

**ARTICLES OF ASSOCIATION OF
“INTERSOS - Non-profit Humanitarian Organization”**

Title I

PURPOSE - MEMBERS - ASSETS

Article 1 - Name and registered office

1.1. The association “INTERSOS - Non-profit Humanitarian Organization” (hereinafter referred to simply as “INTERSOS”) has its registered office in Rome. Secondary offices may be set up in other locations in Italy and abroad by resolution of the assembly.

1.2. The Association is a Non-profit Sector Entity, it is inspired by and applies the principles of the non-profit sector and is governed by the provisions of Legislative Decree no. 117 of 3 July 2017 (Non-profit Code) and, insofar as compatible, the Civil Code. Until the entry into force of the provisions on the tax regime of Non-profit Sector Entities, from the tax period following the authorization of the European Commission on the tax provisions of Non-profit Entities and in any case not before the tax period following the start of operation of the Single National Register of Non-profit Entities, pursuant to article 102, second paragraph, letter a) and article 104, second paragraph, of Legislative Decree No. 117 of 3 July 2017 (Non-profit Code), the provisions of article 10 of Legislative Decree no. 460 of 4 December 1997 relating to ONLUS regulations shall apply to the Association.

Effective as of the term referred to in art. 104, paragraph 2, of Legislative Decree 117/2017 and following registration in the Single National Register of the Non-profit Sector (RUNTS), the Association will add the acronym ETS to its name, eliminating the qualification ONLUS, and only from that moment it will take the name “INTERSOS - Organizzazione Umanitaria ETS”.

1.3. Pursuant to Legislative Decree 117/2017 and subsequent amendments and additions INTERSOS will use the term Non-profit Entity or the acronym ETS in the name of the association, in its distinctive signs, in its deeds, correspondence and communications in public, after registration in the Single Register of the Non-profit Sector.

Article 2 - Purpose

2.1. INTERSOS pursues, on a non-profit basis, civic, solidarity and social utility purposes by carrying out and exercising, exclusively or principally, one or more activities of general interest, pursuant to article 5 of the Non-profit Code, in the form of voluntary action or the free supply of money, goods or services, or mutuality or the production or exchange of goods or services. The Association was created to offer solidarity to 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. Through its actions it also intends, as far as possible, to lay the foundations for the beginning of development processes. At the same time, INTERSOS aims to mobilize society about the values of solidarity and principle of humanity among peoples, without discrimination and prejudice of any kind, basing its commitment on the values, fundamental rights and dignity of every human being.

2.2. The association is non-profit and acts in full autonomy and independence.

Article 3 - Activities

3.1. The association pursues its civic, solidarity and social utility purposes by carrying out and exercising exclusively or principally one or more activities of general interest, as per article 5 of Legislative Decree 117/2017, listed below, with specific reference to:

- *letter n)*: development cooperation, pursuant to Law no. 125 of 11 August 2014, as amended;
- *letter b)*: health interventions and services;
- *letter d)*: education, teaching and vocational training, in accordance with Law no. 53 of 28 March 2003, as amended, and cultural activities of social interest for educational purposes;
- *letter r)*: humanitarian response and social integration of migrants;
- *letter v)*: promotion of the culture of legality, peace between peoples, non-violence;
- *letter w)*: promotion and protection of human, civil and social rights.

3.2. To this end, the association promotes and carries out, directly or in collaboration with other subjects, any possible intervention of a humanitarian and solidarity nature deemed necessary for the pursuit of its aims, including those related to prevention, training of local and international operators, education to global citizenship and international solidarity, the action of witness to public opinion and the dissemination of humanitarian principles.

3.3. The association may carry out activities other than those indicated above provided that they are secondary and instrumental according to the criteria and within the limits allowed by law and defined by ministerial decree, pursuant to article 6 of Legislative Decree 117/2017. The Board of Directors is responsible for deciding on their identification.

3.4. The association may establish and maintain relations and enter into agreements with:

- organisations with similar aims, including from other countries;
- public and private, national, European and international institutions;
- national, European and international bodies and organisations governed by public and private law;
- any other public or private person who shares similar values, aims and common purpose in pursuit of INTERSOS objectives.

