

## **ARTICLES OF ASSOCIATION**

### ***ART. 1 – NAME AND REGISTERED OFFICE***

The association set out below is hereby formed, in agreement with the applicable law, under the name of:

**"GOMITOLO ROSA – onlus"**

with registered office in Biella, Italy.

Operating offices may be established at the proposal of the Board of Directors as approved by the Members in General Meeting, subject to the requirements set forth under Article 10.

### ***ART. 2 – PURPOSE AND DURATION***

The Association aims to:

- \* promote and raise awareness of medical, healthcare and cultural themes relating to human health, in particular in relation to diseases, especially cancer, including through the promotion, development and support of volunteer work and cancer patient associations;
- \* disseminate and promote the culture of preserving and recovering native wools so as to safeguard the environment;
- \* promote, support and implement education and training conducive to disseminating knowledge of arts and crafts, in particular in the textile industry in relation to the use of native wools. Training, to be delivered within hospital facilities and specialized centers, will address trainers and the personnel of associations that provide support to patients;
- \* promote, support and implement scientific, clinical, psychological and social research projects and activities relating to human health and volunteer work,

including through such activities as are suitable to enhance the value of, and recover, native wools.

All that is necessary to achieve the purpose of the Association, including through employment contracts and agreements with independent contractors.

The duration of the Association shall be unlimited.

### ***ART. 3 – REQUIREMENTS***

The Association expressly establishes that:

- \* it will only pursue social solidarity aims;
- \* it will in no case carry out activities other than those under a) of article 10 of Italian Legislative Decree 460/1997, save those directly connected to the same;
- \* it will not, directly or indirectly, distribute any earnings, operating surpluses, funds, reserves or capital during the life of the organization, save as required by the law or in favor of other non-profit social organizations which, under the law, their articles of association and regulations, belong to one and the same structure;
- \* it will use its earnings or operating surpluses in order to carry out the activities for which it has been formed and those directly connected to the same;
- \* following dissolution, to whatever reason due, it will give its assets to other non-profit social organizations, subject to approval of the control body under article 3, sub-section 190 of Act 662 dated December 23, 1996, save as otherwise required by the law;
- \* it will prepare the annual accounts or report;
- \* it will set out the general provisions that govern membership so as to ensure its effectiveness, with temporary participation in the life of the Association being expressly excluded, and it being provided that members or participants of legal age shall have the right to vote in view of approving changes to the articles of association and regulations and of appointing the management bodies of the Association;

\* it will use, in its name and in any and all of its distinctive marks or whenever communicating with the public, the expression “organizzazione non lucrativa di utilità sociale” (non-profit social organization) or the corresponding acronym “ONLUS”

#### **ART. 4 – FUNDING**

The Association shall honor its financial commitments by means of:

- a) - membership fees, if any, as decided by the Board of Directors of the Association;
- b) – contributions and voluntary donations;
- c) – contributions from Entities and Institutions, including those aimed to specified activities comprised within those set out in the Articles of Association;
- d) – amounts refunded by Local Health Units as provided for by the law;
- e) – donations, bequests and legacy;
- f) – accessory activities, including the promotion and sale, as part of the purposes of the Association, of hand-made products aimed to enhance the value of using native wools. The Association, through its bodies, each acting within the province of its duties and powers, may execute all such financial and capital transactions, including in relation to real-estate, as are required to achieve its purposes.

#### **ART. 5 – MEMBERS**

The following shall be members of the Association:

- a) the Founders of the Association mentioned in the deed of formation (individuals and legal entities alike)
- b) the members under art. 7 below.

#### **ART. 6 – VOLUNTEERS**

The volunteers of the Association:

- a) will share and accept the purposes of the Association as well as the principles that govern the methodology of action;

- b) will undertake to devote some of their leisure time to the activities of the Association by carrying out qualified, volunteer, free, free-of-charge and unselfish service.

**ART. 7 – ADMISSION**

The Executive Committee shall be responsible for deciding, at its discretion and indisputably, whom to admit.

Membership can be suspended or discontinued as resolved by the Executive Committee of the Association, in the event of the conduct of a member (as individual or as a member of the Association) does not agree with the status and spirit of the Association.

Excluded members can appeal against such decision at the earliest general meeting of members.

**ART. 8 – BODIES OF THE ASSOCIATION**

Set out below are the Bodies of the Association:

- a) the members in general meeting;
- b) the Executive Committee;
- c) the Chairperson of the Executive Committee;
- d) the Scientific Committee;
- e) the Treasurer;
- f) the Secretary General.

