

MEDICI PER I DIRITTI UMANI ONLUS
Statute of The Association Medici per i Diritti Umani

NAME, REGISTERED OFFICE AND DURATION

Art. 1 - The Association bearing the name “Medici per i Diritti Umani” (or its abbreviation MEDU) Onlus is legally constituted.

With the approval of the present Statute, “Medici per i Diritti Umani” adopts the legal status of Association in accordance with Art. 14 of the Italian Civil Law.

MEDU shall use the acronym “ONLUS” (Not for Profit Organization of Social Utility- n.d.t.) in all its logos or communications addressing the broader audience.

Art. 2 - The Association’s legal headquarters are located in Rome, 1325 Via Tiburtina, 00131. The Association conducts its institutional activities from its national head office and local offices. Only the Board of Directors (hereafter BoD) shall be entitled to establish new local offices.

Art. 3 - The Association shall be of unlimited duration except in the event of dissolution ruled by an extraordinary meeting of the General Assembly.

MISSION OF MEDU

Art. 4 - MEDU is committed to delivering and providing access to health-care solely on humanitarian grounds to vulnerable and marginalized populations, both in Italy and abroad, in order to ensure their physical, mental and social welfare.

Besides assisting disaster victims of natural catastrophes or conflicts, MEDU shall bears witness and specifically denounce the violations of rights to health care and more generally violations of human rights, whatever the context MEDU operates in.

The Association is a non-denominational, no-partisan organization, and shall not engage in any for-profit activity, whether direct or indirect nor in any institutional activities other those listed above and clearly related to its mission. Any proceeds, including those generated from the Association’s extra economic activities or other form of self -financing programs, are to be used for the advancement of the Association’s above mentioned mission.

Any kind of distribution (including indirect forms) of profits, surplus, funds, reserves or capital, during Association’s lifetime is strictly prohibited, unless required by law or made in favour of other non-profit organizations that by law, statute or regulation, are part of the same single structure.

Art. 5 - To achieve above mentioned objectives, the Association is committed to:

- delivering health assistance to the most vulnerable people in crisis areas;
 - promoting the voluntary work of doctors and other health professionals as well as citizens and experts whose professional skills are indispensable for MEDU’s actions;
 - opening up, within civil society, opportunities to discuss and promote the rights to healthcare for all and to other human rights;
 - supporting international aid projects which empower local partners and allow people to take control of their own development;
 - carrying out information, awareness and training activities, both nationally and internationally, in order to promote understanding and awareness of health rights and more generally of human rights;
 - conducting the screening and training of volunteers. MEDU also carries out studies and research and organizes workshops, seminars and conferences related to topics relevant to the Association;
- MEDU reserves the right to perform any activity conducive to achieving the aforementioned goals. Using the medical practice as its basis, and asserting its total independence, the Association:
- ascertains the crisis risks and threats to health and to the dignity of people to help take preventive measures;
 - seeks out cooperation with other partners for humanitarian projects beyond the field of health;
 - denounces and bears witness to the violations of human rights and, in particular, exclusion from the right to health;
 - develops new approaches and practices in public health, based on human dignity and cultural diversity;
 - commits itself to maintaining a relationship of total transparency with its donors.

STRUCTURE

Art. 6 - Unless otherwise stated, all activities of the Association “Medici per i Diritti Umani” will be carried out from the national headquarters, and planned and directed by the BoD.

A resolution of the BoD may provide for the creation of local operational offices and establish their affiliation to the National Headquarters in order to facilitate regional, local and international activities and projects of local associate groups and to help spread the Association’s presence across the country.

The local offices consist of groups of members and/or supporters who, in close collaboration with the organization, contribute to the achievement of the Association’ mission following specific regulations previously approved by BoD.

ASSOCIATION MEMBERS

ACTIVE MEMBERS

Art. 8 - The Association is composed by members who carry out the goals Association. Upon request, the BoD shall decide on the admission of new members.

Art. 9 - All active members have equal rights and duties and, specifically, they hold the same right to vote in all ordinary and extraordinary Assembly meetings and enjoy both active and passive suffrage.

