

MINUTES OF THE MEMBERS' MEETING OF THE
"INTERSOS Humanitarian Organization Onlus"

The Italian Republic

In the year two thousand and ten on the nineteenth of November, in Rome, Via Aniene 26/A,
at half past three p.m.

19th November 2010 . h 15.30

in front of me

Dott. **Valerio VANGHETTI**, Notary in Rome, with Office in Via Aniene n. 8,
registered for the District of Rome,

is present:

- SERGI Antonio Giuseppe, born in Gattinara (VC) on 20th June 1942, residing in Rome, Via Salaria 125, tax code number SRG NNG 42H20 D938E, office domiciled as above.

I Notary am sure of the personal identity of the here appearing party who, as President of the Board of Directors of "**INTERSOS – Humanitarian Organization Onlus**", hereinafter referred to simply as "**INTERSOS**", based in Rome (RM), Via Nizza n. 154, code number 97091470589, under acknowledgment at the Prefecture in Rome and recognized eligible for the purposes as from art. 29 Law n. 49/87 on assistance in developing Countries with Decree of the Ministry of Foreign Affairs prot. N. 84642 dated 7th October 1997, asks me to witness, by drawing its minutes, the Members' Meeting of the above mentioned Association, convened in this place, day and hour to discuss and decide on the following

AGENDA:

- 1) Change of address of the legal home;**
- 2) Any other business**

According to current the Articles, the President of the Board of Directors Mr Antonio Giuseppe Sergi, as above identified, takes the chair and verifies that:

- more than two-thirds of the Members are present in person or as proxy -duly controlled and verified by the executive body – as from the Attendance Register that the President collects and which is enclosed to the current minutes under letter "**A**";

-besides the President himself the following members of the Board of Directors are present:

- Alberto Maria Angelici, born in Rome on 22nd May 1948;
- Amedeo Piva, born in Porcia (PN) on 4th September 1947;
- Gianpaolo Gironda, born in Rimini on 11th June 1943;
- Marco Rotelli, born in Schio on 20th December 1974;
- Pier Luigi Pugliaro, born in Torino on 24th November 1947;

-also the General Manager, above identified Marco Rotelli, is present;

-the current meeting has been regularly convened through e-mails sent to the Members' address on 4th November 2010;

-as a consequence according to art. 7 of the Articles in force (according to which the Assemblies deciding changes of the Articles are regularly set up if at least three-quarters of the members are present) the current Assembly results to be legally set up and qualified to discuss and decide on the subjects on the agenda.

About the first point on the agenda the President explains to the Members the reasons behind the suggested change of address of the legal home from Via Nizza 154 to via Aniene 26/A, always in the District of Rome, and the advisability not to mention the address but just the District in the Articles and invites the Members to decide on it.

After a short discussion the Members decide:

-to change the address of the legal home from Via Nizza 154 to Via Aniene 26/A, always in the District of Rome and acknowledges that the address won't be mentioned in the Articles any more;

-to approve as a consequence a new text of Article 1 of the Articles which precisely claims as follows:
"Art. 1) Constitution, Name, Home

It is established the association "INTERSOS, Humanitarian Organization Onlus" (hereinafter referred to simply as "INTERSOS"), based in Rome. Branches in other cities in Italy and abroad may be set up on a resolution of the Board of Directors".

About the AOB point, the President submits to the Members a new complete text of the Association Articles composed of number 19 articles, including the decided change. Such text, approved article by article and as a whole by the Members, is attached to the current act under letter "B".

In the end the Members grant to the executive body full power to submit the current minutes to the Onlus Register and have the change recognized by the Prefecture in Rome U.T.G.

Nothing else to be decided the President declares the extraordinary meeting closed at three and forty minutes p.m. (h. 15.40).

The appearing party allows me not to read all the enclosures.

Act written by trusted person on four pages one sheet each and read by me to the appearing party who, on my request, has approved and undersigned it at three and forty five minutes pm (h.15.45).

Signed: Antonio Giuseppe Sergi

Signed: Valerio VANGHETTI – Notary

ARTICLES

OF THE ASSOCIATION

INTERSOS

NON-PROFIT HUMANITARIAN

ORGANIZATION

Members' Meeting, November 25, 2010

TITLE I

CONSTITUTION - PURPOSE - ASSETS – MEMBERS

Article 1) - Constitution, Name, Home

It is established the association INTERSOS, Humanitarian Organization Onlus "(hereinafter referred to simply as "INTEROSOS "), based in Rome. Branches in other cities in Italy and abroad may be set up on a resolution of the Board of Directors.

Article 2) - Purpose

The Association does not pursue profit-making purposes and acts in full autonomy and independence.

