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NOTARY  
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File no. 99082

Register no. 17411

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF  
"Save the Dogs and Other Animals, a socially useful non-profit organisation"  
also known as "Save the Dogs and Other  
Animals - NPO"**

Republic of Italy

- on the seventh day of February, in the year 2012

7 February 2012

- at 6:00 pm.

- in my offices, located in Via Privata Maria Teresa no. 4, Milan.

- in front of me, Dr Alba Maria Ferrara, a notary in Milan, registered with the  
Milan College of Notaries,

Registered with the  
Revenue Office

appeared the woman:

Office 6 Milan

- Sara Turetta, born in Vercelli on 15 February 1973, residing in Bareggio, at Via  
Stelvio no. 20, to undertake this act in her capacity as President of the Governing  
Council of the unincorporated Association "**Save the Dogs and Other Animals, a  
socially useful non-profit organisation**" also known as "**Save the Dogs and Other  
Animals - NPO**", headquartered in VizzoloPredabissi (MI), at Via Pietro Nenni no. 5,  
an Italian Association, legally established in Italy on 18 January 2005, registered with  
Revenue Office 4 in Milan on 2 February 2005 with file no. 1095, Series 3, and tax  
code no. 97394230151,

on <date\_reg>

file no. <num\_reg>

Series <series\_reg>

the appearing party, whose personal identity I, the notary, have ascertained, informs me  
that by means of notice given on the website, the extraordinary general meeting of the  
members of the above mentioned Association was to be held on this day, in  
this place at 6:00 pm,  
to discuss the following

Paid € <euro\_reg>

of which € **0.00**

for stamp duty

**ORDER OF BUSINESS**

• **Revision of the Charter for the purpose of obtaining legal recognition of the  
association.** She therefore requests my assistance in drawing up the minutes of the  
extraordinary general meeting of the Association's members.

= accepting the request made to me, I hereby acknowledge the following:

= in accordance with the Charter, the Presidency of the Governing Council is assumed  
by

Ms Sara Turetta, who informs me, the identity and eligibility of those present having  
already been ascertained by me:

- that all members of the Governing Council are present, specifically herself,  
the President, Ms Sara Turetta, and Council Members Ms. Paola Lazzarini  
and Ms Marina Donatella di Leo;

- that the Auditor, Mr Aris Merlo, is not present;

- that 82 out of a total of 104 members with voting rights are either present or are  
legally represented;

she declares the meeting to have a quorum capable of making resolutions and opens the  
meeting.

On the only item on the Agenda, the President explains to those present the  
reasons for the need to change the current Charter with a view to obtaining legal  
recognition; given the multiplicity of changes

necessary, she relates that the Governing Council has drafted  
new Charter, which she then reads and submits to the  
assembly for approval.

She mentions that it must also be made clear that the registered office of the  
Association is

currently in Milan, at Via Vilfredo Pareto no. 36, where the Association operates and

has its administrative office.

= having heard the petition of the President, those present in the meeting unanimously

**RESOLVE**

1) to acknowledge that the registered office of the Association is in Milan, at Via Vilfredo Pareto no. 36;

2) to adopt a completely new Charter, namely the text which was read, and, approved article by article and as a whole, is here attached to this document as Annex "A", not having been read by me, the Notary, having received express dispensation from the appearing party;

3) to grant the President of the Governing Council pro tempore full powers for the practical implementation of the resolutions adopted, including the power to make any modifications, additions and deletions to the attached Articles of Association that may be required by the competent authorities for legal recognition.

= After this, there being nothing more to decide, after the reading and unanimous approval of these minutes, the President adjourned the meeting at 6:40 pm.

As requested I, the Notary, have received this Act, which I read to the person appearing, who approves, confirms and endorses it.

Partially typed by trusted hands under my personal direction and partly written by me, it consists of four pages on one folio.

Signed by: Sara Turetta

Signed by: Dr Maria Alba Ferrara - Notary -

**Save the Dogs and Other Animals, a socially useful non-profit  
organisation**

**ARTICLES OF ASSOCIATION**

**Art. 1**

**Incorporation, name and headquarters**

An Association named

**"Save the Dogs and Other Animals, a socially useful non-profit organisation"**

also known as **"Save the Dogs and Other Animals - NPO"** is hereby incorporated.

The association must use the acronym Onlus (NPO) in all communication.

The Association has its registered office in Milan, at Via Pareto no. 36.

The Governing Council may set up branches and offices operating in other locations in Italy and abroad.

The Association is non-partisan, non-political, non-denominational and non-profit.

**Art. 2**

**Duration**

The Association has no fixed duration.

