

Articles of Association

1. Composition

Save the Dogs is constituted by “**Save the Dogs and Other Animals, a non-profit organization for benefit of society**” and in short it is also referred to as “**Save the Dogs and Other Animals - Onlus**”. The acronym “ONLUS” will be used in all correspondence with third parties.

2. Headquarters

The headquarters of the Association is located in Vizzolo Predabissi (MI) on Via Pietro Nenni 5. In order to achieve its social objectives, the Association is able to open peripheral branches in Italy, other countries of the European Union and in other foreign countries.

3. Objectives and Goals

The Association is a non-profit organization whose exclusive aim is to protect and defend animals and foster social solidarity with respect to the promotion of the culture and the betterment of cohabitive relationships between man and animals. The Association is able to have other branches in Italy and in foreign countries and it will carry out its work directly or via cooperative agreements made with other institutions or associations. Its work will be directed more specifically towards the countries of Eastern Europe in order to implement and improve the policies relating to the protection of animals put into place by the central and local administrative authorities of the above-mentioned States. The Association is not permitted to carry out activities different from those stated herein with the exception of those which are directly connected, by nature, to the work of STD in achieving its goals as set out in this statute. The Association is permitted to issue ‘solidarity bonds’.

4. The Association’s Assets and Revenue

The Association’s assets consist of real estate and other forms of moveable property that are attained by the Association in any way, via donations or contributions made by public and private institutions or organizations and individuals, or by budget surpluses. The Association’s initial endowment fund was constituted by deposits made by its founders in the total amount of 1,000.00 Euro as follows:

Sara Turetta 200.00
Angela Gentile 100.00
Ettore Degli Esposti 100.00
Alessandra Cantoni 100.00
Regina Mortara 100.00
Marina Di Leo 100.00
Giovanni Guerrera 100.00
Valeria Fernbach 100.00
Sara Baroni 100.00

For the fulfilment of its functions, the Association draws upon the following sources of revenue:

- deposits made by its original founding members; other deposits made by its founders and by other members of the Association;
- revenue deriving from its assets;
- all revenue made during the course of the carrying out of its activities.

Those who want to join the Association must pay the minimum deposit amount, as established annually by the Executive Council, at the time of joining. Aside from payment of annual dues, joining the Association does not entail additional financial obligations or expenditure on the part of members.

Deposits to the endowment fund can be in any form (money or objects) as long as the minimum deposit amount, as stated above, is respected and all deposits made are final; money cannot be returned to donors under any circumstance, not even in the event of the Association's failure, the member's death, the Association's dissolution, the member's voluntary withdrawal from the Association, or the member's exclusion from the Association. Members who are not longer part of the Association for any of the reasons herein stated may rejoin the Association but they must repay the initial deposit amount established by the Save the Dogs.

Payment of the membership fee does not provide members with any other rights of participation (i.e. decision-making rights) within the Association and, in particular, does not create undivided shares transferable to third parties by particular successorship by universal successorship.

6. Organs of the association

The organs of the association are:

- the Assembly of the members of the association;
- the president of the Board of Directors;
- the vice-president of the Board of Directors;
- the Board of Directors;
- the treasurer;
- the auditing body.

All the associative positions, except in specific cases foreseen by law, are voluntary and will not be remunerated except for reimbursements and indemnities stipulated in current regulations.

Indemnities of function must always be deliberated by the Board of Directors.

Appointed officers will continue to hold responsibility, even after expiry of period of office, until newly elected members take office.

7. Assembly

The Assembly is made up of all association members, excluding juvenile members, who are entitled to vote, and who are up-to-date with payments, where relevant of subscriptions.

The Assembly meets at least once a year for the approval of the budget.

Other duties include:

- to nominate the president and the vice-president, and other members of the Board of Directors also determining its numerical consistence, of the treasurer and of the auditors;
- to outline the general principles and objectives of the association;
- to deliberate on changes to the present statute;
- to deliberate on the possible destination of profits or management surplus, however denominated, as well as of funds, reserves or capital during the life of the association itself, if this should be allowed by law and by the present statute;
- to deliberate the windup and liquidation of the association and the assignment of its patrimony.

The Assembly is summoned by the president whenever he believes it opportune or when it is required by at least a third of the members or by at least two members of the Board of Directors, or by the chief auditor.

The Assembly is summoned on resolution of the Board of Directors at least thirty days before the date fixed. Notification is sent to all members who are entitled to vote either by simple letter or by

publication on any informative bulleting of the association, or by available technological means that guarantee notification to all members who are entitled to vote.

The Board of Directors indicate the place and date where the Assembly will be held for both the first and second summons as well as the agenda of the meeting. On first summons the Assembly will be validly constituted if half the members entitled to vote plus one are present whilst on second summons it will be validly constituted however many members are present. The resolutions of the Assembly and those of the Board of Directors are taken by majority, except for those related to statutory changes and to the windup of the association, In such case the resolution will be accepted with the favourable vote of 2/3's of those entitled to vote. Resolutions concerning people are always taken by secret ballot.

8. Board of Directors

The association is administered by a Board of Directors made up of a minimum of 3 to a maximum of 9 members, as determined by the members Assembly, and will include the president and the vice-president.