"INTEROSOS" was created to give answers of solidarity to the populations in life threatening situations and suffering under hunger and misery, resulting from extreme poverty, natural disasters or from the destructive effects of human actions, particularly in countries of the South of the world.

Through its actions it will also, as far as possible, lay the foundations for the beginning of development processes.

At the same time "INTEROSOS" aims to mobilize society about the values of solidarity and brotherhood among peoples, without prejudices of any kind, basing its commitment on the values, fundamental rights and dignity of every human being.

Article 3) - Activities

3.1. The Association will promote and carry out, directly or collaborating with other parties, any possible solidarity and humanitarian activity deemed necessary for the achievement of its goals, including those relating to prevention, the training of local operators and mine clearance of territories.

3.2. The Association will then establish and maintain adequate and appropriate relationships and enter into agreements with:

- public and private institutions, national and international;
- institutions and organizations of public and private law, national and international;

- similar organizations of other countries;
- any other public or private entity that intends to share its purposes or that proves to be useful to the pursuit of goals.

The Association may carry out activities either on its own initiative or on request of the aforementioned institutions after this has been approved by the Board of Directors.

3.3. In the countries where it operates, the Association may establish national associations legally independent under the name "INTERSOS. These must share the values, the spirit of solidarity and the purposes of the Association and devote themselves to their spreading and implementation, in the ways and forms that will be defined in the agreement.

Article 4) – Assets and their organization

4.1. The assets of the association consist of:

- a) membership fees;
- b) donations and legacies made to the Association;
- c) contributions and loans made to the Association for the realization of its activities;
- d) income from subscriptions;
- e) income derived from activities carried out in accordance with the existing legislation for the purpose of self-financing;
- f) interest on funds prior to their use;
- g) other donation permitted by law and accepted by the Board.

The association may hold property of the headquarters and of any other real estate necessary to carry out their work.

4.2. The fiscal year begins January 1 and ends December 31 of each year.

4.3. It is not allowed to distribute even indirectly profits or operating surpluses and reserve funds or capital during the life of the Association, unless the use or distribution is required by law. It is mandatory for the Association, however, to use profits or operating surpluses to the pursuit of its institutional activities and those directly related to them.

Article 5) - Members and Supporters

5.1 Conditions for admission of members

They may be members of the Association:

a) all individuals recognized for their human value, their moral qualities, their professional skills who, accepting this statute and sharing the values of "INTERSOS", commit themselves to actively and directly contributing to the achievement of its objectives;

b) institutions, associations, organizations, foundations, committees, welfare and labor organizations, legal persons who, sharing the values of "INTERSOS" and accepting this statute, commit themselves to contributing to its growth, visibility and quality and to achieving the statute objectives.

5.1.1. The admission of members is decided by a simple majority by the Board of Directors on a President' proposal.

5.1.2. Members are required to pay an annual membership fee whose amount is determined by the Board and can be diversified. This fee must be paid in a lump sum by June 30 of each year. It is due for the entire calendar year in progress, whatever the time of registration by new members. The member who has resigned or otherwise ceased to be member of the Association for any reason, is obliged to pay the dues for the entire calendar year in progress.

5.2 Rights and obligations of members

The rights and obligations of the members are:

a) attending the Assembly with voting rights;

b) be elected to Association positions;

c) paying the fee referred to above;

d) committing themselves to respecting the decisions taken by the association bodies, according to the powers provided for in the statutes, although the Association membership is free and voluntary.

5.3 Loss of membership

Membership shall be lost by:

a) a written cancellation notice to the President;

b) exclusion decided by the Assembly by simple majority on a proposal of the Board of Directors, for prolonged delay in payment or serious acts contrary to the purposes of the Association and the provisions of these Articles.

In urgent cases, and pending the convening of the Assembly, the Council can proceed with the suspension of membership.

5.4 Supporters and their duties

Supporters of the Association are natural persons or legal entities who share the Association goals, engage in any capacity and in the manner most suitable to them to support initiatives and activities of the Association.

Membership is free and voluntary but committed supporters, as well as members to respect the decisions of its organs in accordance with the powers provided for in the statutes.

TITLE II

“INTERSOS” BODIES

Article 6) – Bodies

The Bodies of the Association are:

- a) Assembly
- b) Board of Directors
- c) Secretary-General
- d) President
- e) Vice President
- f) General Manager

Article 7) – Assembly

7.1 Assembly composition and meeting convocation

The Assembly is composed by members who are regularly enrolled and up-to-date with their fee payments.

7.1.1 The Assembly is convened in ordinary at least once a year to approve the previous budget, for the possible renewal of the Association positions and to present the budget for the current year.

