

Repertory no. 33077

Collection no. 8898

Registrato a BARI

CONSTITUTIONAL ACT OF ASSOCIATION

ii 20-12-2005

Italian Republic

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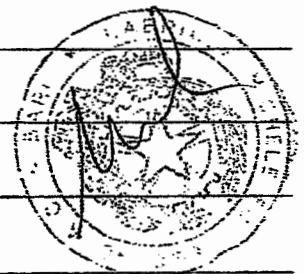
In the year two thousand and five, in the month of December,  
on the ninth day, in Bari in my office at Via De Rossi num-  
ber 16.

In front of me, Doctor MICHELE LABRIOLA, Notary enrolled in  
the Notarial College of the District of Bari, where I reside,  
in the presence of the following witnesses:

MOLLOY Brian John, teacher; born in St. Helens (Great Bri-  
tian) on 14th May 1960 and resident in Bari and De Ruvo Paolo  
Savoia Umberto, shopkeeper, born in Molfetta on 29th Aprile  
1947 and resident in Bari, in the faculty of witnesses, ha-  
ving the legal requisites, as they confirm to me, that they  
both have knowledge of the English language.

Gathered here today are the following persons

DIOMEDE Francesco, pensioner, born in Bari on 3rd January  
1949, who declares to intervene at the present act in the fa-  
culty of President of The Executive Council of the Associa-  
tion "Federazione italiana incontinenti - onlus" with its  
seat in Bari at Viale Orazio Flacco n. 24 and where he resi-  
des, national insurance number 07045820151 and VAT number  
05505160720;



Strippoli Maddelena, nurse, born in Bari on 20th May 1960 and  
resident in Bari in via Goffredo Mameli no. 15 (national in-

surance number STR MDL 60E60 A662W);

FRANCIS Laura Beth Turley, employee, born in West Virginia (USA) on 8th June 1978 and resident in South Carolina (USA) at 1867 Beechwood Road, Charleston;

KROESE Stella, nurse, born in Amsterdam (Netherlands) on 23rd July 1954 and resident in Amsterdam (Netherlands) at number 74 Bankwerhery;

KREMER Francoise, Lucienne, Raymonde, director, born in Paris on 9th January 1942 and resident in Vincennes (France) at no. 6 Cours Marieny;

VAN POELGEEST Mary Lynne, translator, born in Liverpool (Great Britain) on 5th June 1946 and resident in Oestgeest (Netherlands) at no. Louis Couperuszaani;

MICHALEK Tomasz, director, born in Swiecie (Poland) on 12th October 1972 and resident in Warsaw at no 65/12 Wrzeciono;

CRUMLIN Linda, director, born in Cambeltown (United Kingdom) on 21st August 1958 and resident in Rutland (United Kingdom) at 12 Main Street Barrowden.

The individuals Francis Laura Beth Turley, Kroese Stella, Kremer Francoise Lucienne Raymonde, Van Poelgeest Mary Lynne, Michalek Tomasz and Crumlin Linda declare that they do not know the Italian language and ask that the present act be translated into the English Language; a language known to me the notary and that the said translation be attached to the present act. The above mentioned individuals whose personal

identity i, the notary, am certain of, are convened here and

stipulate the following:

1. The above mentioned individuals declare to constitute, as in effect they constitute an association named "World Federation of Incontinence Patients - ONLUS (W.F.I.P. - ONLUS)" with its seat in Capurso at number 6 Italo Calvino.

2. The present individuals nominate as members of the Executive Council the following:

Diomede Francesco - President;

Kremer Francoise, Lucienne, Raymonde e Van Poelgeest Mary Lynne - Vice Presidents;

Michalek Tomasz - Treasurer;

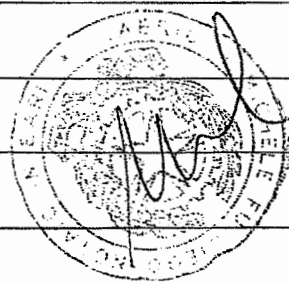
Francis Laura Beth Turley - Secretary;

Kroese Stella e Crumlin Linda - Councillors;

all the components accept their nomination.