3.5. The association may set up legally autonomous national associations in the countries of intervention under the name INTERSOS or institutionally linked to the association. They must share the values, the spirit of solidarity, the aims and institutional activities of INTERSOS and participate, in the ways and forms that will be defined, in their dissemination and implementation.

3.6. The association may also carry out fundraising activities, also in an organised and continuous form, by soliciting the public or through the sale or supply of goods or services of modest value using its own resources and those of third parties, including volunteers and employees, in compliance with the principles of truth, transparency and fairness in relations with supporters and the public in accordance with the law.

Article 4 - Members

4.1. The members of INTERSOS share the spirit and aims of the association and do not carry out activities that are in conflict nor incompatible with its aims.

Admission takes place according to non-discriminatory criteria, consistent with the aims pursued and the activities of general interest carried out and therefore without any discrimination based on sex, age, language, nationality, religion, political opinion, personal and social condition and the temporary nature of participation in the life of the association is excluded. Each aspiring member is introduced by at least two members who guarantee moral integrity and rectitude regarding the principles of loyalty, independence, transparency and respect for the law.

4.2. Conditions for the admission of members

4.2.1. Members of the association can be:

- a) persons who are recognised for their human value, moral qualities, professional ability, have distinguished themselves, prior to the submission of the application for admission, in activities that can be documented for purposes similar to those pursued by INTERSOS, contributing to their development and success. By accepting these articles of association and the regulations of the association and by sharing the values of INTERSOS, they commit to contribute actively to the achievement of the statutory objectives and the implementation of the activities;
- b) ETS, associations, foundations, committees, legal entities which, by sharing the values of INTERSOS and accepting its articles of association, are committed to contributing to its growth, visibility, quality, the pursuit of its statutory objectives and the support of its activities.

4.2.2. Members are classified in the following categories

- Founding members
- Ordinary members
- Honorary members

The division into categories does not imply differences in treatment with regard to rights and obligations towards the association.

The founding members are those who participated in the establishment of INTERSOS by signing the relevant deed.

Honorary members are people who have participated with relevant acts in the development of INTERSOS and its activities and in the dissemination and defence of its humanitarian principles. Appointment as honorary member is resolved by the Board of Directors on substantiated proposal of the President.

4.2.3. The request for admission, submitted by the interested party to the President, is decided by simple majority by the Board of Directors. The resolution is communicated to the interested party and noted in the Register of Members.

The possible rejection of the Board of Directors towards the aspiring member must be motivated by a resolution, within ninety days, and communicated to the interested party, involving the return of any fee paid. In this case, the applicant may, within sixty days from the communication of the rejection resolution, appeal to the Board of Arbitrators, whose decision is final. The decisions of the Board of Directors and the pronouncement of the Board of Arbitrators are communicated in writing to the interested party.

4.2.4. Members are required to pay an annual membership fee, the amount of which is determined

by the Board of Directors. The member who resigns or who in any case ceases to be part of the association for any reason, is required to pay the fee for the entire calendar year in progress.

4.2.5. Membership status is non-transferable, and the membership fee cannot be revalued; members and their heirs have no rights to the assets of the association, at any time and for any reason. Membership status is permanent and can be terminated only in the cases provided for in point 4.4.

4.3. Rights and obligations of members

4.3.1. All members have the same rights and obligations:

- a) to attend the Assembly with voting rights;
- b) to be elected to Association positions;
- c) to contribute, according to their possibilities and competences, to the pursuit of the aims and objectives of the association;
- d) to respect the statutory powers and the decisions taken by the association bodies, while recognising the free and voluntary nature of membership of the association;
- e) to pay the annual membership fee;
- f) to examine the books of the Association.

The right to vote in the Assembly is attributed to members who have been registered in the Register of Members for at least three months.

4.3.2. Members have the right to examine the books of the Association pursuant to Legislative Decree 117/2017 by submitting a written request to the Director General who shall grant the exercise of this right within a maximum of thirty days at the registered office.