**Art. 3**

**Objective**

The Association is a non-profit organisation aimed at promoting the protection and defence of animals and social solidarity, both nationally and internationally, by fostering cultural awareness and the coexistence of humans and animals.

The Association may carry out its activities both directly and through cooperation agreements with other agencies or associations in Italy and abroad.

The Association may, in the exercise of its activities, where this is deemed suited to its own interests in the pursuit of its stated purposes, freely join other associations, enter into agreements with organisations and bodies, finance external activities or projects, establish or participate in special purpose and service companies, request or obtain contributions from private and public organisations, apply for funding and participate in public and/or private tenders for research, innovation, culture and dissemination of scientific knowledge.

For the performance and useful realization of its activities, the association may also carry out all activities related or incidental to the statutory ones as being instrumental to the same, provided they are not incompatible with the nature of the association and performed to the extent permitted by law.

By way of example, without being limited to the following, the Association may in particular:

- a. enter into any appropriate deed or contract, including those for the financing of approved operations, which are deemed advantageous and useful for the achievement of statutory aims, including, without limitation, loans, mortgages, either short or long term, the purchase of movable or immovable property, and make agreements of any kind, which may also be recorded in public registers, with public and private entities;
- b. enter into agreements to assign the management of part of its activities;
- c. perform any operation deemed instrumental to the pursuit of institutional goals, including those of an economic/financial nature, as long as these do not take precedence over the main activity.

**Art. 4**

**Types of members and their rights and duties**

Honorary members include those individuals, companies or public or private entities who,

by deliberate resolution of the Governing Council, due to their nature, their contributions or cooperation are deemed essential for the advancement of of the Association's activities.

**Ordinary members** are those individuals and institutions that share in the aims of the Association.

Members are required to pay an annual fee set by the Governing Council.

**Subscribing members** are those who pay an annual membership fee double that set by the Governing Council for the ordinary members.

The Association membership application form must be accompanied by proof of payment of the fee as well as the acceptance of the Charter. Any member who wishes to withdraw from the Association must give notice to the Governing Council. The membership fee and annual fees for members do not have any capital value.

The membership fee and annual fees are not transferable, and are not refundable in the event of withdrawal, death or loss of membership and are not subject to revaluation. Membership entitles a member to participate in the activities of the Association in the manner set out in this Charter and obliges him/her to have regard for their aims as well as to engage in positive actions aimed at achieving the general objectives in accordance with approved courses of action.

Each member must provide an address and e-mail address for the receipt of association notices and agrees to immediately give notice of any changes to these.

#### **Art. 5**

##### **Termination of membership**

A member may lose membership status:

- a. by resigning;
- b. for failure to pay the membership fee;
- c. due to death (in the case of individuals), dissolution, or involvement in bankruptcy procedures for institutions;
- d. through expulsion for serious reasons (or for failing to comply with the provisions of the Charter, and all resolutions adopted by the corporate bodies according to statutory requirements; or, for causing any moral or material damage to the Association).

Expulsions will be decided by a simple majority in member meetings. Such a measure must be given to the member in writing, providing the reason thereof.

Termination of membership status does not entitle the member to a refund of fees paid for any reason.

#### **Art. 6**

##### **Assets and financial resources**

The assets of the Association consists of the goods and the values received by it upon incorporation or subsequent to this.

The Association pursues its goals through the use of:

- a. membership fees;
- b. contributions of natural persons and public and private legal entities, either by way of donation or by repayable loan;
- c. income, donations and bequests not intended to increase assets;
- d. reimbursement of costs for services provided through agreements;
- e. any profits from residual activities of a commercial nature.

Revenues and all income not intended to increase the assets, including public or private contributions and income from initiatives promoted by the Association, constitute the means with which institutional activities are carried out.

Any profits and surpluses shall be used for the realization of institutional activities.

The association must be provided with a permanent endowment fund, as a third party guarantee, of at least EUR 55,000.00.

Euro.

#### **Art. 7**

##### **Budget**

The financial year begins on 1 January and ends on 31 December each year.

The Governing Council prepares the operating budget in the form that it deems suitable for the association's activities; it must be approved by the Members' Meeting by 31 May each year.

The budget prepared by the Governing Council must be submitted to the offices of the Association no less than fifteen (15) days prior to the Members' Meeting so that it may be consulted by any member.

The Members' Meeting may instruct the Governing Council to draw up a financial outline by 31 October each year, though such document will have no value for authorisation purposes; in this case the financial outline must be approved by the Members' Meeting by 31 December.

There shall be no distribution of profits and surpluses or capital funds during the lifetime of the Association, unless the use or distribution is required by law or to other organisations or similar associations which by law or the Articles of Association are part of the same organisational structure.