Active members are individuals who offer their professional services or any service to operations organized by the Association for a minimum of 80 hours per year, as well as individuals who have joined a humanitarian mission on behalf of Medici per i Diritti Umani or of any of the Associations that are part of the International Federation of Health and Human Rights Organisations.

All associates shall pay the annual membership fee set each year by the BoD.

The membership admission request, addressed to the President, must be presented and signed by two members with at least 1 year’s seniority.

The application must include all information on services rendered to the Association as mentioned above.

Appeals against a rejection by the Bod which must motivate its negative decision, can be filed at the first Assembly meeting to be held after the BoD’s decision.

HONORARY MEMBERSHIP

Art. 10 - The BoD can award an Honorary membership to individuals for meritorious services rendered to the Association; such membership grants the right to vote and to be voted in Assembly meetings.

CONTRIBUTING MEMBERS

Art. 11 - Contributing members are those who sustain the Association operations financially but do not contribute with professional service. Contributions are set at least 5 times the cost of an annual membership fee.

Contributing members can attend the Members Assembly but do not hold the right to vote.

Finally individuals who work to promote the goals of the association, will be awarded with a “Friends of Medici per i Diritti Umani” recognition even if they are not members or contributors.

MEMBERSHIP RIGHTS AND DUTIES

Art. 12 - Active and honorary members are bound to:

- a) pay annual membership dues in accordance with rules prescribed by the BoD. Failure to comply will result in the cancellation of their membership;
- b) comply with statute, the regulations and the provisions legally adopted by the Assembly and the BoD and honour all commitments made to the Association;
- c) adopt a conduct consistent with the goals and the spirit of the Association.

RESIGNATION AND REMOVAL PROCEEDINGS OF MEMBERS

Art. 13 – Memberships are not transferable and may be revoked for the following reasons:

- a) Notice of voluntary resignation must be tendered in writing at least three months before the end of the financial year. Failure to comply will result in members being required to pay dues for the following financial year;
- b) Forfeiture announced by the General Assembly upon recommendation of the BoD due to loss of requirements on which the admission was based;
- c) Exclusion ruled by the General Assembly under art.14, on the grounds of verified incompatibility or failure to meet the obligations detailed under section b) and c) of art. 12;
- d) A member's death.

Art. 14 – A member can be expelled for conduct proven to be contrary to the purpose and the spirit of the Association.

In this event, the BoD will examine the circumstantial evidence surrounding the case and rule by absolute majority and secret ballot to provisionally suspend the member. The matter will then be referred to the Board of Arbitrators, if there is one in place, or otherwise to the General Assembly.

If appointed, the Board of Arbitrators has 60 days to pronounce its motivated ruling and to submit it to the General Assembly for a final decision. In any case, according to art. 24 of the Italian Civil Law, it is up to the Assembly to deliberate upon the exclusion.

The exclusion will have immediate effect and the member whose membership ended shall not be entitled to any of the Association's assets nor any reimbursement of its Membership fees.

GOVERNANCE STRUCTURE

Art. 15 - The Association Bodies are:

- a) the General Assembly;
- b) the Board of Directors;
- c) the Board of Auditors, if appointed;
- d) the Board of Arbitrators, if appointed.

GENERAL ASSEMBLY OF MEMBERS

Art. 16 - The General Assembly is composed of all of MEDU's members. Within the Assembly the right to vote is assigned to all active and meritorious members who have fulfilled their annual membership obligations. The Assembly sets the general guidelines for the advancement of the Association's purposes. Assembly meetings can be ordinary or extraordinary.

Ordinary meetings of the General Assembly must be convened by the Board of Directors at least once a year, within 5 months after the end of the financial year in order to approve the financial statements of the previous year and the budget for the current year.

The BoD presents the activity report for the year to the Assembly which then approves the report, the financial statements and the budget.

An extraordinary session of the General Assembly may also be called to debate special agendas as provided for by art. 19 and 31. It can be convened both by the BoD or by the President or any time the Board of Auditors requests it or upon the request of at least one tenth (1/10) of the voting members.

In this event, the Assembly shall meet within 30 days from the date of the call to deliberate on the issues raised.

Art. 17 - To convene a General Assembly Meeting, a notice shall be mailed (or sent by electronic means) by the Secretary to each member no less than twenty days prior to the date of the meeting.