4.4. Loss of membership

Membership shall be lost or cancelled by:

- a) a written cancellation notice to the President;
- b) exclusion decided by the Assembly;
- c) death.

The exclusion will be decided by the Assembly, for serious reasons, including prolonged delay in payment, manifest disinterest or serious acts contrary to the purposes of the Association and the provisions of these Articles, loss of the requirements on the basis of which admission was granted.

The member must be notified of the exclusion decision within 30 (thirty) days from the date of the resolution. The Member concerned may appeal against the exclusion decision to the Board of Arbitrators within six months from the day on which the resolution was notified to him/her.

Article 5 - Assets and financial year

5.1. The assets are made up of: a) the initial assets of the Association, resulting from the Memorandum of Association; b) revenues, annuities, income and revenues however denominated.

5.2. The income of the association consists of:

- a) membership fees;
- b) contributions and financing provided to the association for the realization of its activities;
- c) donations and bequests, in cash or in kind, including testamentary ones, arranged in

- favour of the association;
- d) proceeds from subscriptions;
- e) income from activities in the general interest referred to in article 3, income from other activities, provided in accordance with the criteria and within the limits permitted by law;
- f) interest and gains on capital before being used;
- g) any other donation allowed by law;
- h) income from fundraising activities, including organised and ongoing fundraising activities, through solicitation to the public or through the sale or supply of goods or services of modest value using own and third party resources, including volunteers and employees, in compliance with the principles of truth, transparency and fairness in relations with supporters and the public in accordance with the law.

The association can be the owner of the buildings intended for the headquarters and operations, as well as all of what is necessary for the performance of its activities.

5.3. The financial year begins on 1 January and ends on 31 December of each year.

5.4. The assets are used for the performance of the statutory activity for the exclusive pursuit of civil, solidarity and social utility purposes.

5.5. It is forbidden to distribute, even indirectly, profits and operating surpluses, funds and reserves, however named, to its members, workers and collaborators, directors and other members of the corporate bodies, even in the case of withdrawal or any other hypothesis of individual dissolution of the association relationship.

Article 6 - Corporate Books and Financial Statements

6.1. The mandatory corporate books include:

1. the Register of Members;
2. the book of meetings minutes and resolutions of the meetings, in which the minutes drawn up by public deed must also be transcribed;
3. the book of meetings and resolutions of the Board of Directors, the Supervisory Body, the Board of Arbitrators and any other corporate bodies.

The books referred to in points 1 and 2 shall be kept by the administrative body. The books referred to in point 3 shall be kept by the body to which they refer.

6.2. Financial Statements must be prepared for each financial year and submitted to the Assembly for approval. The Financial Statements are made up of the balance sheet, the management report, with an indication of all income and expenses, and the mission report that illustrates the balance sheet items, the economic and management performance and the manner in which the statutory purposes are pursued. In the cases provided for and in compliance with the provisions of Legislative Decree 117/2017 and subsequent amendments and additions, the company's financial statements must be prepared and published on the INTERSOS website by 30 June each year.

Following the approval, the administrative body shall comply with the requirements of article 13 of Legislative Decree 117/2017.

Title II

BODIES AND ADMINISTRATION

Article 7 - Bodies

7.1. The Bodies of the Association are:

- a) the Assembly
- b) the Board of Directors
- c) the Supervisory Body
- d) the Board of Arbitrators

7.2. The deliberations of the Bodies of the Association are normally taken by the consensus-seeking method. Where this is not possible, the vote shall be taken by open vote and decisions shall be taken by a simple majority, unless otherwise provided for in these articles. By decision of the President and for matters of particular importance, voting may be by secret ballot.

Article 8 - Assembly

8.1. Assembly composition and meeting convocation.

8.1.1. All members regularly registered for at least three months in the Register of Members shall participate in the Assembly. Each Member has one vote; the right to vote belongs to the Members who are up-to-date with their fee payments.

8.1.2. The Assembly is convened in ordinary session at least once a year to approve the previous budget, for the possible renewal of the Association positions, to present the budget for the current year and to resolve on any further powers delegated to it. It is chaired by the President or, in case of absence or impediment, by the Deputy President or the most senior Director.

