

## ARTICLES OF ASSOCIATION OF “PRO BONO ITALIA”

### Article 1 – Name

1. An association pursuant to the Italian Civil Code is hereby established with the name “Pro Bono Italia” (the “**Association**”).

### Article 2 – Registered office

2.1. The main registered office of the Association is in Via [●], Milan. The secondary office is in Via [●], Rome.

2.2 The Governing Council resolves upon any change of address within the same municipality. The Governing Council may resolve upon the establishment of secondary offices also outside the municipality, either in Italy or abroad.

### Article 3 – Purpose of the association

3.1 The Association is a non-profit organization. The Association’s purpose is the promotion and diffusion of Pro Bono and its culture. “**Pro Bono**” means the provision of free legal advice and legal representation by lawyers enrolled in the Italian Bar Association (*Albo Nazionale Avvocati*), on a strictly voluntary basis, with the aim of carrying out the social function of the legal profession and within the limits indicated by the applicable laws, regulations and rules of conduct: (a) in favor of (i) non-profit organizations pursuing social welfare purposes, (ii) natural persons unable to afford legal assistance or obtain access to justice (such organizations and persons, collectively, the “**Beneficiaries**”); or (b) in general, for the advancement of the common good, the protection of human rights and the improvement of the legal system.

3.2 In order to implement its purpose, the Association shall carry out the following activities:

- (a) organizing periodic meetings (which may be named “Round Tables”) in order to facilitate the discussion among lawyers, Beneficiaries and other natural or legal persons interested in the development and diffusion of Pro Bono;
- (b) cooperating and maintaining relationships with the so-called “clearing houses”, *i.e.* non-profit organizations that collect and select requests for assistance from Beneficiaries and forward them to lawyers wishing to carry out Pro Bono activities;
- (c) promoting and organizing educational activities and common initiatives among associates and between associates and Beneficiaries on legal, social and cultural topics related to Pro Bono;
- (d) establishing and maintaining relationships with associations or national or international entities having a purpose similar to that of the Association, also by promoting and taking part in initiatives of common interest;
- (e) establishing and maintaining relationships with local, national and international bar associations and with the competent institutions, with a view to promoting the adoption of laws, regulations, codes or rules of conduct favoring the development of Pro Bono;
- (f) creating and updating a website including the information on the Association and its activity.

In addition to the institutional activities, the Association may carry out all the activities related thereto, which shall be considered as supplementary activities, provided that such supplementary activities are not incompatible nor in conflict with the Association’s purpose.

The activities promoted by the Association do not include legal assistance provided in accordance with the legal provisions on legal aid.

The Association does not directly provide legal advice. Any liability arising from Pro Bono activities shall be solely borne by the professional carrying out such activities and no liability shall be placed on the Association.

**3.3** The activities of the Association are carried out for altruistic purposes only. The Association does not have a lucrative purpose.

The funds and resources of the Association may be used only for its institutional purposes, as specified in these articles of association. Associates do not have any right to the profits or any other economic benefit deriving from the funds and the resources of the Association.

**3.4** The activities of the Association shall be carried out mainly through the work of its associates, provided on a free and voluntary basis.

As a matter of special necessity or urgency and/or for specific roles, the Association may hire employees or avail itself of the activity of self-employed workers, whom the Association may select also among its associates.

#### **Article 4 – Duration**

**4.1** The Association has unlimited duration, save for the instance of dissolution pursuant to Article 17 of these articles of association.

#### **Article 5 – Associates**

**5.1** The Association is composed of the associates, who enjoy the rights and bear the duties set out in these articles of association and in the applicable laws and regulations. The Association membership has unlimited duration and it shall not be granted on a temporary basis, without prejudice in any case to the exercise of the right of withdrawal.

Each associate shall be entitled to actively partake in the life of the Association.

Every associate shall enjoy the same rights (including voting rights).

**5.2** The Association membership shall be open to (i) lawyers enrolled in the Italian Bar Association (*Albo Nazionale Avvocati*), (ii) trainee lawyers enrolled in the register of trainees authorized to practice (*Registro dei Praticanti Abilitati al Patrocinio*), (iii) law firms and bar associations that share the purpose and the activities of the Association and participate in their realization.

