

MEMORANDUM OF ASSOCIATION of

“OTHERNEWS – Organizzazione non lucrativa di utilità sociale”

-----REPUBLIC OF ITALY-----

On the fifth day of the month of May in the year twothousandandeight, at Via Panisperna 207, Rome

Before me, PAOLO SOCCORSI ALIFORNI, Notary with chambers at Via Valadier 33, Rome, registered with the Combined Rome, Velletri and Civitavecchia District of Notaries,

Article 1

A non-profit Association is formed under the name of “OTHERNEWS – Organizzazione non lucrativa di utilità sociale” or OTHERNEWS ONLUS for short.

Article 2

The registered offices of the Association are in Rome

The Executive Committee may move the registered offices and establish secondary and other offices within Rome, without any need to change the Articles of Association. The Association may move the registered offices to and establish secondary and other offices in other Municipalities in Italy and abroad.

Article 3

The sole object of the Association is the pursuit of social solidarity, especially in the following fields:

- A. Work for the continuous distribution, worldwide, of analysis and research into global problems;
- B. Engage in any form of international cooperation, respectful of peace, justice and the defence of human rights, intended to develop the awareness of citizens, their dignity and their understanding of the world and encourage them to play a more active and aware role;
- C. Collect the funds needed for the above collaboration.

In particular, the Association pursues promotion of the above research with the greatest respect for the professional standards governing the provision of information, seeking balanced and complete information and rejecting all attempted economic, political or religious interference.

For this purpose, the Association may:

- promote all types of initiative intended to raise awareness of the above activities, using all forms of communication including mass media;
- promote cultural events of various types at national and international level, including concerts, shows, conferences, book presentations, plays, essays, art exhibitions (paintings, sculptures, drawings, graffiti, photographs and all other forms of expression), sporting events and

meetings, in order to draw systematic attention to the above-mentioned global problems;

- collect funds in support of the research activities;
  - coordinate and combine the activities of research groups;
  - maintain relations with other Italian and foreign Associations with similar objectives;
  - establish and maintain contacts with all public and private entities, Associations and Bodies that have similar research objectives, including by the payment of membership subscriptions;
  - contribute to the publication of research results in Italian and foreign languages, and publish articles, monographs and books in pursuit of the objectives of the Association;
  - organise meetings, congresses and conventions, organise conferences to talk about new findings, new research channels and related and connected studies, as well as organise, assist and reimburse the costs incurred, even by individual members or their collaborators and authorised persons outside of the Association, to attend national and international conferences, facilitate collaboration with press initiatives and any other means for disseminating the knowledge acquired, possibly even by founding and/or supporting magazines, newspapers and scientific publications for the dissemination of the results of research carried out by the Association or by other national or foreign groups;
  - establish prizes, awards and study grants in favour of parties that particularly distinguish themselves in affirming the same values and humanitarian and cultural principles pursued by the Association, and finance in collaboration with Universities, Institutes and research bodies the activation of research posts and research contracts and grants;
  - purchase equipment, furnishings and materials, as stock or otherwise, for the conduct of research and equip premises in a manner suitable for the above purposes;
  - subscribe to Italian and foreign humanitarian magazines, and purchase books and humanitarian materials for further research and scientific study purposes.
- 

The Association is a not-for-profit organisation that is funded by:

- 1) The assets of the Association consisting of fungible and fixed assets obtained by the Association in whatever way, from donations, bequests, gifts or contributions from the State, Regions, public and private bodies and natural persons, from the net operating surpluses, from income from services provided by the Association, and from profits earned from non-operational investments made in commercial companies;
- 2) The initial endowment fund of the Association, amounting to Euro 450.00 (fourhundredandfifty/00) following payment of the quotas by the members at the time of formation.
- 3) In order to carry out its tasks, the Association has the following sources of funds: amounts paid in by the original founders, additional payments made by those founders and those made by all other members of the

Association, income generated by its assets, proceeds earned from its activities, gifts made to the Association and profits earned from non-operational investments made in commercial companies.