The Assembly is convened by the President of INTERSOS with a written notice of at least fifteen days prior to the meeting containing details of the agenda, as well as the day, time and place of the meeting, sent to the members at the address indicated in the Register of Members. The Board of Directors may provide for further modalities that it deems appropriate, including electronic forms and means, provided that all of them are with acknowledgement of receipt.

The Assembly may also be convened upon written request by at least one tenth of the Members or if the Board of Directors deems it necessary. In these cases, the President must convene it within twenty days of the request.

8.1.3. The Assembly may also meet by videoconference and audio-conference, provided that:

- the President and the Secretary of the meeting are present in the same place, who will draw up and sign the minutes; that the President of the meeting is allowed to ascertain the identity and legitimacy of those present, regulate the conduct of the meeting, ascertain and proclaim the results of the vote; that the person taking the minutes is allowed to adequately perceive the events of the meeting that are the subject of the minutes; that those present are allowed to participate in the discussion and vote simultaneously on the items on the agenda, as well as to view, receive or transmit documents;

- the notice of convocation (except in the case of a totalitarian assembly) shall indicate the audio and/or video places connected by the Association, where the participants may attend, as the meeting shall be deemed to have been held in the place where the President and the person taking the

minutes will be present. It is possible to derogate from the conditions required above, if the regulations or the interpretation of case law allow for the derogation of the conditions themselves.

8.2. Tasks of the Assembly

8.2.1. It is the responsibility of the Assembly, convened in ordinary session:

- a) to deliberate on the general course of life and activities to achieve the goals of the Association;
- b) to approve the annual budget and, where applicable, related report;
- c) to elect and dismiss the members of the Board of Directors;
- d) to appoint and remove the members of the Supervisory Body;
- e) to proceed with the appointment and removal of the members of the Board of Arbitrators;
- f) to approve the rules of the association on a proposal from the Board of Directors;
- g) to deliberate on liability claims against members of the Board of Directors, the Supervisory Body, the Board of Arbitrators and members of other corporate bodies, promoting such claims against them;
- h) to appoint and dismiss, where applicable, the person in charge of the statutory audit;
- i) to approve the rules for the proceedings of the meeting, if any;
- j) to deliberate on other matters pertaining to the management of the association, reserved to its competence by the present articles or by law or submitted to its examination by the Board of Directors;
- k) to deliberate on the exclusion of members;

8.2.2. It is the responsibility of the Assembly, convened in extraordinary session:

- a) to decide on any amendments to the articles of association;
- b) to decide on the dissolution of the association and appoint the liquidators;
- c) to decide on the transformation, merger or demerger of the association;
- d) to pass resolutions on matters which, by law or by the articles of association, do not fall within the competence of the Assembly convened in ordinary session.

If the Board of Directors deems it necessary, the extraordinary meeting shall be convened by the President within twenty days of the formal request of such Board.

8.3. Constitution and resolutions of the Assembly

8.3.1. In ordinary session the Assembly is validly constituted, on first call, with the presence of at least half of the membership. On second call, the meeting shall be valid whatever the number of participants. In both cases the resolutions are adopted by simple majority of the participants.

8.3.2. In extraordinary session the Assembly is valid with the participation of at least two thirds of the members and the favourable vote of the majority of the participants in case of modification of the articles of association. The dissolution of the association and the devolution of the assets requires the favourable vote of at least three quarters of the members.

8.3.3. The Assembly normally votes by a show of hands. Voting by internet connection or by correspondence as described in the regulation is permitted. On the President's decision and concerning topics of particular importance, vote may take place by secret ballot.

8.3.4. Each member is entitled to only one vote and may be represented by another member by

specific proxy. Each member may receive up to a maximum of two proxies.

8.3.5. The minutes of the meetings shall be transcribed, after their approval, in a special book to be adopted pursuant to article 6.1 of these Articles.

8.3.6. Resolutions bind all members even if absent, in disagreement or abstaining from voting, except for the right to withdraw. Resolutions contrary to the law and the articles of association may be annulled at the request of the bodies of the association, of any member or of the public prosecutor in accordance with the provisions in force and in accordance with article 23 of the Civil Code.