#### **Art. 8**

##### **Bodies of the Association**

The Bodies of the Association are:

- a. the Members' Meeting
- b. the President and Vice President;
- c. the Governing Council;
- d. the Board of Auditors or Sole Auditor.

The Association may adopt an internal organisational structure and hire personnel.

The operation and management of the Association's initiatives shall be governed by Regulations which will be approved by the Governing Council; said Regulations may not deviate from the Articles of Association.

#### **Art. 9**

##### **Members' Meeting**

The Members' Meeting is the sovereign body of the association.

The meeting is open to all adult members in good standing with the payment of the annual membership fee, in order to decide on the governance and the activities of the organisation. Each member is entitled to one vote.

Members who can not attend the meeting, may be represented by only other member by written proxy. No delegate may represent more than two members.

#### **Art. 10**

### **Convocation of the Members' Meeting**

The members' meeting is convened by the President of the Association at least once per year to approve the budget.

Pursuant to paragraph 2 of Art. 20 of the Italian Civil Code, the members' meeting is also to be convened when it is deemed necessary or when a request to do so supported by at least one-tenth (1/10) of the members is made.

The convocation must be made, at the discretion of the President, either by written notice on a notice board situated in the office, by letter, by notice published on the website or by an e-mail sent at least ten (10) days in advance, indicating the day and the time for the meeting and listing the topics to be discussed.

The same notice may also indicate the place, day and time for a second meeting in the event the first meeting fails to achieve a quorum.

### **Art. 11**

#### **Resolutions of the Members' Meeting**

The Members' Meeting may be ordinary or extraordinary, and all members have equal rights and duties.

Under Art. 21 of the Italian Civil Code, Meeting resolutions are passed by a majority of votes with at least half of the members present. In the event of a second meeting, resolutions are valid independent of the number of participants.

**Ordinary Members' Meetings** have the authority to:

- a. appoint the President and Vice-President of the Association;
- b. elect the remaining members of the Governing Council and Members of the Board of Auditors or the Sole Auditor;
- c. approve the courses of action proposed annually by the Governing Council;
- d. approve the final budget and any financial outline;
- e. accept extraordinary contributions, bequests and donations;
- f. expel members;
- g. set the amount of compensation due to Council Members, the Chief Operating Officer and Auditors.

**Extraordinary Members' Meetings** have the authority to:

- a. approve amendments to the Articles of Association;
- b. dissolve the association, as well as transfer the remaining assets and appoint liquidators.

In order to change the Charter, the first convocation requires at least three-quarters (3/4) of the members be present and a majority vote of those present, in the event of a second meeting it must be attended by at least one-tenth of members and have a majority vote of those present.

According to the third paragraph of Art. 21 of the Italian Civil Code, a resolution to dissolve the association and transfer the assets must be approved by of at least three-quarters (3/4) of the members, in both the first and in the second meeting.

The Members' Meeting is chaired by the President of the Association, who is assisted by a secretary elected by those present at the opening of each session of the Meeting; the secretary shall assist the President in the running of the Meeting and draw up the minutes of the meeting.

The minutes of the meeting are to be signed by the President and the secretary and approved by the Members' Meeting according to the procedures set out in the Governing Regulations.

**Art. 12****Governing Council**

The Governing Council is the administrative and guiding body of the association and has ordinary and extraordinary administrative powers granted to it by law and the Charter.

The Governing Council is composed of a variable number of members, though always odd, from a minimum of three (3) up to nine (9), including the President and Vice President, according to the decision of the members' meeting in which they are elected. The Governing Council shall hold office for three years.

**Art. 13****Expiry and withdrawal of members of the Governing Council**

In the event of resignation or withdrawal of one member of the Governing Council, the Council shall co-opt a substitute who will remain in office until the next, specially convened, Members' Meeting.

The resignation or expiry of the term of office of the majority of members of the Governing Council shall in any case lead to the dissolution of the entire Governing Council, which shall be deemed dissolved and replaced at the time of the appointment of the new Council.

**Art. 14****Convocation and meetings of the Governing Council**

The Governing Council shall meet at least once a year to approve the budget proposal to be approved by the Members' Meeting; it shall also meet whenever need or emergency so require either at the initiative of the President or by the express written request of at least one-third (1/3) of the Councillors; the request of the Councillors must be addressed to the President of the Association, who shall convene the Governing Council within the time limits and in the manner prescribed in the Regulations.