- 4) Each year the Executive Committee establishes the minimum payment required to join the Association and the annual membership subscription;
- 5) Membership of the Association does not impose any obligation to make loans or additional payments beyond the original joining fee and the annual membership subscription. Members of the Association are however free to make additional payments in addition to their original and annual payments;
- 6) Membership fees;
- 7) Payments of any amount may be made to the endowment fund, without prejudice to the minimum amounts determined above for the joining fee and the annual subscription, and are not returnable under any circumstances; accordingly, payments cannot be reconsidered or recovered under any circumstances and, therefore, even on the winding up of the Association or in the event of death, lapsing, withdrawal or exclusion from the Association, it is not possible to request the reimbursement of amounts paid into the endowment fund of the Association;
- 8) Payments do not create additional participation rights and, in particular, do not create investment quotas transferable to third parties, whether as bequests or on hereditary succession, neither by deed between living persons nor by reason of death;
- 9) The Association may issue "Solidarity Certificates".

## Article 5

The duration of the Association is unlimited and, inter alia, it may be wound up by resolution of the Members' Meeting, as discussed later, should it prove impossible to pursue the objectives of the Association, should its objectives be considered met or should it prove impossible to raise sufficient resources to pursue its objectives.

## Article 6

The Association comprises Founding Members and Ordinary Members.

Members work on behalf of the Association, on a personal basis, free of charge; they are not entitled to any remuneration for the work performed, except for reimbursement of the expenses actually incurred, within the limits established by the Executive Committee.

The Founding Members are those persons who signed the Memorandum of Association and those deemed similar to them by mutual consent of the Founders.

Ordinary Members are those persons admitted upon approval by the Chairman, having consulted the Executive Committee, of the application presented to the Chairman following the formation of the Association. The application for admission must be addressed to the Chairman and sent to the Secretary,

accompanied by a curriculum vitae and endorsed by two Ordinary or Founding Members.

The status of Member is lost on resignation or exclusion for serious reasons, as decided by the Executive Committee, and on failure to pay the annual subscription by the deadline established by the Executive Committee.

All Members are entitled to one vote at the Members' Meeting.

It is not possible under any circumstances to create any type of fixed-term or temporary membership status. Members of any category are, in all cases, entitled to withdraw from the Association. There is no limit placed on the number of Members.

#### Article 6-bis

Benefactors are non-members that, given their special standing in the humanitarian and information sector, are invited to join in the activities of the Association by the Founding Members or the Executive Committee.

They participate in and/or support economically one or more projects, activities or initiatives. They accept everything indicated in these Articles of Association and in the regulations that derive from them.

They may attend the Members' Meeting upon invitation from the Executive Committee, but are not entitled to vote. The status of Benefactor lapses automatically after 364 days have elapsed from the date of joining, start and end days inclusive.

#### Article 7

The bodies of the Association comprise the Executive Committee, the Members' Meeting, the Board of Auditors, if appointed, and the Board of Arbiters, if appointed.

All Association positions are elected and without payment, except for reimbursement of the expenses actually incurred in performance of the related activities.

#### Article 8

The Members' Meeting is responsible for:

- A. approving amendments and/or additions to the Memorandum of Association and these Articles of Association; winding-up the Association;
- B. approving the balance sheet and income statement;
- C. appointing the members of the Executive Committee;
- D. appointing the members of the Board of Auditors;
- E. appointing the members of the Board of Arbiters.

All Members of all categories are entitled to vote at Members' Meetings if their subscription payments are up to date.

The right to vote must be exercised personally, or by proxy given to another Member of any category who is not a member of the Executive Committee.

No Member may hold more than 3 (three) proxies.

The Members' Meeting comprises all entitled Members and, therefore, all Founding Members and all Ordinary Members.

The Members' Meeting is called by the Chairman, via the Secretary General, at least once every year in the location indicated by the Executive Committee, or at any time requested by the Executive Committee, or following a reasoned request presented to the Chairman that is signed by at least half the Founding Members or at least 1/3rd of all Members.

The Members' Meeting approves the Accounts prepared by the Executive Committee at least once every year, by the deadline established by law, and may approve a Budget if presented by the Executive Committee.

The Members' Meeting arranges to appoint the bodies of the Association and resolves on any amendments to the Articles of Association and on any regulations adopted.