Article 9 - Board of Directors

9.1. Composition of the Board of Directors

9.1.1. The Board of Directors is composed by a number between a minimum of seven and a maximum of nine directors, including the Director General, the majority of whom is chosen among the natural persons of the association or indicated by the associated legal entities, in possession of the requirements of integrity, professionalism, independence, specified in the regulations, ensuring gender balance. They remain in office for four years and each member may be re-elected for a maximum of three consecutive terms. The Directors, within thirty days of being notified of their appointment, must apply for registration in the Single National Register of the Non-profit sector, indicating for each of them the name, surname, place and date of birth, domicile and citizenship, as well as who of them is in charge with the representation of the entity, specifying whether severally or jointly.

Directors are elected and dismissed by the Assembly by simple majority, except in the cases referred to in points 9.1.2 and 9.1.3. A director who, without justified reason, does not participate in three consecutive meetings of the Board of Directors lapses from the Board itself.

9.1.2. The Director General, appointed in accordance with the provisions of art. 14 of these Articles of Association, is a member of the Board of Directors by full rights. The founding members, if not already elected Directors, participate by right in the meetings of the Board of Directors with advisory and proactive powers.

9.1.3. In case of resignation or permanent impediment of a Director, the President shall replace him/her with the first member not elected in the ranking for the Board of Directors or, in his/her absence, he/she shall propose to the same Board the member with greater professionalism and demonstrated skills, whose mandate will last until the next meeting. In any case, the appointment of the majority of the Directors is reserved to the Assembly.

At the end of the four-year period, the Board of Directors remains in office until the new directors are elected.

9.1.4. Upon proposal of the President, the Board of Directors can avail itself of the support of other persons, also non-members, distinguished for their professionalism, experience and affirmation of humanitarian principles, to be permanently involved for the entire duration of the Board itself or from time to time with the role of experts and the function of providing opinions and suggestions, without the right to vote. There can be no more than two permanent experts.

9.2. 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 and is invested with the widest powers for the ordinary and extraordinary management of the Association.

The Board of Directors, in particular:

- a) approves the programme of annual and medium-term activities prepared by the Director General;
- b) appoints the President from among the members of the Board of Directors;
- c) examines the financial statements and the social report and submits them to the Assembly for approval;
- d) examines the financial statements during the year;
- e) decides on the life and activities of the association, including the crisis management process, if not delegated to other bodies;
- f) may appoint one or more Vice Presidents;
- g) may delegate its powers to an Executive Committee composed of three directors, to which it shall issue directives;
- h) proposes the rules of the association for approval by the Assembly;
- i) decides on the admission of members;
- j) sets the amount of the annual membership fee;
- k) punctually identifies activities other than those of general interest, provided they are secondary and instrumental to them, according to the criteria and within the limits allowed by law;
- l) deliberates on the types of expenses and voluntary activities for which reimbursement is allowed against self-certification.

9.3. Resolutions of the Board of Directors

9.3.1. The Board of Directors shall meet upon convocation by the President at least three times a year and whenever the President considers it appropriate, or at the written request of a third of the Directors or the Supervisory Body. Meetings of the Board of Directors shall be convened with a notice of at least fifteen days, shall be chaired by the President or, in his absence, by the Vice President or by another Director, and are properly constituted with the participation of the majority of the components, physically present, in telematic connection and by proxy. The convocation may take place in a manner that the Board of Directors shall deem appropriate, including electronic forms and means, provided that all of them are provided with acknowledgement of receipt. In the case of meetings carried out by telematic means, they are considered validly constituted upon the occurrence of the conditions indicated in art. 8.1.3.

9.3.2. Resolutions shall be adopted by majority vote of those present in accordance with the rules set out in the Regulation. In the case of a tie, the President's vote is decisive. The minutes of the meetings are transcribed, after their approval, in a special book adopted pursuant to article 6.1 above.

Article 10 - Executive Committee

The Board of Directors may delegate its powers to an Executive Committee composed of no more than three directors, in order to ensure greater agility to the administration of the association.