3. The membership fee of those who join the association in the first year will be determined by the Assembly.

4. All the other constitutional elements of the association are contained in the relevant regulations regarding the functioning of the association and are regulated by the statute that is attached to the present act under the letter "A". The present individuals dispense me of the obligation of reading the attached document. As requested i the notary have compiled this act, written originally by a trustworthy person in the Italian language and translated into the English language



on one sheet on approximately three pages besides what follows and which is read by me, in the presence of two witnesses to the persons appearing and who approve it.

F/ti: DIOMEDE Francesco,

STRIPPOLI Maddalena

FRANCIS Laura Beth Turley

KROESE Stella

Francoise, Lucienne, Raymonde, KREMER

Mary Lynne VAN POELGEEST

Tomasz MICHALEK

Linda CRUMLIN

Brian John MOLLOY

Paolo Savoia Umberto DE RUVO

Notaio Michele LABRIOLA segue sigillo.

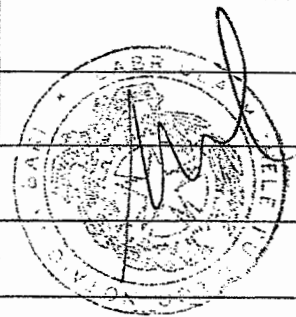
Allegato "A" al n. 8898 di raccolta

S T A T U T E

"WORLD FEDERATION OF INCONTINENCE PATIENTES ONLUS (W.F.I.P. - ONLUS).

Art. 1 -A world federation of incontinent patients, based on charitable voluntary activities, is established, under the name: The World Federation of Incontinence Patients, with the acronym: WFIP-ONLUS, "The Federation" represents the interests of patients with urinary and faecal incontinence and those with related pelvic floor disorders, who have for a long time felt the need to defend their rights at international level. For purposes of this document, the World Federation of Incontinence Patients shall hereinafter be termed "The Federation".

Art. 2 - "The Federation" has its registered office in Italy and may establish and/or recognise international associations. "The Federation" and the national or international associations established and/or recognised by it should operate in harmony and be based upon principles such as solidarity, public relations and voluntary work, cooperation, health and training. "The Federation" and the international associations recognised by it shall be non-profit organizations. The Executive Council of "The Federation" is the only body authorised to act in this capacity. The international associations recognised by "The Federation" can be established in Africa,



Asia, Australia, Europe, North America and South America. The activities operated by the members of "The Federation" are personal, spontaneous and non-profit.

Art. 3 - "The Federation" will have an unlimited duration, for as long as the aforementioned problems exist.

Art. 4 - "The Federation" is a non-party organisation, and the services provided by its members are on a voluntary basis and free of charge. The main purposes of "The Federation" are:

1. bringing into contact patients suffering from incontinence and other interested parties;

2. making sure that every nation establishes its own association of patients that will represent its best interests and needs;

3. co-ordinating and offering all types of assistance to the national and international associations (Africa, Asia, Australia, Europe, North America and South America);

4. promoting the upkeep of contacts aimed towards the exchange of experiences with Institutions, Associations and others interested to the problems related to incontinence

5. ensuring that official authorities support all incontinence-related problems;

6. protecting the rights of incontinent patients in every country;

7. advocating the approval of the appropriate legislation in

defence of the incontinent patients rights in every country;

8. guaranteeing the harmonization of qualitative and quantitative standards for medical devices used by incontinent patients;

9. enabling the patient to exercise the "right of free choice" regarding medical devices for incontinence;

10. ensuring "Equal Rehabilitative Opportunities";

11. advocating the reimbursement of incontinence drugs and medical devices in every country;

12. promoting awareness, prevention and rehabilitation programmes in every country;

13. providing the associations with the necessary information in order to improve the quality of life of their patients;

14. collecting the necessary data;

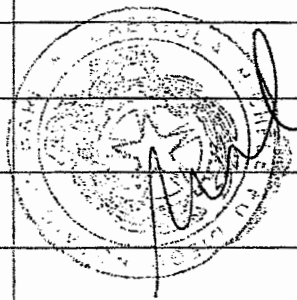
15. providing the relevant documentary information, at national level, to the mass media and the respective official authorities;