The notification shall state the date and place of the Assembly as well as the list of points to be discussed at the meeting.

Members who cannot take part in the Assembly shall designate in writing another member as their proxy. However no individual member may hold more than 2 proxies.

Art. 18 - In ordinary session, to constitute a valid Meeting and for any resolution to be passed, a quorum of at least fifty per cent of the Members plus one is required on first call. On second call, which can take place

30 minutes after the first call, no quorum is required in order to constitute a valid Meeting, regardless of the number of members participating.

In extraordinary session, on first call, a quorum of 2/3 (two thirds) of voting members constitutes a valid meeting. On second call, which can take place 30 minutes after the first call, the number of voting members must be at least equal to the number of Board of Directors plus one.

Both the ordinary and extraordinary Assembly deliberate by absolute majority of members present or proxy-represented members, except for provisions made by art. 19 and 31.

The Assembly is presided by the President, or by the Vice-President if the President is absent, who appoints a Secretary to record the meeting - minutes. The President or a member delegated by him, shall be responsible for ascertaining the validity of proxies and in general the right to attend and vote at the meeting.

The Secretary shall draw up and sign, together with the President, the minutes of the meetings.

Voting shall be done by show of hand or by secret ballot when requested by one third of the attending voting members.

Art. 19 - Any amendments to the Statute or to the regulation, suggested by the BoD or by at least one tenth of the voting members, as well as approval of the new regulation, shall require a quorum of at least one third of the voting members and that 2/3 (two thirds) of those attending vote in favour.

BOARD OF DIRECTORS

Art. 20 - The BoD is composed by a minimum of 5 (five) to a maximum of 9 (nine) members elected from among all the voting members. Members who are part of governing bodies of other humanitarian organizations are not eligible.

The BoD can request the support of technicians or experts, expressively inviting them to take part in Board meetings as consultants.

The Coordinator General participates to Board meetings with a strictly advisory role.

The BoD is elected by the General Assembly of members. Each Board members shall serve a term of 3 (three) years and can be re- elected. In the event of a Board of Director member being removed during the financial year, the Board of Directors may at its discretion co-opt a replacement to the board to serve until the next Assembly meeting.

Art. 21 - The BoD shall elect a President, a Vice-President, a Treasurer, and a Secretary from among its members. All positions are elected and members exercise their activities within the Association for free except for reimbursement of expenses incurred in connection with such duties or other special assignments previously approved by the BoD and duly documented.

Art. 22 - The BoD shall hold at least one regular meeting every three months upon the request of the President or, if requested by a minimum of one third (1/3) of the Board members.

In the absence of a regular call to convene, the BoD is quorate when all its members are present.

Usually the meetings are called upon a notice of at least seven days.

Meetings of the BoD are valid when they are attended by the majority of the incumbent Board Members and when presided by the President assisted by the Secretary, or in his absence by the Vice President or in the absence of both by whoever may have been appointed by attending members.

Resolutions are passed by an absolute majority of votes of those present. In the event of equal ballot the vote of the President prevails.

Minutes of the meeting shall be drawn up and signed both by the Secretary and the President.

Board members unable to attend three consecutive meetings without good cause shall be dismissed by the Board.

Art. 23 - Following the guidelines set by the General Assembly, the BoD is assigned full powers for the ordinary and extraordinary management of the Association, the promotion and the planning of all activities as well as the delivery and distribution of the Association's resources for the achievement of the objectives described in the present statute.

The BoD can temporarily delegate part of its powers to one or more of its members. The BoD shall designate the Coordinator General of the operational unit.

The BoD determines the amount to be paid as annual membership fee each year and examines the annual financial statement and the provisional balance sheet drawn up by the Treasurer together with the Coordinator General. The financial statement must be drawn to reveal in detail all assets, contributions and legacies received and all expenditures detailed by components and analytical entries. The financial year

shall coincide with the solar year. Profits or surpluses shall be used to carry out institutional activities or other ones clearly related to these.

In observance of Italian decree law comma 6 art.10 of 4/12/1997, n.460, any kind of distribution (including indirect forms) of profits, surpluses, funds, reserves or capital, during Association's lifetime is strictly prohibited, unless required or authorized by law or made in favour of other non-profit organizations that by law, statute or regulation, are part of the same single structure.