The relevant resolution shall define the content, limits, procedures for exercising the delegation and

the power to revoke it.

The Executive Committee takes particular care that the organisational, administrative and accounting structure is appropriate to the nature and size of INTERSOS and, when drawn up, examines its strategic and financial plans.

The Executive Committee shall report to the Board of Directors, at least every six months, and whenever requested, on the general performance of operations, its foreseeable evolution and the most important operations, also with reference to foreign offices.

Article 11 - Supervisory Body

11.1. The appointment of the supervisory body is mandatory when the requirements of the law are met. The Supervisory Body is composed of three standing members and two alternates, with requirements of integrity, professionalism and independence, appointed by the Assembly. All members are chosen from among the categories of persons referred to in art. 2397 of the Italian Civil Code and the aforesaid requirements must be met by at least one of the members. Article 2399 of the Italian Civil Code applies to the members.

11.2. The Supervisory Body has the task of:

- a) monitoring compliance with the law and the articles of association and respect for the principles of correct administration, also with reference to the provisions of Legislative Decree 231/2001, where applicable, as well as the adequacy of the organisational, administrative and accounting structure and its concrete functioning;
- b) submitting to the Assembly, at the end of each financial year, a report on the administrative-accounting and economic-financial performance;
- c) transmitting to the Board of Directors recommendations and indications considered appropriate for the correctness and transparency of the association's work and for the consistency of the activities with the statutory purposes;
- d) requesting, if deemed necessary, the convocation of the Board of Directors;
- e) highlighting to the Board of Directors the situations of conflict of interest in which the Director General may find himself and, if necessary, suggest to the Board any limitations of the powers provided for in article 14;
- f) monitoring compliance with civic, solidarity and social utility purposes, with particular regard to the provisions of Legislative Decree 117/2017 concerning the performance of activities of general interest and any secondary and instrumental activities, fundraising activities and prohibitions on the distribution of assets;
- g) certifying that the social report, where required by law, is prepared in accordance with the guidelines set out in the same Legislative Decree 117/2017;
- h) taking such other measures as may be required by law or these Articles of association.

It shall also exercise control over the accounts if no person is appointed to carry out the statutory audit or if one of its members is a statutory auditor entered in the appropriate register.

11.3. The Supervisory Body remains in office for three years and its members may be reconfirmed for a maximum of three consecutive terms. Each member may be revoked by the Assembly only for just cause.

11.4. The members of the Supervisory Body participate by right in the meetings of the Board of Directors and of the Assembly in which matters of economic-financial value are to be discussed but

may also be invited to other meetings.

Article 12 - The President

The President of the association is appointed by the Board of Directors. S/He remains in office for four years and can be elected for no more than three consecutive terms. In case of absence or impediment, his/her duties are carried out by the Vice President.

The President:

- a) ensures the consistency of the association's activities with the statutory purposes and provides for what is not delegated by these articles to other bodies;
- b) exercises the function of guidance and supervision, in accordance with the statutory purposes and as established by the Assembly and the Board of Directors;
- c) is responsible, with the Director General, for relations with institutions, bodies, national, European and international organizations;
- d) convenes and chairs the Assembly;
- e) convenes and chairs the Board of Directors;
- f) may delegate to a Vice President, in agreement with the Director General, specific tasks relating to point c) of this Article.

Article 13 - The Vice President

One or two Vice Presidents may be appointed by the Board of Directors according to the needs of the association.

The Vice President shall hold office for four years and may be reappointed for a further two terms. 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, in case of impediment, in each of the powers provided for in article 12 and not attributed to others by this Articles.

Article 14 - The Director General

14.1. The Director General of INTERSOS is appointed by the members of the Board of Directors who have already been elected by the Assembly in accordance with art. 9.1 of these Articles. The Director General is chosen on the basis of the verification of the necessary qualities and skills and of the requirements of integrity, professionalism and independence referred to in article 9, also among people outside the association. With his/her appointment, the Director General becomes a full member of the same Board of Directors.

The Director General remains in office for four years and may be reconfirmed for no more than three consecutive terms, unless resolved by the Assembly on a reasoned proposal from the Board of Directors for a further term of less than four years.