The meetings are to be called by written invitation, signed by the President and containing the order of business and the topics to be discussed, to be sent to the address of the intended recipients, also via fax or e-mail, at least three days before ordinary meetings and at least twenty-four (24) hours prior to extraordinary meetings, in accordance with the methods set out in the Regulations.

The Governing Council shall be deemed validly convened when the majority of its members are present.

Meetings of the Governing Council may also be held by video conference.

In case of emergency, when all members are present and by unanimous consent, the Governing Council may decide to cover topics not listed on the order of business.

Minutes must be drawn up for each meeting.

**Art. 15****Resolutions of the Governing Council**

The Governing Council shall pass resolutions with a majority vote of those present. In the event of a tie vote, that of the President shall be the deciding vote.

The Governing Council:

- a. accepts applications for membership and proposes the expulsion of members;
- b. determines the annual membership fee, establishing the method of payment and any resulting arrears;
- c. expresses binding opinions as to the recognition of honorary members;

- d. annually proposes the plan of the activities referred to in Art. 7 to the Members' Meeting;
- e. carries out acts of ordinary and extraordinary administration;
- f. prepares the budget proposal and any financial outline;
- g. makes decisions on whether or not to allow use of the brand name;
- h. proposes to the Members' Meeting whether or not to accept, extraordinary contributions, bequests and donations;
- i. appoints the members of the Scientific Committee, if any.

The Governing Council may delegate specific functions to one or more of its members, defining the extent of such delegation and corresponding methods. The Council may also appoint an operational Director to oversee the organisation and ordinary activities of the Association, when the size of the activities make it necessary.

#### **Art. 16**

##### **President and Vice President**

The President is elected by the ordinary Members' Meeting. The Vice President of the organisation is elected at the same meeting and using the same procedures.

The President of the Governing Council is the legal representative of the association to third parties and in court.

The President:

- defines the order of business of meetings of the Governing Council and the Members' Meeting;
- convenes and presides over meetings of the Governing Council;
- convenes and presides over the Members' Meeting;
- develops all activities aimed at achieving the institutional aims of the Association;
- in cases of necessity and emergency and, where the prompt

convening of the Governing Council is not possible, adopts measures that cannot be postponed and are indispensable to the proper functioning of the organisation, subjecting these to ratification by the Governing Council within no more than fifteen (15) days from the date of adoption said measures.

The President signs the documents and correspondence of the Association; can open and close bank and post office accounts and collect amounts due. In the event of the absence or temporary incapacity of the President, these duties will be performed by Vice President.

#### **Art. 17**

##### **The Scientific Committee**

The Council may appoint a Scientific Committee to act in an advisory capacity in verification procedures and the admission of members and matters relating to ecology and the management of stray dogs. It is to be appointed by the Governing Council by a majority of its members, who shall also appoint the President of the Committee from within its members and determine its operating methods and any remuneration due. The committee is chaired by its President and is made up of a minimum of three (3) up to fifteen (15) members; its term shall expire along with that of the Council appointed it. Should serious reasons require it, the Council may dismiss the Scientific Committee or one of its members, with the same majority required for its appointment.

#### **Art. 18**



**Board of Auditors or Sole Auditor.**

The Members' Meeting elects a Board of Auditors composed of three members and two alternates, elected from among persons registered as Statutory Auditors.

The Members' Meeting also appoints the Chairman of the Board of Auditors.

The Members' Meeting may also elect a Sole Auditor.

The Auditors remain in office for three (3) years.

The Board of Auditors or the Sole Auditor has the task of periodically monitoring the official and substantial compliance of the accounting, and drafting a special report to be attached to the budget.

For the performance of this task auditors have free access to the Association's accounting and administrative documents. The Auditors must be invited to the meetings of the Governing Council. The methods of the Board are governed by the regulations for statutory auditors of unlisted joint-stock companies.

**Art. 19****Amendments to the Charter and dissolution of the association**

Proposed amendments to the Charter may be submitted to the Members' Meeting by the Governing Council.

Its resolutions are to be approved by the extraordinary Members' Meeting in accordance with the provisions referred to in the fifth paragraph of Art. 11 above.

Dissolution may be proposed by the Governing Council and approved by an extraordinary general members' meeting, subject to the provisions of the sixth paragraph of Art. 11, that has been convened with the specific order of business, and appoints one or more liquidators. The Association's remaining assets following liquidation will be transferred by the Liquidators, at the direction of the Members' Meeting, to other associations or foundations having similar purposes, unless otherwise directed by law.

**Art. 20****General regulations**

Anything not covered in the current Charter shall be governed by the regulations set out in the Italian Civil Code.

Signed by: Sara Turetta

Signed by: Dr Maria Alba Ferrara - Notary -