The Assembly is convened by the President with a written notice at least 15 (fifteen) days in advance containing details of the agenda as well as day, hour and place of the meeting. The Assembly is chaired by the President or, in case of his/her absence or inability, by the Secretary-General.

7.1.2 It can be convened in special session at a written request of the majority of the members or if the Board of Directors deems it necessary. In such cases the President must convene it within 20 (twenty) days from the request.

7.2 Assembly tasks

It's Assembly duty:

- a) to decide on the general course of life and activities to achieve the goals of the Association;
- b) to approve the annual budget and related report;
- c) to decide any amendment of the Articles;
- d) to appoint the Secretary-General
- e) to appoint the members of the Board of Directors;
- f) to decide on the exclusion of members;
- g) to decide to dissolve the Association and appoint liquidators;
- h) to decide on liability claims against the directors and the Secretary-General.

7.3 Constitution and resolutions of the Assembly

In ordinary the Assembly resolutions are taken on first call with the presence of at least half the members. On second call the meeting shall be valid whatever the number of participants.

7.3.1. For resolutions approving the budget and for those that affect their responsibilities the President and the Secretary-General are not entitled to vote.

7.3.2. The Assembly decides at a simple majority of participants except for the amendment of the Articles which requires the presence of at least three fourths of the members and aye of the majority of participants.

To approve the dissolution of the Association and the devolution of assets the vote of at least three fourths of the members is requested.

7.3.3. The Assembly normally votes by a show of hands. On the President's decision and concerning topics of particular importance vote may take place by secret ballot.

7.3.4. Each member is entitled to one vote. Participation by proxy to be assigned in writing exclusively to another member is allowed; cumulative proxies in a number more than two is not allowed.

Meeting minutes are registered in a special book after their approval.

7.3.5. The Assembly resolutions contrary to law and Articles may be cancelled at request of the Association bodies, of any member or of the Public Prosecutor in compliance with the provisions in force.

The decisions taken in accordance with the Articles bind all members even if absent, in disagreement or abstaining from voting, except for the right to withdraw.

Article 8) - *The Board of Directors*

8.1 Composition of the Board of Directors

The Board of Directors is composed by a number of Directors fixed by the Assembly prior to their election on the President's proposal.

Directors are elected by the Assembly among members. The President, the deputy Vice-President and the Secretary-General are Directors by full rights.

8.2 Board of Directors duties

The Board of Directors shall take the necessary and appropriate measures to achieve the aims of the Association, according to the Assembly directives.

In particular:

- a) appointing the President and the Vice President;
- b) appointing the General Manager on proposal of the Secretary General;
- c) deciding on the admission of new members;
- d) proposing to the Assembly the possible exclusion of members;
- e) examining the financial statements during the year;
- f) giving its opinion on the budgets for their submission to the Assembly;
- g) deciding anything concerning the life and activities of the Association.

8.3 Resolutions of the Board of Directors

The Board of Directors shall meet upon convocation by the President at least three times a year and whenever the President or the Secretary-General consider it appropriate, or at written request of one third of the directors.

Meetings of the Board of Directors shall be convened, in a single call, with a notice of at least 15 (fifteen) days, shall be chaired by the President or, in his absence, the Secretary-General, and are properly constituted with the presence of the majority of the components.

Decisions are taken by majority vote of those present by show of hands. In the case of a tie, the Chairman's vote is decisive. After their approval, meeting minutes are transcribed in a special book.

The Board of Directors is in charge for four years and its members can be reelected. In case of resignation or permanent incapacity of a Director, the Assembly shall elect a substitute whose term will last until the end of the Board of Directors. At the end of four years the Board of Directors remains in office until the election of new directors.

Article 9) – The President

The President of the Association is appointed by the Board of Directors. He remains in office for four years and can be reappointed.

The President:

- a) is responsible for the activities of the Association aimed at the implementation of the Articles objectives and provides for all matters that, according to the current Articles, are not delegated to the competence of other bodies;
- b) acts as guidance and supervisor in compliance with the Articles purposes and

according to what established by the Assembly and the Board of Directors;

- c) along with the Secretary General he liaises with institutions, corporations, National and International organizations as from art.3);
- d) convenes and chairs the Assembly;
- e) convenes and chairs the Board of Directors;
- f) in accordance with the Secretary General may delegate to a Vice President specific tasks related to point c) of this article.

Article 10) – The Vice President

One or more Vice Presidents may be appointed by the Board of Directors of the Association as needed.

The Vice President shall hold office for four years and may be reappointed.

In the case of several vice presidents, the Board of Directors will determine whom to entrust the responsibilities of deputy chairman to. The latter has the task of replacing the President, if unable to attend, in each of the powers provided for in art. 9 and not attributed to others by this Articles.