The Board of Directors grants the Director General the delegation of the powers provided for in these Articles of Association, deciding on any limitations. In the resolutions of the Board of Directors, the Director General shall abstain with regard to financial statements, periodic reports, his/her own remuneration and any possible conflict of interest situation.

14.2. The Director General:

- a) is the legal representative of the association;
- b) manages the activities of the association, coordinates its initiatives and defines the responsibilities of the operational offices;
- c) implements the resolutions of the Board of Directors and responds to it;
- d) signs all acts of ordinary and extraordinary administration, except for limitations decided by the Board of Directors;
- e) submits the annual financial statements to the Board of Directors for approval by the Assembly;
- f) is responsible, with the President, for relations with national, European and international institutions, bodies and organisations;
- g) defines the organisational structure;
- h) grants to the Association the needed performances by employees, collaborators and volunteers and directs their activities.

14.3. The Director General shall appoint a Deputy Director General. This appointment is ratified by the Board of Directors. The Deputy Director General performs the functions delegated to him/her by the Director General, including his/her replacement in case of prolonged absence, as outlined in the regulations.

14.4. The Director General may also appoint, in support of his or her activities and within the limits of the powers he or she intends to delegate, one or more Directors responsible for specific departments. He may also grant mandates with representation to third parties with specific requirements identified in the regulation. The Director General chairs the management committee composed of the Deputy Director General and the Directors of the specific departments.

Article 15 - The Statutory Audit

If the Supervisory Body does not exercise control over the accounts and if the requirements of the Law are met, the Association must appoint a statutory auditor or an auditing firm registered in the appropriate register.

The statutory audit is carried out, in the cases provided for by Legislative Decree no. 117/2017, by a Statutory Auditor or an auditing firm registered in the appropriate register. The appointment is conferred by the Assembly, which also establishes the remuneration and duration.

Article 16 - The Board of Arbitrators

16.1. The Board of Arbitrators referred to in Article 7.1 is composed of three members appointed by the Assembly, who designate the President of the Board from among themselves. The office of member of the Board of Arbitrators is incompatible with any other office within the bodies of the association. For the exercise of their functions, the Arbitrators are not entitled to any compensation, without prejudice to the reimbursement of any expenses incurred in the performance of their duties.

16.2. The Board of Arbitrators is entrusted with the task of working for the settlement and resolution of any dispute arising between the bodies of the association and within the framework of relations between the association and the operational structure, as well as the powers provided for in article 4.2.3.

16.3. In the exercise of its powers, the Board of Arbitrators shall judge without procedural formalities

and with freedom of form, in compliance with the rules of the adversarial procedure and the principles of impartiality, equal treatment and good faith. The Board of Arbitrators adopts its decisions by majority vote, stating its reasons and recording them in the book provided for in article 6.1.

16.4. The Board of Arbitrators shall establish the rules to which it must adhere in the exercise of its functions and may avail itself of the assistance and collaboration of the Director General referred to in article 14, giving him/her the appropriate instructions.

Article 17 - Technical and Scientific Committee

17.1. A Technical and Scientific Committee may be set up to provide scientific and technical support to the association in relation to the aims and activities referred to in articles 2 and 3 above, the functioning of which is regulated in the Regulation.

17.2. The members of the Technical and Scientific Committee are appointed by the Board of Directors among Italian or foreign personalities of recognized prestige and independence, distinguished for their competence and professionalism in cultural fields and activities similar to those of the association.

17.3. The Board of Directors establishes the number of members, the duration, the in-depth study and the suggestions requested from the members of the Technical and Scientific Committee, who have no responsibility in the other bodies referred to in article 7.

17.4. The Technical and Scientific Committee shall appoint one or more coordinators from among its members, who shall maintain relations with the President. It shall be convened by the President at least once a year. The members of the Technical and Scientific Committee shall work free of charge.

Article 18 - INTERSOS Committees

18.1. Peripheral support groups may be set up called INTERSOS Committees which, sharing the values and aims of the association, commit themselves to supporting the Association activities and to mobilize and awaken their environment.

