

# **STATUTE OF THE "EUROPEAN FEDERATION FOR ORGAN DONATION"**

## **TITLE I - GENERAL PROVISIONS**

### **ARTICLE 1 - CONSTITUTION, DURATION AND REGISTERED OFFICE**

The Association named EFOD (European Federation for Organ Donation), hereinafter referred to simply as the Federation, is set up between private or public entities, in favour of voluntary donation, post-mortem, anonymous and free donation of organs, tissues and cells for the purpose of therapeutic transplantation.

The Federation uses the acronym "EFOD".

The Federation is established for an unlimited period of time.

The Federation establishes its headquarters in Via Cola di Rienzo, 243, Rome.

The Federation may establish secondary offices in Italy or abroad. The organization and operation of the secondary offices, hereinafter simply sections, will be governed by specific Regulations.

### **ARTICLE 2 – PURPOSE**

The Federation pursues non-profit purposes of solidarity and social utility.

In particular, the Federation:

- 1) promotes the culture of organ, tissue and cell donation among the European citizens, based on the principle of social solidarity;
- 2) promotes the awareness of lifestyles aimed at preventing the onset of pathologies that may require organ transplantation as a therapy among the European citizens;
- 3) promotes, also through its associated bodies, the collection of declarations of intention in favour of the post-mortem donation of post-organs, tissues and cells.

In order to achieve its goals, the Federation can be converted into a Foundation, following a resolution of the competent Assembly.

### **ARTICLE 3 – ACTIVITIES**

In order to achieve its goals, The Federation can, by way of example and not limited to:

- a) promote awareness and permanent information campaigns among the European citizens;
- b) establish relationships and collaborations with European and international public and private entities, in particular with the European institutions;
- c) carry out information activities in matters within its competence;
- d) promote and participate in training, information and awareness-raising activities and support for scientific research in the field of removal and transplantation of organs, tissues and cells.
- e) promote awareness of its purposes and activities through the press and multimedia material;
- f) promote the simplification of the necessary formalities for the execution of the will of all those who are in favour of the post-mortem donation of organs, tissues and cells;
- g) carry out updating and training activities for the members of the associated bodies to promote the culture of organ, tissue and cell donation;
- h) carry out fundraising activities on a structured and continuous basis, in compliance with the principles of truth, transparency and fairness.

Lastly, in order to finance its activities of general interest, the Federation may carry out fundraising activities and initiatives also through the request to third parties for bequests, donations and contributions of non-monetary nature, namely on a structured and continuous basis, as well as through the solicitation to the public, the supply or provision of goods or services of modest value.

## **TITLE II - MEMBERS**

### **ARTICLE 3 – ADMISSION**

Members of the Federation are private or public legal entities based in the European Union acting in the same sectors as the Federation.

Membership of the Federation is possible only for the lead body at the national level.

Each body actively participates in the associational life of the Federation through its pro tempore legal representative or a delegate. Those who intend to join the Federation must make explicit request to the Board of Directors and state that they share the same aims and commitment to approve and observe the Statute and any Regulations.

The Board of Directors must decide on all the applications for admission within a non-extendable period of ninety (90) days from the receipt thereof, after which the application is deemed approved.

### **ARTICLE 4 - MEMBERSHIP AND VOLUNTARY ACTIVITIES.**

Membership of the Federation is for an unlimited period of time and cannot be arranged for a temporary period, without

prejudice in any case to the right of withdrawal and excluding any further charges accruing to the outgoing Member.

Membership of the Federation gives each Member the right to vote.

Among the members there is a uniform discipline of the associative relationship and of the associative modalities. Any restrictions on participation in the life of the association are expressly excluded; every Member is entitled to the active and passive electorate.

In carrying out its activities, the Federation mainly makes use of the voluntary activity of those individuals belonging to the Member bodies, registered in the relevant Register.

#### ARTICLE 5 - LOSS OF MEMBERSHIP

Membership is lost by dissolution, withdrawal or exclusion according to the rules of this Statute.