There are no restrictions on the eligibility of Members to sit on the administrative bodies, while the Board of Auditors may also include external professionals, again without any restrictions.

All members of administrative bodies remain in office for three (3) years and may be re-elected.

The Members' Meeting is sovereign and comprises all Members of all categories. The Members' Meeting is called by a notice sent by the Secretary General to the Members at least eight days prior to the date fixed for the Meeting, attaching the list of matters to be discussed.

The notice is sent to the last address notified in writing (letter or fax) by each Member, electronically or otherwise, to the Executive Committee.

Each Member is notified of the resolutions adopted at the Members' Meeting. The Members' Meeting may also be held by video conference, if specifically stated in the notice of convocation.

#### Article 9

The Members' Meeting is quorate in first calling, when attended by two-thirds of the Members of the Association, and in second calling regardless of the number of Members present.

Resolutions are adopted by a simple majority of the Members present, except in the case of amendments to the Articles of Association or the winding-up of the Association.

Pursuant to art. 21, para. 3, of the Italian Civil Code, a majority of at least 3/4ths (three quarters) of the Members is required in order to wind-up the Association.

#### Article 10

The power to carry out all deeds of ordinary and extraordinary administration in pursuit of the objects of the Association is entrusted to the Executive Committee, which comprises a minimum of 3 (three) and a maximum of 5 (five) members, elected at the Members' Meeting for a period of three years, who may be re-elected.

The Executive Committee resigns at the first Members' Meeting held following the expiry of its mandate.

The Executive Committee implements the resolutions adopted at the Members' Meeting and also takes all initiatives needed to comply with the objectives specified in the Articles of Association.

#### Article 11

If not decided directly at the Members' Meeting, the Executive Committee appoints a Chairman from among its number, by an absolute majority of the votes cast, who remains in office until the mandate of the Executive Committee expires.

The Deputy Chairman of the Executive Committee is always appointed from among its number, excluding the Chairman.

The Executive Committee may also appoint a Secretary General and a Treasurer from among its number.

The Deputy Chairman, Secretary General and Treasurer are appointed by the Executive Committee, by an absolute majority of the votes cast, and remains in office until the mandate of the Executive Committee expires. The same Committee member may hold more than one of these roles.

For all effects, the Chairman is the legal representative of the Association, in dealings with third parties and in judgement, and may grant powers of attorney and determine the powers of the special representatives appointed.

The Chairman coordinates and implements the resolutions adopted by the Executive Committee. The Deputy Chairman exercises all functions and powers of the Chairman if the latter is temporarily unable to perform the assigned duties. The Secretary General collaborates with the Chairman and the daily activities of the Association, implementing in practice its initiatives and decisions.

The Treasurer keeps the administrative and accounting records of the Association, collects all amounts of money giving due receipt, and makes all payments from the current accounts opened by resolution of the Executive Committee; furthermore, the Treasurer may incur expenses deemed essential for the Association without prior authorisation from the Executive Committee, without exceeding the maximum amount established by the Executive Committee at the start of each year. The Treasurer makes all purchases indicated by the Executive Committee and may propose any others that are deemed necessary.

The Treasurer reports to the Executive Committee periodically, and whenever requested, on the cash position.

The Treasurer takes responsibility for and coordinates all activities relating to the preparation of financial statements and compliance with tax requirements. In order to fulfil all these duties, the Treasurer may obtain support from the Secretary of the Association and the external collaborators authorised by the Executive Committee.

#### Article 12

The Executive Committee may delegate powers of ordinary administration to the Chairman and/or the Vice Chairman and/or the Secretary and/or the Treasurer.

### Article 13

Meetings of the Executive Committee are called by the Chairman, via the Secretary General, at least twice each year or at any time following a reasoned request from the Chairman or at least three members of the Executive Committee.

The resolutions of the Executive Committee are valid if at least three of its members are present. Resolutions are adopted by a simple majority of the votes cast.

### Article 14

The Board of Auditors comprises three serving members, who need not be members, appointed at the Members' Meeting, of whom at least one is a registered auditor and among which the eldest will serve as Chairman, and two alternate members.