18.2. The Territorial Committees:

- a. are established upon recommendation and guarantee of at least two members or a director referred to in article 14.4 above;
- b. are appointed by resolution of the Board of Directors on the proposal of the Director General;
- c. are committed to spreading in their own reality the values of solidarity, attention to the most vulnerable, awareness of humanitarian duty and the action of INTERSOS;
- d. are obliged to define the activities to be supported annually, devolving to the association the sums collected and allocated for this purpose, and to submit reports at least every six months on their activities to the Director General, who will inform the Board of Directors;
- e. can be members of the association and participate in the assembly with only one representative.

18.3. The Board of Directors, in order to grant and confirm the recognition of the Committee, may

proceed to verification inspections.

18.4. The relationship between the Committees and the association is regulated by a specific regulation approved by the Board of Directors.

18.5. The Board of Directors may decide the dissolution of a Territorial Committee in case of non-application of the specific regulation.

Article 19 - Gratuities and remunerations for offices

The functions and any other role provided for in these Articles of Association are generally carried out in a spirit of solidarity and as a voluntary contribution and, as such, free of charge, except for the reimbursement of expenses admitted and actually incurred.

The association may also pay those who, even if they are members, are called upon to carry out employed activities, even with managerial and representative roles that require significant and continuous commitment, or assessment and control tasks, subject to compliance with the provisions of the law on the indirect distribution of profits pursuant to Legislative Decree 117/2017.

Title III

FINAL DISPOSITIONS

Article 20 - Duration of INTERSOS

The duration of the association is open-ended. The dissolution may be decided by the Assembly in the manners specifically provided for such an eventuality by article 8 of the current Articles.

The same Assembly will appoint one or more liquidators.

Article 21 - Dissolution and devolution

In the event of extinction or dissolution, after the liquidation of all liabilities and pending liabilities, the residual assets will be devolved by the liquidators, subject to the positive opinion of the Office of the Single National Registry of the Non-profit sector, from when it becomes operational, and unless otherwise required by law, to other Non-profit entities with similar purposes according to the provisions of the competent association body or in the absence thereof to the Fondazione Italia Sociale.

Article 22 - Reference

The association is governed by these Articles of association and, for anything not expressly provided for, reference is made to the provisions of Legislative Decree no. 117 of 3 July 2017 (Non-profit Code) and subsequent amendments and additions, and as compatible, to the Italian Civil Code as well as any other relevant regulations also related to its activities and sectors.

Article 23 - Entry into force and transitional rules

These Articles of association shall enter into force with the approval of the Assembly.

Transitional rules

The entry into force of the rules incompatible with the provisions for the Onlus (non-profit organisation) dictated according to art. 10 and following of Legislative Decree 460/1997 is deferred to the date of abrogation of the Onlus discipline according to the provisions of art. 104 paragraph 2 of Legislative Decree 117/2017 and subsequent amendments and integrations and therefore until that moment the following clauses will also apply to the ONLUS:

- it is forbidden to distribute, even indirectly, profits and operating surpluses as well as funds, reserves or capital, during the life of the entity, unless the destination or distribution is required by law, or is made in favour of other non-profit organisations of social utility that by law, articles of association or regulation are part of the same unitary structure;
- it is compulsory to use the profits or surpluses to carry out institutional and directly related activities;
- in case of dissolution of the Association, for any reason, the assets will be devolved to another non-profit organization of social utility or for public utility purposes, after consultation with the Supervisory Body referred to in article 3, paragraph 190, of Law no. 662 of 23 December 1996, unless otherwise required by law.

In particular, until the term referred to in article 104, second paragraph, of Legislative Decree 117/2017 comes into effect, pursuant to article 102, second paragraph, letter a) of the same Legislative Decree 117/2017 (Non-profit Code), the provisions of article 10 of Legislative Decree 460/1997 shall apply to the Association.

Any reference to the Single National Register of the Non-profit sector and the name "Ente del Terzo Settore" is suspended until RUNTS becomes operational.

The current corporate bodies will remain in office until the next Assembly in ordinary session.