - The Auditor

The assembly can appoint the Auditor.

The Auditor is in charge for three years and may be re-elected.

The Auditor checks the administration of the Association, the observance of the laws and the statute, assists the meetings of the Assembly and the Board of Directors, ascertains the regular keeping of the accounting records and certifies the correspondence of the final balance sheet to the results of the records accounting.

Article 23 - Budget

The social and financial year begins January 1 and closes on December 31st, with the presentation of the financial statements, prepared by the Board of Directors, signed by the President and submitted to the approval of the assembly.

At the end of each year, the Board of Directors must prepare the final balance sheet and the estimate budget by April 30th.

The statements to be approved by the meeting are deposited at least fifteen days in advance, at the registered office; the members have the right to consult them and request copies.

Art. 24 - Dissolution

In the event of dissolution, the Shareholders' Meeting appoints one or more liquidators and determines the methods for liquidating the assets and their devolution.

It is obligatory to devolve the assets of the Association, in case of dissolution for any reason, to another association with similar purposes, after hearing the control body referred to in art. 3, paragraph 190 of the Law of 23 December 1996 n. 662 and unless different destination imposed by law.

Art. 25 - Final rules

For anything that is not specified in this Statute, reference is made to current legal provisions.

Visa for insertion and deposit.

Turin, 13.7.16

Signed: Daniele REGGE

Angelo Enzo CONTI

Gabriella BUONO

Luca CORDERO of MONTEZEMOLO

GINO CARNAZZA

Paolo PALOSCHI

Luca SAPORITI

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Ettore ROSSI

Angelica BENOFFI

Anna Maria ABBONA

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