Anyone who joins the Federation can communicate in writing to the Board of Directors his/her intention to withdraw from the list of participants in the Federation at any time.

The Member who violates the statutory or regulatory provisions or the resolutions of the associative bodies, or in case of other serious reasons, can be excluded with a motivated resolution of the Board of Directors.

The resolution is communicated to the interested party within sixty (60) days of its adoption and recorded in the Register of Members.

In case the excluded person does not agree with the reasons for the exclusion, he/she may apply to the Arbitration Committee as stated in this Statute within sixty (60) days of the communication of the resolution; in this case the effectiveness of the exclusion resolution is suspended until judgement has been given by the Committee.

### TITLE III - BODIES

#### ARTICLE 6 – THE BODIES OF THE FEDERATION

The bodies of the Federation include:

- a) the Assembly;
- b) the Board of Directors;
- c) the Spokesperson;

#### ART. 7 - COMPOSITION OF THE ASSEMBLY

The Assembly is composed of all the members of the Federation and is the sovereign body of the same.

All those who have been enrolled for at least three (3) months in the Register of Members have the right to vote in the Assembly.

Each member is entitled to one vote.

The Assembly is chaired by the Spokesperson or, in his/her absence, by a Member appointed by the Assembly.

The Spokesperson is assisted by the Secretary or, in his/her absence, by a member appointed by the Spokesperson for the entire duration of the Assembly.

Minutes shall be drafted for each Assembly and signed by the Spokesperson and the Secretary of the Assembly.

#### ARTICLE 8 – CONVENING OF MEETINGS

The Assembly shall meet upon convocation by the Spokesperson at least once a year by the end of April for the approval of the final balance sheet and the provisional budget.

The Assembly is convened by the Spokesperson, without formal obligations, so long as the announcement is made by appropriate means at least ten days prior to the date set for the meeting.

The notice shall contain an indication of the place, day and time of the meeting, both first and second calling, and the agenda to be discussed.

The Assembly must also be convened upon a reasoned and signed request by at least one tenth of the Members.

The Assembly can also meet in a different place from the headquarters, provided it is in Italy, or also by means of telecommunication, according to what will be established in the specific Regulations, provided that it is possible to verify the identity of the participating and voting member.

#### ARTICLE 9 - ORDINARY GENERAL MEETING

The Assembly convened in ordinary session is responsible for:

- a) the election and dismissal of the Board of Directors;
- b) the determination of the general guidelines of the Federation's activity;
- c) the approval of any Regulations governing the organization and functioning of the Federation, including the assembly work, as well as the organization and functioning of the Sections;
- d) the approval of the final balance sheet and the provisional budget;
- e) any other matters delegated by subject, law or Statute to the competence of the Ordinary General Meeting.

The Ordinary General Meeting is regularly constituted, on first call, with the presence of at least half of the Members, in person or by proxy and, on second call, whatever the number of Members in person or by proxy.

The Assembly, both in first and second call, adopts resolutions by a majority of the Members (in person or by proxy).

Each Member can represent up to a maximum of three Members, within the limits of the law.

## ARTICLE 10 – EXTRAORDINARY GENERAL MEETING

The Assembly convened in an extraordinary session is responsible for:

- a. the amendment of the memorandum and articles of association;
- b. the dissolution, transformation, merger or demerger of the Federation;
- c. the transfer of the assets;
- d. the resolution on the responsibility of the components of the governance bodies and on the eventual promotion of liability action against them.

The Extraordinary General Meeting is validly constituted on first call with the presence of at least two thirds of the Members, in person or by proxy, and validly adopts resolutions with the favourable vote of at least half of the Members in person or by proxy.

The Extraordinary General Meeting is validly constituted on second call with the presence of at least half of the Members, in person or by proxy, and adopts resolutions with the favourable vote of the majority of the Members in person or by proxy.

The dissolution of the Federation and the devolution of the residual assets following the liquidation are resolved by the Extraordinary Assembly by a majority of three quarters of the Members in both first and second call.