**ART. 9 – GENERAL PROVISIONS FOR APPOINTMENT TO POSITIONS IN THE ASSOCIATION**

All of the positions as Member of the Executive Committee or the related posts as Chairperson shall be fulfilled for free and the term of office shall be two years. Any vacancy within a Body, whatever the cause may be, shall be filled subject to cooptation as resolved by the relevant Body.

The term of office of the Member of the Body so coopted shall expire on the same date as for the remaining members of such Body.

Cooptation shall not be allowed when less than half of the members of the Body remain in office.

The positions as Member of a Body of the Association can be revoked before expiration of the term of office where deemed fit for the Association.

The Chairperson can be revoked by the Body that appointed him/her, before expiration of the term of office, where deemed fit for the Association.

#### **ART. 10 – GENERAL MEETING**

The General Meeting shall be comprised of the members of the Association. The first general meeting of members shall elect the Chairperson chosen from amongst its members.

In order for Members in General Meeting to pass valid resolutions, half plus one of the members need be present. The General Meeting will resolve upon all ordinary and extraordinary items, except for such subject-matters as are reserved for other bodies. In particular, the General Meeting will resolve upon the following:

- a) annual program of the Association;
- b) budget and annual accounts;
- c) appointment and revocation of the members of the Executive Committee;
- d) changes to the articles of association;
- e) dissolution and liquidation of the Association.

Resolutions under d) above shall be carried by a two-thirds majority of the members of the General Meeting whereas resolutions under e) above shall be carried by a  $\frac{3}{4}$  (three-quarters) majority of the members of the General Meeting.

The resolutions under the remaining letters above shall be carried by a majority of half plus one of those present.

The Chairperson shall:

- a) convene the general meeting with a prior notice of no less than fifteen days;
- b) establish the agenda for the business to be transacted at the general meeting;
- c) govern and coordinate the proceedings of the general meeting.

Each member of the general meeting shall be entitled to one vote, including by proxy through a member of the Association.

Any member of the Association can hold no more than two proxies.

**ART. 11 – THE EXECUTIVE COMMITTEE**

The Executive Committee shall be comprised of a minimum of seven and a maximum of eleven members, who need be members of the Association and who will be elected by the General Meeting at its first meeting with a secret vote.

The Executive Committee, during its first meeting, shall elect the Chairperson and Deputy Chairperson, the Chairperson of the Technical and Scientific Committee and the Secretary General.

The members of the Executive Committee shall remain in office for a two-year term and can be re-elected.

The Executive Committee shall:

- a) approve the regulations that govern the activity of the Association and shall manage the latter;
- b) arrange for implementation of the resolutions passed by the members in general meetings;
- c) determine, where appropriate, the membership fee;
- d) adopt all measures for acquiring or purchasing such means as are necessary for the activity of the Association;
- e) take all such action as is necessary for the life and management of the Association.

The Chairperson shall implement the measures decided by the Executive Committee and shall coordinate, stimulate and direct the activity of the Association in its capacity as representative of the Association itself.

In the event of the Chairperson being absent or prevented from fulfilling his/her duties, the Deputy Chairperson will act instead.

**ART. 12 – WITHDRAWAL OF MEMBERS**

Members may withdraw from the Association with notice in writing.

The member so withdrawing or who, for whatever reason, ceases to be a member of the Association, shall have no rights, whether to the assets of the Association or otherwise vis-à-vis the Association, and may not claim any consideration or the return of membership fees or other amounts paid, it being hereby decided that any and all amounts given to the Association by such member shall be used for the purposes of the Association.

***ART. 13 – FINANCIAL YEAR***

The financial year of the Association shall end on the thirty-first of December each year.

The members in General Meeting shall approve the Annual Accounts within three months following after the end of the financial year.

***ART. 14 – DISSOLUTION OF THE ASSOCIATION***

In the event of the Association being dissolved and liquidated, its name and assets shall be given to another volunteer organization operating in the same sphere.

***ART. 15 - REFERENCE REGULATORY FRAMEWORK***

Anything not expressly provided for herein shall be governed by the law for the time being in force.

***ART. 16 – INTERIM PROVISIONS***

Upon inception, the Founding Members shall fulfil the functions and have the powers of the General Meeting and shall pass resolutions to appoint the members of the Bodies provided for hereunder.

SIGNED BY: SASSO CINZIA, NOTARY BILOTTI PAOLO