16. publishing the news bulletin of "The Federation", entitled WFIP News;

17. establishing the web-site of "The Federation";

18. hosting meetings and participating at relevant international conferences in order to raise awareness of the problems of incontinence;

19. co-operating with the World Health Organisation, some of the most renowned medical and paramedical scientific socie-



ties such as: ICS (International Continence Society), IUGA (International UroGynecological Association), ICN (International Council of Nurses) and other Organisations related to the problems of incontinence;

20. promoting awareness and advocating the necessary training among the paramedics and non-medical professionals;

21. improving the mobility and quality of life of incontinent patients by increasing the number of public toilets and other facilities;

22. promoting activities in order to raise the funds for "The Federation" so it can achieve proper financial autonomy;

23. promoting and organising an annual "World Day or Week on the Prevention, treatment and Rehabilitation of the Incontinence patient" with the participation of patients, international health care organizations, medical and paramedic scientific societies, official authorities and the mass media.

Art. 5 - Entitlement to membership of the World Executive Council of "The Federation" is restricted to national or international associations of incontinent patients whose members are, either patients or others who act in the best interests of the patients. Members fall into one of these three categories:

1. ordinary members;

2. founder members;

3. honorary members.



Ordinary members are national delegates who approve "The Federation's" statute. Each member is entitled to one vote;

Founder members are those national delegates who founded "The Federation", in particular delegates from France, Italy, Netherlands, Poland, United Kingdom and United States of America. In view of their important role in establishing "The Federation", the founder members are entitled to two votes;

Honorary members are appointed by the Executive Council from persons who possess the appropriate scientific, social and moral standards. The ex-Presidents of the Executive Council are honorary members by right, if not involved in acts of omission and/or negligence. They shall be entitled to participate in meetings but do not have voting rights.

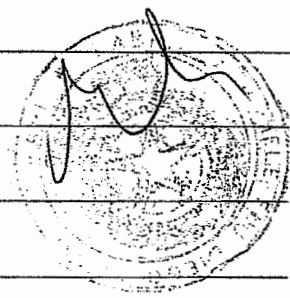
Art. 6 - Before becoming a member of "The Federation", a national or international association must comply with the following procedure:

a) present a written application for membership and attach to this application: its charter, articles of incorporation, composition of executive bodies, list of activities in their territory and its structure;

b) commit itself to respect this statute ;

c) undertake to pay an annual membership fee, established by the Executive Council on the basis of its income and the number of its members, to the "The Federation".

Art. 7 - After payment of the annual membership fee, all mem-



bers are entitled to vote at assemblies of "The Federation".

They may avail themselves of all services provided by "The Federation".

Art. 8 - Members of "The Federation" shall not be entitled to or have any financial gain, including any form of individual recompense related to activities within "The Federation".

Art. 9 - Delegates of national associations shall ordinarily be accepted as members of "The Federation". A member may be excluded in case of non-payment of the annual membership fee or grave acts of omission or negligence. The Executive Council shall have sole responsibility for deciding on such expulsion after discussion. Each national association can replace their delegate by another accredited member.

#### COMPOSITION OF "THE FEDERATION"

Art. 10 - "The Federation" is composed by:

- a) the General Assembly of National and /or International Associations of Africa, North America, South America, Asia, Australia and Europe;
- b) the Executive Council of "The Federation";
- c) the auditors.

All positions are non-remunerative.

#### GENERAL ASSEMBLY

##### Art. 11

The General Assembly is composed of all members (ordinary, founder and honorary). The General Assembly is the deci-

sion-making and coordinating body for "The Federations'"

activities.

Art. 12 - The General Assembly is convoked by the president

at least once a year, and may be held by a video conference.

The General Assembly:

- decides on "The Federation's" four-year programme;

- approves the budget and final balance sheet;

- every four years, elects the members of the Executive Coun-

cil and the auditors by a majority of those entitled to vote;

- upon the proposal of the Executive Council approves the in-

ternal regulations and any modifications thereof;

- fixes the annual membership fee to be paid by the national

and international associations.