Each Member can represent up to a maximum of three Members, within the limits of the law.

## ARTICLE 11 – THE BOARD OF DIRECTORS

The Federation is administered by a Board of Directors consisting of three to nine members elected by the Assembly. The members of the Board of Directors are elected to a three-year term of office and may be re-elected and cease with the approval of the final balance sheet relating to the last fiscal year of their term of office.

The Board elects the Spokesperson, the Vice President and the Secretary among its members.

All corporate offices are costless, except for the reimbursement of expenses actually incurred and documented for the activity performed to carry out the aforementioned office, under the conditions and within the limits laid down by the specific Regulations.

The Board shall meet when convened by its Spokesperson on his/her own initiative or at the request of at least half of its Members and, in any case, at least twice a year to deliberate on the fulfilment of the fundamental acts of the associative life.

For resolutions to be valid, the effective presence of the majority of the Board members and the favourable vote of the majority of those present are required; the chairman shall have a casting vote in the event of a tie.

The Board may also meet by electronic means, in accordance with the provisions of the specific Regulations, as long as it is possible to verify the identity of the participating directors.

The Board is chaired by the Spokesperson, in his/her absence by the Vice-President, in the absence of both by the he oldest Member present.

The minutes of the Board meetings are always drafted in the relevant book and signed by the Spokesperson and the Secretary, available to those who have motivated an interest in reading them.

The Board member responsible for acts offensive to the image of the Federation, or in case of serious reasons, can be revoked by the resolution of the Assembly.

The resolution is communicated to the interested party by the Board of Directors within sixty (60) days of its adoption and is immediately enforceable.

In case the director does not agree with the reasons that led to the revocation, he/she can apply to the Arbitration Committee within thirty (30) days of the communication of the Assembly resolution; in this case the effectiveness of the revocation is suspended until judgement has been given by the Committee.

In the event of withdrawal, death or revocation of a director, the Board shall replace that Director by appointing as Director the first of the unelected candidates in the list of the previous elections.

The loss of the majority of the members of the Board of Directors leads to the forfeiture of the entire body. In this case, the Spokesperson or, in his/her absence, the Vice President or the oldest among the members of the Board remained in office shall immediately call the elections for the new Board of Directors.

## ARTICLE 12 - THE COMPETENCIES OF THE BOARD OF DIRECTORS

The Board of Directors is invested with the complete powers of ordinary and extraordinary administration of the Federation. It also presents the financial statements and submits them to the Assembly; compiles any regulations whose observance is obligatory for all members after the approval of the Assembly.

## ARTICLE 13 - THE SPOKESPERSON OF THE BOARD OF DIRECTORS

The Spokesperson of the Board of Directors is also the Federation's Spokesperson.

The Spokesperson is elected by the Board by an absolute majority of votes in the first session called by the oldest member.

The Spokesperson remains in office for three years, can be re-elected and cease from office with the approval of the final balance sheet the approval of the final balance sheet relating to the last fiscal year of his/her mandate.

The Spokesperson legally represents the Federation vis-à-vis third parties and in judicial proceedings. The Spokesperson oversees the execution of the Assembly resolutions.

The Spokesperson is responsible for implementing the acts of ordinary administration; in exceptional cases of necessity

and urgency he/she can perform acts of extraordinary administration which must be ratified by the Board of Directors as soon as possible.

The Spokesperson convenes and chairs the Assembly, the Board of Directors and oversees the execution of the related resolutions. He presides over the good administrative performance of the Federation; verifies compliance with the Statute and Regulations and promotes their reform.

The Spokesperson takes care of and ensures the appropriate publicity of the associative deeds, registers and books.

#### ARTICLE 14 - THE VICE-PRESIDENT OF THE BOARD OF DIRECTORS

The Vice President replaces the Spokesperson whenever he/she is prevented from exercising his/her duties.

The intervention of the Vice-President alone shall be evidence, for third parties, of the impediment of the President.