Art. 24 - The President shall be the legal representative of the association before third parties or in judicial procedures.

The President's duties include:

- a) convening and chairing the General Assembly both during ordinary and extraordinary sessions;
- b) convening, chairing and directing the BoD;
- c) after conferring with the BoD, the President shall draw up the annual report on the Association's situation and activities to be presented to the General Assembly.

In case of absence or incapacity the President, the Vice President shall perform the duties of the President.

Art. 25 - Members of the BoD who have assumed the function of Treasurer and Secretary shall have the following duties:

Treasurer: he is in charge of the management of the Association's funds, draws up the balance sheet and the budget together with the Coordinator General, and presents the financial report to the Assembly; he coordinates fund-raising campaigns if nobody has been appointed to this function, he collects and checks financial documents from all local offices and alerts the BoD in case of irregularities.

Secretary: he sets up the agenda for the meetings of the BoD meetings, is responsible for the drafting of the meetings minutes.

The BoD has the power to nominate among its members, and possibly among co-opted members, individuals in charge of planning new activities or setting up projects.

BOARD OF AUDITORS

Art. 26 - The General Assembly can elect three members as Auditors for three years who shall be in charge of all the Association's accounts and balances sheets.

The Auditors Board monitors the compliance to relevant Italian national laws before the Association and any third party.

The Auditors Board reports directly before the General Assembly.

ARBITRATORS BOARD

Art. 27 - If necessary, the General Assembly elects three members for a period of three years to jointly oversee that member's conduct is in keeping with the spirit or purpose of the Association. Arbitrators usually report in writing to the BoD. Arbitrators also stand as guarantors who ensure compliance to the general internal regulations of the Association.

COORDINATOR GENERAL

Art. 28 - In accordance to General Assembly and BoD resolutions, the Coordinator General is in charge of coordinating activities, supervising the Administration and managing human resources for the Association as prescribed by the BoD.

The Coordinator General - jointly with the Treasurer whenever expenditure is involved - draws and presents to the BoD proposals for activities, projects and other initiatives and deals with the hiring of personnel and consultants.

The Coordinator General is in charge of cash and manages operating expenditure, according to the provisions laid down by the annual provisional budget and to the resolutions adopted by the BoD.

The Coordinator General assists the President, the Board of Directors and the Treasurer in carrying out resolutions made by the Association. He is also responsible for the drawing up of a balance sheet and a budget, the drafting of an annual budget on the activities of the Association and the management of the assets.

The Coordinator General, jointly with the President and the Treasurer, can take emergency measures and inform the Board of Directors at the earliest meeting.

FINANCE AND ASSETS

Art. 29 - The Association's assets will consist of the following:

- a) assets listed in the capital asset register at the founding of the Association;
- b) annual membership fees;
- c) members' dues, and all ordinary and/or extraordinary contributions, and/or any other kind of donation, disbursement, legacy and public and private subsidies as well as any other asset which may become the property of the Association;
- d) any other income resulting from residual business activities.

FINAL PROVISIONS

Art. 30 - The financial year shall start on January 1st and end on December 31st. At the end of each financial year, the BoD is required to draw up a Corporate Annual Report, detailing all assets, donations and legacies received by the Association.

The report must be delivered at the Head Office at least 15 (fifteen) days before the date set for the General Assembly meeting, and must be approved according to the rules established for passing resolutions in an ordinary Assembly session.

Art. 31 - In observance of art. 21 of the Italian Civil Law, the Association can be dissolved and its assets disposed of only by decision of the General Assembly with the favourable vote of at least three fourths of the attending members.

In the event of dissolution, the Association's assets shall be donated to other Associations, Agencies, national and international Organizations, Institutions or Entities that operate in fields with a similar scope. No refund to members is permitted, unless for a different purpose required by law .

The Control Agency shall rule on the matter following provisions made by Italian civil law 662/96, art. 3, para 190.

In any case distribution of profits or reserves to associates is strictly prohibited, these shall instead be entirely employed to achieve the mission set by the statute.

Art. 32 - The BoD may draw up a set of regulations to define the modus operandi of the Association and its members.

Art. 33 - Provisions of Italian Civil Law apply for all further matters not covered by this Statute.