Art. 13 - The Extraordinary Assembly is convoked by the pre-

sident whenever it is deemed necessary by the Executive Coun-

cil or whenever it is expressly and justifiably requested by

at least one-third of the national and international member

associations. It is the sole body authorized to modify the

articles of the statute of "The Federation" or decide upon

its dissolution.

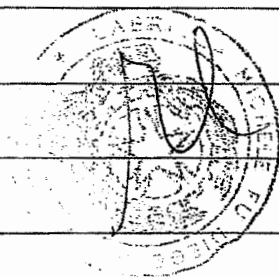
Art. 14 - The General Assembly shall be convoked by letter,

e-mail or fax. The convocation shall be sent a minimum of

twenty days prior to the date set for the meeting; the notice

of convocation should indicate the place, date and time of

the first and second convocation and a list of the topics on



the agenda. The General Assembly is presided over by the president of "The Federation", in case of his/her absence by the senior vice-president and in case of this last absence by the other vice-president.

Art. 15 - All members who have paid their annual membership fee may participate in the proceedings of the General Assembly. Each member may have no more than three proxy votes. The president of the General Assembly is responsible for verifying the authenticity of the proxy votes.

Art. 16 - The first convocation of the General Assembly shall be valid if an absolute majority of members is present; the second convocation shall be valid, when at least one third of the members are present or represented.

Art. 17 - During the General Assembly the votes are taken by a show of hands or by a nominal roll-call. The members of the Executive Council have no voting rights in decisions regarding their responsibilities. Any decision made by the General Assembly shall be deemed valid if voted by an absolute majority of members or represented members present at the assembly.

#### EXECUTIVE COUNCIL

Art. 18 - The Executive Council of "The Federation" is composed by at least seven members and a maximum of eleven members, elected from the members of the General Assembly. Its members should represent the largest number of nations possi-

ble. The Executive Council members shall be reimbursed solely for expenses incurred in the exercise of their functions, after documentary evidence thereof. The official language of the "The Federation" is English, and simultaneous translation into other languages, shall be provided whenever financially possible. The balance sheet shall be translated into Italian as long as "The Federation" is registered in Italy.

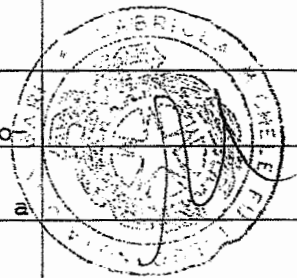
Art. 19 - The members of the Executive Council shall hold office for four years and may be re-elected. The Executive Council elects a President, Vice-President(s), a Secretary, and a Treasurer from its members. The president of "The Federation" should preferably be a patient.

Art. 20 - The Executive Council is convoked by the president when necessary and in any case in scheduled, annual ordinary meetings. The meetings of the Executive Council are presided over by the President; in case of his/her absence by the senior vice-president and in case of the absence of the latter by the other vice-president.

Art. 21 - Executive Council meetings are valid, when a majority of members are present and its decisions approved on a majority vote.

Art. 22 - The Executive Council:

a) presides over the activities of "The Federation" and establishes the work schedule for each fiscal year, which shall be submitted for approval by the General Assembly;



b) oversees the ordinary administration of "The Federation";

c) prepares and submits, annually, to the General Assembly the budget and the final balance sheet;

d) decides on the exclusion of members on justifiable grounds.

Art. 23 - The President is "The Federation's" legal representative in relation to third parties and judgements, with the authority to appoint attorneys. The President is replaced by the Senior Vice-President in the event of the latter's absence, and in the absence of the Senior Vice-President, by the other Vice-President, under the terms and conditions as established by law.

#### SECRETARY AND TREASURER

Art. 24 - The Secretary:

a) compiles and updates the list of the members;

b) handles the correspondence;

c) organises the meetings of the Executive Council and the General Assembly,

d) writes and keeps the minutes of the meetings of the Executive Council and the General Assembly.