#### ARTICLE 15 - THE SECRETARY OF THE BOARD OF DIRECTORS

The Secretary performs the function of taking the minutes of the meetings of the Assembly and the Board of Directors by signing the minutes. He assists the Spokesperson and the Board of Directors in carrying out their activities. He/she also maintains and guards the association books and those required by law.

### **TITLE IV - EQUITY AND BALANCE SHEET**

#### ARTICLE 16 - FINANCIAL RESOURCES

The Federation draws the economic resources for its operation and for the performance of its business from:

- annual membership fees;
- public and private contributions;
- refunds arising from conventions;
- donations and bequests;
- property income;
- income arising from fundraising activities, also carried out on a structured and continuous basis;
- reimbursement of costs arising from the exercise of activities of general interest;
- income from commercial activities, within the limits established by law;
- any other activity compatible with the purposes pursued by the Federation.

#### ARTICLE 17 - EQUITY, CONTRIBUTIONS AND AGREEMENTS

The Federation's assets consist of movable and immovable properties.

All the assets belonging to the Federation are listed in a relevant inventory, deposited at its headquarter and available for consultation by all Members.

The amount of the annual membership fee is established by the Board of Directors.

The annual membership fee is non-transferable, with the exception of transfers due to death, and cannot be revalued.

Donations not of modest value are accepted by the Board of Directors.

Bequests are accepted with certain reservations by the Board of Directors in accordance with the statutory purposes, delegating the Spokesperson to carry out all the necessary acts.

The conventions are accepted by resolution of the Board of Directors which authorizes the Spokesperson to carry out all the acts necessary for their stipulation.

#### ARTICLE 18 – BALANCE SHEET

For each financial year, the Federation draws up a final balance sheet and a provisional budget.

The financial year starts on January 1st and ends on December 31st of each year.

By March of each year, the Board of Directors is convened to draft the final balance sheet and the provisional budget to be submitted for approval by the Assembly.

The balance sheets shall be deposited and shall remain at the registered office of the Federation during the fifteen days preceding the Assembly convened for their approval, and shall be available to all Members. The request for copies is satisfied by the Federation at the expense of the applicant.

#### ARTICLE 19 - OPERATING SURPLUSES

The assets of the Federation, including any revenues, annuities, proceeds, earnings and whatever denominated are exclusively used for carrying out the activities of general interest as described in detail in art. 2 of the Statute for the sole purposes of solidarity and social utility.

For this purpose, it is forbidden to directly or indirectly allot profits and operating surpluses and whatever denominated, as well as funds and reserves in favour of founders, workers and collaborators, administrators and other members of the corporate bodies, even in case of withdrawal or any other possibility of dissolution of the individual relationship.

## **TITLE V – FINAL**

### **PROVISIONS**

#### **ARTICLE 20 – DISSOLUTION**

In the event of termination or dissolution of the Federation for any cause, the residual assets cannot be allotted among the founders, Members, workers, collaborators, administrators and other members of the corporate bodies and will be devolved subject to the positive opinion of the Office or Entity in charge and, except different destination imposed by law, to other public or private bodies, which pursue the same purposes.

#### **ARTICLE 21 - ARBITRATION CLAUSE**

All disputes, as long as they can legally be settled by arbitrators, that may arise between the Members or between some of them and the Federation, regarding the interpretation or execution of the Contract of Association and of this Statute, will be appointed to the judgment of an Arbitration Board composed of three arbitrators, two of whom appointed by each party and the third, acting as Chairman, appointed by mutual agreement by the two party arbitrators or, failing which the petition by the more diligent party, by the Presiding Judge of the Court of Brescia.

The board of arbitration shall decide according to standard procedure, based on the law, without any formal procedure, subject to compliance with the conditions in Articles 806 and ff. of the Code of Civil Procedure on ritual arbitration.

#### **ARTICLE 22 - APPLICABLE LAW**

Anything not envisaged by the articles of this Statute shall be regulated by the Book I of the Civil Code and the specialist legislation for the sector.