



STATUTE OF THE NO-PROFIT ASSOCIATION DOCTORS IN AFRICA-ONLUS

Art. 1 (Foundation)

1. It is made the Association called "**DOCTORS IN AFRICA**, not lucrative organization of social utility (Italian acronym ONLUS)". The association includes expressly the use, in the title and in any distinctive sign or communication to the public, of the term "non-profit organization of social utility" or the acronym "ONLUS".
2. The Association:
 - pursues exclusively aims of social solidarity;
 - plays only the tasks listed in the following section and those directly related;
 - does not distribute, even indirectly, profits, surpluses and funds, reserves or capital during its existence, unless destination or distribution is imposed by law or are carried out for other non-profit organizations of social utility which, by law, statute or regulation, are part of the same structure;
 - makes the profits or surpluses available for institutional activities and for those directly related;
 - in case of dissolution, for whatever cause, will donate the assets of the Organization, heard the inspection body, to other no-profit or public utility purposes, except different destination imposed by law.
 - contributes to the strengthening of the presence and of international image of Italy and the European Union, making available, for this purpose, their human, professional and ethical resources at the disposal of international development cooperation initiatives;
 - contributes with its spirit of solidarity to develop a professional and ethical heritage of experts from the private business and public administration.
3. As mentioned in the previous paragraph, will follow the limits and conditions laid down in Legislative Decree of December 4th 1997, N. 460.
4. The Association has its registered office in Genoa, Italy and, by resolution of the Board of Directors may establish local offices, branches, representative offices and similar whose foundation and functioning is governed by specific regulations, duly approved by the President who, for activities that can be better managed locally, defines its operational and managerial autonomy.
5. The Association has unlimited duration, except in the case of dissolution in accordance with art. 6 N. 11 of the present Statute

Art. 2 (Site of registration and duration)

The Association is registered in Genoa, Italy. Its duration is unlimited.

Art. 3 (Objective)

1. The Association aims to contribute to the international volunteer activities, developing its activities in subsidiarity with the developing countries through economic and natural resource management received in donation through:
 - a) training of local staff with consulting, research and technical assistance both in the social and health sectors and in other sectors of activity (craft, energy, infrastructure, etc.).
 - b) social and health training activities in Italy and in developing countries of health professionals who want to work in developing countries. This training will take place through theoretical and practical

courses at different levels and will be performed for individual or personnel belonging to institutions or associations active in the field of cooperation, in particular to non-profit organizations of social utility (ONLUS), to voluntary organizations, charitable associations, non-governmental international solidarity organizations, to organizations dedicated to social entrepreneurship initiatives, their consortia and public or private bodies operating or intending to operate in support of developing countries.

- c) adequate and appropriate training, selection, organization and deployment of personnel working in the social and health sector both within the framework of projects designed and developed by the “Doctors in Africa” Association and within projects of other organizations working in developing countries
 - d) adequate and appropriate training, selection, organization and deployment of personnel, operating in sectors other than health and social, but strictly related to these, both within projects designed and developed by the Association “Doctors in Africa” and projects of other organizations working in developing countries
 - e) promote training with the establishment of scholarships to doctors, nurses, technicians and healthcare professionals from developing countries, who are committed to operate in the field of public health in developing countries
 - f) implement appropriate information and awareness campaigns about issues of developing countries, projects and activities carried out by the Association or by any other non-profit Associations, about the development of so called traditional medicines and whatever else it is deemed useful to the improvement of social, political, economic and health conditions in developing countries
 - g) Plan, organize, implement and finance, either personally or by contributions from public and private donors, projects that aim to improve social and health condition of developing countries populations.
 - h) Contribute by their intellectual resources and their staff to projects implemented by other non-profit Associations performed in developing countries.
2. The Association has not profit aim and pursues exclusively charitable purposes operating in a logic of voluntary health.
 3. The Association may not engage in activities other than those listed above, except those related to them.