The Vice President's powers are those delegated by the President within the limits referred to in art. 9 f).

Article 11) – The Secretary-General

The Secretary General of "Intersos" is appointed by the Members' Assembly; remains in office four years and may be reappointed.

The Secretary-General:

- a) is the legal representative of the Association;
- b) directs the Association and coordinates the activities and operational offices;
- c) signs all acts of ordinary and extraordinary administration;
- d) submits annual budgets to the Board of Directors and the Assembly for their approval;
- e) along with the President he liaises with institutions, corporations, National and International organizations as from art.3);
- f) implements the resolutions of the Board of Directors;
- g) grants to the Association the needed performances by employees, volunteers and staff and directs their activities.

The Secretary-General proposes to the Board the appointment of the Director General referred to in the following Art. 12).

The Secretary General may also appoint one or more directors to support his/her own activity and to the extent of the powers that he/she would delegate. This appointment must be ratified by the Executive Board at its meeting immediately following the appointment.

The liability claims against the Secretary General shall be resolved by the Assembly and shall be exercised by the new Secretary-General or by the liquidators.

Article 12) - Director General

The Director General of "Intersos" is appointed by the Board on the proposal of Secretary General. He/she remains in office for four years and may be reappointed.

The Director General shall perform the duties delegated to him/her by the Secretary-General, including his/her replacement in the event of prolonged absence.

Article 13) - The Auditors

Auditors are responsible, in the forms and limits of use, for the control of the administrative management of the Association.

They must prepare their report to the Assembly in respect of balance sheets and budget presented for approval.

The review, verification, proper maintenance of accounts and examination of the financial statements before submission to the assembly, will be entrusted to independent auditors designated by the Board of Directors

Article 14) - The Testimonials

Given the statutory purposes of "INTERSOS" and the values of solidarity and brotherhood that the Association wishes to express through its own activities, Testimonials are chosen among people recognized for their moral, intellectual and professional value.

The Testimonial, whose job is to witness the importance of the values, purposes and activities of the Association, may be reported to the Board by the members.

Testimonials agree to support "INTERSOS" in a manner suited to their personality. They may participate in the Assembly and receive the reports. They have no responsibilities in the bodies referred to in Article. 6.

Art. 15) – Advisory Committee

A technical and scientific support of the Association is the Advisory Committee.

It is called upon to provide technical and scientific support to the Association in relation to the purposes and activities referred to in art. 2 and 3. Its members have no responsibilities in the bodies referred to in Article 6.

Art. 16) – INTERSOS Committees

In order to support “INTEROS” peripheral support groups may be set up who, sharing the goals, commit themselves to supporting the Association activities and to mobilize and awaken their environment.

Committees are set up on recommendation and guarantee of at least one of the Members and are recognized by the Board of Directors. According to the Articles they are independent from the Association but undertake to establish with it the annual support programs and devolve the money raised for such programs.

In order to grant and confirm the recognition of the Committee the Association can carry out inspections.

The relationship between the Committees and the Association will be governed by specific regulations approved by the Board of Directors.

Art. 17) – Unpaid positions

Charges, functions and any other position provided by the Articles are performed as solidarity and voluntary contribution and, as such, are unpaid.

The Association may also pay those who – even though Members – are requested to carry out non self-employed activities or activities requiring a substantial and continuous presence.

TITLE III

FINAL DISPOSITIONS

Art. 18) – Duration of “INTERSOS”

The Association is open-ended.

The dissolution may be decided by the Assembly in the manners provided for such an eventuality by the art. 7 of the current Articles.

The Assembly shall appoint one or more liquidators and donate any net asset to organizations with goals similar to those of “INTERSOS”.

Art. 19) – Reference

All matters not provided for by this Articles reference is made to the applicable laws.

Meeting of 19/11/2010

Sergi Antonio Giuseppe	Present
Pugliaro Pierluigi	Present
Piva Amedeo	Present
Cedrone Carmelo	Present Proxy
Amaro Andrea	Present
Angelici Maria Alberto	Present
Florà Lilla	Present
Gironda Gianpaolo	Present
Rotelli Marco	Present
Bellù Magda	Present
Cimaglia Dario	Present
Dall'Olio massimo	Present
Lelli Maria Rita	Present
Oboe Bruno	Present
Crescina Maria Teresa	Proxy
Carella Daniela	Proxy
Guarino Alessandro	Proxy
Cal Luigi	
Mangano Michele	Absent
Mattina Vincenzo	Absent
Morese Raffaele	Absent
Zuppi Matteo Maria	Absent