The Board of Auditors remains in office for three years and its members may be re-elected. The Auditors, acting together or alone, monitor the administration and accounting management of the Association, checking the cash position at any time and ensuring that the accounting records are kept properly. The Auditors examine the budget and the final accounts and report on them together, in writing, to the Members' Meeting prior to their approval. The Auditors may also attend Members' Meetings and the meetings of the Executive Committee, with the right to speak but without the right to vote. Appointment as an Auditor is incompatible with all other appointments within the Association. The Board of Auditors decides by a majority of the votes cast without any procedural formalities.

### Article 15

The Board of Arbiters comprises three serving members and two alternates (who take over on the termination of a serving member).

This role is incompatible with appointment as a director.

The duration in office and eligibility for re-election of the Board of Arbiters are governed by the rules established in these Articles of Association for the members of the Executive Committee.

The Board of Arbiters carries out its arbitration function upon request by the interested parties.

The role of the Board of Arbiters is to settle any disputes between the bodies of the Association and between them and the Members, as well as to intervene in situations that might cause trouble for the Association or cloud its good name.

The Board of Arbiters decides by a majority of the votes cast without any procedural formalities.

### Article 15-bis

Should the majority of the members of an elected Board cease to serve for any reason, the appointment of that entire Board will lapse automatically and new elections must be held to replace all the members.

If one or more of the members of an elected Board cease to serve during their mandate for any reason, the remaining members must replace them provisionally by co-opting the member or members that followed them in the ranking of votes at the last election.

The functions of a member appointed in that way cease on the expiry date of the mandate of the replaced member.

#### Article 16

Members' Meetings and meetings of the Executive Committee need not be held at the registered offices.

#### Article 17

The financial year closes on 31 December each year. A meeting of the Executive Committee must be called by the Chairman in order to finalise the financial statements to be presented to the Members' Meeting.

#### Article 18

Without prejudice to the requirements of the law and these Articles of Association, the Executive Committee may present for approval at the Members' Meeting a resolution that specifies the operating procedures of the Association in more detail.

#### Article 19

The Association is forbidden to distribute, directly or indirectly, any profits or operating surpluses, howsoever described, or funds, reserves or capital during the life of the Association, unless such allocation or distribution is required by law or made in favour of other non-profit organisations established in the public interest (ONLUS) that by law, articles or regulations are part of the same, unified structure.

The Association is required to use profits and operating surpluses for the implementation of its institutional activities and those directly connected with it.

#### Article 20

In the event of the winding-up, termination or closure of the Association, any assets remaining after the liquidation procedure shall be contributed to other voluntary organisations operating in the same or similar sectors, as required by art. 5, para. 4, of Law 266/91.

#### Article 21

If a Board of Arbiters is not appointed, all disputes arising in relation to the execution or interpretation of these Articles of Association that might be resolved by compromise shall be referred to the judgement of an Arbitration Panel that will decide on a equitable basis, without any formal procedures, in the



context of an informal arbitration process. This Panel shall comprise three members, two of which will be Public Accountants, registered with the Rome Chamber, one appointed by each party and the third, with the role of Chairman, appointed by the first arbitrators or failing this by the Chairman the Rome Chamber of Public Accountants.

The decisions of the Panel shall be binding on the parties, as an expression of their own wishes. The arbitrators shall complete their work within 90 (ninety) days of the date of written acceptance of their appointment.

## Article 22

All matters not governed by these Articles of Association shall be governed by the regulations for Bodies contained in Book I of the Italian Civil Code and, in their absence, by the regulations contained in Book V of the Italian Civil Code.

signed Roberto Savio

Mauro Teodori

Maria Lourdes Claudia Victoria Diez De Medina

Walter Garcia

Pablo Piacentini

Mario Israel Lubetkin

Giovanni Spinelli

Sabina Zaccaro

Fabio Montealegre

Paolo Soccorsi Aliforni - Notary

Registered with the Rome 2 Tax Office on 14 May 2008 at no. 1T - 19108

In conformity with the original, this copy comprising twenty-three photocopied pages is issued for use by the party concerned  
Rome, 14 May 2008