Art. 4

(Members)

1. Members of the Association are founding members, regular members, institutional members, supporting members and honorary members.
2. Founding members are the signatories of the foundation act.
3. Ordinary members are people who intend to operate and have operated with high professionalism as free professionals or as employees of private enterprises, cooperatives, government administration, companies, public institutes, academic and/or voluntary associations, and/or with interests in the field of development cooperation.
The qualifications required for members are:
 - a) technical, managerial capacity and adequate own experience;
 - b) willing to be available to collaborate with international cooperation and social solidarity;
 - c) willing to work on a voluntary basis with no salary for freely volunteer programmes agreed with the Associations. Any expenses authorized by the Association, really incurred and duly documented, may be reimbursed to the volunteer within the limits previously established.On a reasoned proposal of a Member and after the unanimous opinion of the Board, Emeritus memberships (for activities carried out on behalf of the Association) may be appointed. Emeritus Members are not required to pay the annual membership fee if approved by the Board.
4. Institutional members are public and private bodies, companies, associations, other non-profit organizations.
5. Supporting members are natural or legal persons who undertake to pay a special fee, whose minimum level is established by the Board.
6. Honorary members are people from medical staff whose curricula demonstrate volunteer activities in developing countries
7. Natural or legal persons who wish to become members have to apply undertaking to comply with the

principles of solidarity that inspire this Statute, which must be accepted without reservations, to the instructions issued by the corporate bodies and pay the annual membership fee. Each application must be approved by Board with a majority of 2/3.

8. The membership falls for:

- a) voluntary withdrawal, in accordance with the rules laid down by art. 4;
- b) death of individuals or extinction of legal persons;
- c) unworthiness deliberated by Board: a member may oppose the resolution by the Board of Arbitrators (Probi Viri) within 30 days;
- d) failure to pay the membership fee upon resolution of the Board.

Art. 5

(Registrations)

1. Natural persons may be limited to join the Association, contributing to the creation of social activities, provided that they share the goals and have the same members' requirements.
2. The membership fee will be established annually if approved by the Board of Directors.

Art. 6

(Right of withdrawal)

1. Any Member may withdraw from membership by written notice addressed to the Chairman of the Board.
2. The resignation takes effect at the end of the year.

Art. 7

(Administrative Organs)

The organs of the Association are:

1. The General Assembly;
2. the President;
3. the Board;
4. the Board of Auditors;
5. the Board of Arbitrators.

Art. 8

(Assembly)

1. The duly constituted Assembly represents the universality of members and its resolutions are binding on all members even if not present or dissenting.
2. The Assembly is chaired by the President or, if not available, by a member of the Board.
3. Members in good standing with the payment of membership dues are entitled to attend ordinary and extraordinary assemblies and have the right to vote.
4. Each Member has one vote. In Assembly voting representation by proxy to another Member with voting right is allowed. Each Member may not be the bearer of more than three proxies issued in writing.
5. The ordinary General Assembly meets at least once a year, no later than the month of May. The meeting is announced by the Chairman or, in his absence, by the Board. The convocation, which must be exposed in the offices, and possibly postal or telephone or email-mediated, at least one week before the fixed date for the Assembly, the meeting request should contain the date and time of the meeting, the list of subjects to be treated as well as an indication of the date and time of the second convocation.
6. Tasks of the ordinary Assembly are:
 - a) elect members of the Board, outlining the number on the basis of art. 10;
 - b) elect the members of Board of arbitration;
 - c) decide about Association programs and approve the final balance sheets; decide on any matter referred to it by Board.
7. Ordinary Assembly is valid, on first call, if there is at least half of the members and, on second call, regardless of the number of those present; it shall act by vote of the majority of present members.
8. Extraordinary Assembly may be called by the Board or upon written request to the Chairman of the Board by one third of the members, whenever it is deemed necessary.
9. Extraordinary Assembly decides on requests for review of the Statute, on the dissolution of the Association and on the appointment of one or more liquidators, determining their powers.
10. For the amendment of the Statute, the Assembly is valid on first call with the attendance of more than two-thirds of the members and, on second call, whatever the number of members present. Decisions shall be taken by majority vote.
11. For the dissolution of the Association and for the eventual liquidators appointment the vote of at least three quarters of the members will be required.
12. The resolution of Assembly who has decided the dissolution must be brought to the attention of all members
13. The Association expressly provides for the obligation to donate the assets of the Organization, in the event of its dissolution for whatever cause, to other public benefit no profit organizations, once heard the inspection body as in article 3, paragraph 190 of law 23 December 1996, n. 662, except different destination imposed by law.