The Treasurer:

a) supervises "The Federation's" administrative and financial activities;

b) manages the ordinary administration of "The Federation" in particular its special funds, destined to projects;

c) is enabled to draw and collect amounts of money;

d) makes authorised payments;

e) issues receipts;

f) is responsible for compiling the annual report;

g) handles bank transactions, authorised a priori by the Executive Council and other matters as may be required by the Italian legislation in force at any particular time.

The Treasurer of "The Federation" follows the laws of the country, where the treasurer resides.

#### AUDITORS

Art. 25 - Three active and two substitute auditors are elected by the General Assembly and hold office for four years; they may be re-elected. They are responsible for monitoring the proper functioning of "The Federation's" financial operations and supervising its administration. They may express their opinions on any specific aspect but have no voting rights.

#### ASSETS AND FINANCIAL YEAR

Art. 26 - "The Federation's" estate consists of:

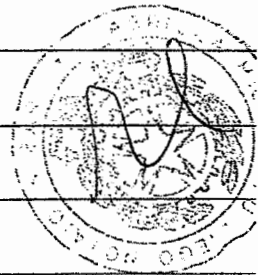
a) membership fees paid to "The Federation";

b) donations received from private parties;

c) contributions from public institutions;

d) any other donations and bequests;

e) interest on "The Federation's" assets obtained.



#### BALANCE SHEET

Art. 27 - The financial year commences on 1 January of each year and closes on 31 December of the same year. The balance sheet is approved by the General Assembly. "The Federation" should prepare an annual budget and final balance sheet, which must indicate any contributions, donations, subsidies and bequests received and any interest accruing thereon. Balance sheets are prepared by the Treasurer, who keeps the accounts and presents them to the Executive Council. They are submitted for approval, by open ballot, by a simple majority of paid-up members at the General Assembly.

#### FUNCTIONING OF "THE FEDERATION"

Art. 28 - The functioning of "The Federation" depends on the coordinated efforts of the Executive Council (President, Vice-president(s), Secretary and Treasurer).

Art.29 - The funds available to "The Federation" are managed and administered by the Executive Council. debits and credits are indicated in the accounts, kept by the Treasurer.

#### THE DISSOLUTION OF "THE FEDERATION"

Art. 30 - In case of dissolution the assets of "The Federation" will be devolved to member associations of "The Federation" as decided by the General Assembly.

Art. 31 - In respect of Decree n.460 of 1997 of the Italian legislation, for any matter not provided in the present statute:

- "The Federation" acts exclusively on a non-profit basis as



outlined in Article 4 and shall not undertake any other activities for gainful purposes, except those as provided for in Article 4. In the event of the latter, separate accounts shall be provided;

- It is strictly prohibited to distribute, whether directly or indirectly, any income issuing from such surplus funds, reserves, capital or interest thereon as may be recorded in the accounts of "The Federation", unless otherwise provided for by the legislation in force, in relation to the allocation of non-profit organization funds;

- All profits shall be explicitly used for activities in which the "The Federation" is engaged;

- If "The Federation" is dissolved, its assets will be devolved to other member associations ONLUS as decided by the General Assembly and as provided by law;

- All members of legal age have the right to vote on all items on the agenda;

- Temporary membership of the General Assembly is explicitly excluded;

- "The Federation" uses the acronym "ONLUS" (Italian non-profit Organization) in the articles of this statute and in all other official correspondence.

Art.32 - The provisions of the Italian Parliament's law n.266/91, on the voluntary work, and D.L. n.460 of 1997, on the regulations of the non profit organisations, ONLUS,

will be considered valid for matters not provided in this statute.

F/ti: DIOMEDE Francesco,

STRIPPOLI Maddalena

FRANCIS Laura Beth Turley

KROESE Stella

Francoise, Lucienne, Raymonde, KREMER

Mary Lynne VAN POELGEEST

Tomasz MICHALEK

Linda CRUMLIN

Brian John MOLLOY

Paolo Savoia Umberto DE RUVO

Notaio Michele LABRIOLA segue sigillo.

La presente copia costante di trentasei facciate è conforme all'originale e si rilascia per l'uso che compete.

Bari,

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1766 No

2006

*Michele Labriola*