The Board of Directors holds office for a three year period after which they can be re-elected. In case of forfeiture for any reason, of one of the members of the Board of Directors, except for the President, the vice-President and for the Treasurer for which new elections must be held, the place made vacant will be assigned to the first of those who where not chosen. In case of parity of votes the seniority of registration is priority.

9. President

It is the responsibility of the president of the association to decide who represents the association in front of third parties and in trial proceedings. On deliberating with the board of directors, the president may even appoint a representative from outside of the board itself and may also grant him power of attorney and give him written authorization, necessary for the development of social activity.

The president of the association acts, based on directives issued by the assembly and the board of directors, to which the president reports activities performed and the day to day administration of the association; in exceptional cases of necessity and urgency the president may also carry out exceptional administrative tasks, but must in such a case simultaneously convene with the board of directors for ratification of the task.

The president convenes and presides over the assembly and the board of directors; takes care of relevant decisions; ensures good administrative praxis of the association; verifies statute and regulation compliance and encourages necessary reform.

The president, in conjunction with the Treasury, takes care of the disposition of the budget and the final balance and submits it first to the board of directors and then the assembly for approval, supplying them with appropriate reports.

10. Vice President

The vice president stands in for the president and takes over the president's duties when the president is prevented from carrying out his role. The intervention of the vice president only signifies to third parties that the president is otherwise engaged.

11. Secretary of the board of directors

The secretary performs the task of writing the minutes during assembly and board of directors' meetings; and assists the president and board of directors to exercise executive activities that are either necessary or appropriate for association administrative operations.

The secretary is responsible for holding both the assembly's and board of directors' minute book as well as the association members book.

The secretary is nominated by the Board of Directors from amongst the members. The appointment is carried out, except in cases of distinct and justified ruling by the Board of Directors.

12. Association Books

As well as holding books which are required by law, the association is required to keep minute books for assembly, board of directors and auditors meetings and resolutions as well as a book of association members.

13. Treasury

The treasury takes care of managing the association funds and keeping the accounts; it carries out relevant audits, ensures the holding of account books and organizes, from an accounting point of view, the final balance sheet and budget together with appropriate account reports.

14. Accounts audit board

The accounts audit board is made up of three members, elected by the member's assembly. The accounts audit board internally elect a president. The president of the board must have an appropriate level of professionalism to carry out necessary activities in accordance with the law. The auditors carry out their task separately between themselves and draw up a procedural report. The task of the auditors is not compatible with any other elective post. For the duration of the post, re-eligibility and recompense apply as per the standards stated in the present statute for elective constituents, unless there are different regulations in place by law.

The auditors take care of holding the auditor's meeting book and they have the responsibility of participating in meetings held by the assembly and the board of directors, with the right to speak but not to vote; they see to it that the association's accounts and relevant books are in order, giving advice on the balance sheets.

15. Final and preventive budget

The association accounting period closes on the 31 December of every year.

Within the month of October of every year the Board of Directors is summoned for the predisposition of the budget for the following accounting period to be submitted to the approval of the members Assembly within 45 days from the resolution of the Board of Directors.

Within the month of March of every year the Board of Directors is summoned for the predisposition of the final budget.

The budgets must be deposited at the headquarters of the association in the 15 (fifteen) days that precede the meeting summoned, for their approval, available to all those who have motivated interest in their reading.

16. Management Surplus

It is forbidden to the association to distribute, also by indirect way, profits management surplus however denominated, as well as funds, reserves or capital during the life of the association itself, unless the destination or the distribution are imposed by law or are effected for other non profitable organizations of social utility (Onlus) that belong to the same and unitary structure for law, statute or rule.

The association has the obligation to employ the profits or the management surplus for the realization of the institutional activities and for those directly connected to them.

17. Elections

The President, thirty days before mandate expiry of the organs that administer the association, will ensure, through dispatch to all the members entitled to vote, that a meeting for election of the positions is summoned. Notification can be by simple letter or publication on the informative bulletin of the association.

The Assembly will be summoned twice in accordance with article 8 of the Statute.

Voting will be carried out by secret ballot, following election from the members of a polling station team made up of a president and two scrutineers, chosen, they too, by secret ballot.

18. Windup

In case of its windup, for whatever cause, the association has the obligation to devolve its patrimony to other non profitable organizations of social utility (Onlus) or of public utility, consulting the controlling body referred to in article 3, paragraph 190, of the law 23 December 1996 ns. 662, except for different destination plans imposed by law.

19. Arbitration clause

Any controversy arising from the execution or interpretation of the present statute and which can form object of compromise, will be put to the judgment of a friendly arbitrator who will judge according to equity and without formality of procedure, giving rise to simple arbitration. The arbitrator will be selected by mutual consent by the contending parties; should an agreement not be reached, the President of the Court in Milan will nominate the arbitrator.

20. Applicable law

Any aspect not covered by the present statute will be regulated by legislation relevant to corporate bodies set out in book I of the civil Code and, in subordination, to the legislation contained in book V of the civil Code.

21. Transitory and final provisions

During the first year from its foundation the association will be administered by the people shown in the constitutive act. Elapsed such term elections will be held in accordance with the statute.