Art. 9

(President)

1. The President is elected by the members of the Board and remains in Office for the period of three years and may be re-elected.
2. When President mandate is over, he will remain operational for the ordinary administration until the assignment of new elected President.
3. President shall represent the Association.
4. President shall implement the general policy of the Association, carries out the resolution of statutory bodies.
5. President appoints the General Secretary.
6. President convokes and chairs the Board the Chairman may appoint a Secretary.
7. President may propose to Board, the appointment of a Chairman and an Honorary Secretary General
8. The President convokes and chairs the Board and Chairman may appoint a Secretary.
9. President convene and chair the meetings of the Board and the Assembly.
10. President convene and chair the meetings of the Board and of the Assembly.
11. President approves the regulation of sites, branches, representative offices and similar. he like and ratifying

the appointment of coordinators

12. He is responsible for personnel management;

13. In case of absence, impediment or termination, its functions shall be performed by the Deputy Chairman, if appointed, or in his absence by the Secretary-General, that is, in the absence also of this one by the oldest member.

Art. 10

(Board)

1. The Board is composed by a minimum of nine up to fifteen members and is elected by the Members' Assembly.
2. Board shall be composed, for at least the 2/3, from graduates in medicine and surgery.
3. The first Board will be composed by founding members and by representatives of the University of Genoa, of Board of Physicians of Genoa Province and of a company that operates in the medical publishing industry or of media
4. Board shall remain in Office for three years and its members may be re-elected for a maximum of three terms.
5. The incoming Council Members expire with those in charge.
6. At the end of the mandate, Board will remain in Office for the ordinary administration until the assignment of the newly elected Board.
7. Board shall be called by President, with notification at least five days before the date fixed for the meeting. The resolutions are adopted by majority vote and, in the event of a tie, the vote of the President or of his deputy.
8. It is entitled to Board:
 - a) Arrange application of everything already approved by Assembly, overseeing the Association aims and, upon the proposal of the President, decide on the organizational, administrative and financial management;
 - b) Issue the budget and final accounts to be submitted to the Assembly with its report for approval;
 - c) decide about applications for admission of members and about cases of withdrawal, establish the fees if approved by the founding, ordinary, institutional and supporting members and do whatever else is necessary for the realization of statutory aims;
 - d) assign offices to its members as well as any specific mandates and/or finalized;
 - e) establish local offices, branches, representative offices and similar; define the terms of payment of the allowances and the percentage attributable to local offices;
 - f) Find from time to time the deemed most suitable procedures for proper information of all members with regard to the invitation to the Assembly, with particular reference to members living outside the city of Genoa.
9. Coordinators of the territorial sites shall attend the meetings of the Board but without voting rights.
- 10.

Art. 11

(Board of Association Account Auditors)

1. Board of Association Account Auditors consists of three members in office and two deputies elected by the Assembly.
2. Board of Association Account Auditors shall elect its own Chairman inside the Board.
3. Board remains in Office for 3 years and shall exercise the powers provided for in art. 2.403 and following of the civil code.
4. It acts on its own initiative, after request of one of the bodies or after written and signed report made by at least one member.
5. Board shall report annually to Assembly by a written report.

Art. 12

(Board of Arbitrators)

1. Board of arbitrators, if established, shall consist of three members appointed by Assembly also among non-members.
2. All disputes between organs and members or between the members are referred to Board of arbitrators.
3. Councilors and Members with other assignments in Office in the Association may not take part of Board of Arbitrators

Art. 13

(General Secretary and Treasurer)

1. The Secretary General is appointed by the President among the members of the Board and from him it depends.
2. It performs the functions of the resolution of the presidential nomination and in particular:
 1. supervises the keeping and updating the register of members;
 2. is responsible for the preparation and preservation of the records of meetings of the Assembly and of the Board;
3. Treasurer of Association:
 1. prepares the budget and final accounts to be submitted to Board;
 2. provides for the keeping of records and of accounts of the Association and to the preservation of documentation;
 3. provides for the ordinary administration of the Association in accordance with the provisions of the President and has power to sign.

These functions or some of them, can be delegated to individual Councillors after approval of the majority of Board members.

Art. 14

(Gratuitousness of assignments)

1. All assignments are held without charge.

Art. 15

(Financial year)

1. The financial year starts on 1 January and ends on 31 December of each year.
2. The Treasury is held by the General Secretary or by a Councilor designated to that Office in accordance with art. 13.
3. The Association is expressly obliged to employ the profits or surpluses for institutional or directly related activities.

Art. 16

(Final instructions)

1. For matters not covered by this statute and by internal regulations, refer to the legal provisions.

Art. 17

(In charge courthouse)

1. For any legal dispute between the governing bodies and members or between members or between members of the governing bodies themselves, the Court of Genoa shall be in charge.