The admission of associates shall be subject to the following conditions:

- (a) submission of a request for admission to the Governing Council of the Association, which must include the indication of the domicile and/or the e-mail address to which communications shall be sent;
- (b) declaration of full acknowledgment and acceptance without reservations of the provisions set forth in these articles of association and of the duties deriving therefrom, including, without limitation, the provisions on payment of the membership fee.

**5.3** The Governing Council resolves upon the acceptance of the requests for admission of new associates. The decision of the Governing Council is unchallengeable. The membership shall be effective from the date of the resolution of the Governing Council resolving upon the acceptance.

**5.4** The associates shall pay an annual membership fee, which shall be determined each year by the Governing Council.

Membership fees paid may not be recovered, neither in case of termination of the individual membership nor in case of dissolution of the Association. The membership may not be transferred.

**5.5** The membership of the Association is free and voluntary but associates commit to abide by the provisions of these articles of association and of the resolution of the governing bodies of the Association.

**5.6** The status of associate shall be recorded in a register kept by the Governing Council.

**5.7** The status of associate may be terminated in the event of:

- (a) death, in case of natural persons, or dissolution, in case of legal persons;
- (b) withdrawal, which must be communicated in writing to the Governing Council;
- (c) resolution of exclusion of the Governing Council for: (i) any violation, either by willful misconduct or negligence, of law, public order (*ordine pubblico*) or the purposes of the Association, subject to prior notice of the violation and the possibility of a hearing; (ii) failure to pay more than one annual membership fee, following two months from the payment solicitation notice sent via registered mail or electronic registered mail; or (iii) assessment of grounds for revocation due to interdiction (*interdizione*), disqualification (*inabilitazione*) or criminal conviction of the associate for common offences (*reati comuni*), excluding offences committed without criminal intent (*di natura colposa*); (iv) disbarment of the associate.

The opening of any of the proceedings indicated under letter (c) above shall be communicated to the relevant associate by means of a registered mail or electronic registered mail.

A provision of exclusion shall be reasoned and communicated to the associate via registered mail or electronic registered mail. The decision of the Governing Council may be appealed before the Associates' Meeting.

Re-admission may be requested to the Governing Council only after the circumstances determining the exclusion cease to exist.

The Governing Council shall revise the list of the associates within the first month of each social year.

Those who cease to be associates are not entitled to the restitution of any membership fees paid, nor are they entitled to any right on the assets or the Common Fund of the Association.

## **Article 6 – Governing Bodies**

**6.1** The Association is organized in accordance with the principles of democracy and equality of rights and opportunities of the associates. The Council's offices are elective and open to all the associates.

**6.2** The following are governing bodies of the Association:

- (a) the Associates' Meeting;
- (b) the Chairman and the Deputy Chairman;
- (c) the Governing Council;
- (d) the Secretary General;
- (e) if appointed, the Executive Committee;

- (f) if appointed, the Advisory Board;
- (g) if appointed, the Board of Auditors, either monocratic or collegial.

**6.3** Except for the Secretary General, all the offices are unpaid, save for reimbursement of expenses incurred while carrying out the relevant duties. The Secretary General may receive a compensation, the amount of which shall be determined by the Governing Council at the time of appointment.

## **Article 7 – Associates’ Meeting**

**7.1** The Associates’ Meeting is convened by the Governing Council at least once a year, within 120 (one hundred and twenty) days from the end of the relevant financial year, for the approval of the budget and financial statements (*bilancio consuntivo e preventivo*) and, if required, for the appointment of the Board of Auditors.

The Associates’ Meeting shall also be convened every time the Governing Council deems it necessary or if at least one tenth of the associates submit a reasoned request to convene the meeting.

**7.2** The Associates’ Meetings are convened by means of a notice specifying the date, time and venue of the meeting and the items on the agenda, to be delivered to every associate via registered mail, fax or e-mail at least 7 (seven) days prior to the date of the meeting.

The call notice shall also specify the date of the second call of the meeting.

The meeting shall be considered to be duly convened and its resolutions shall be valid, even without formal call notice, if all the associates, directors in office and the Board of Auditors, if appointed, attend the meeting.

**7.3** Every associate has voting rights.

Every associate is entitled to be represented by another associate through a written proxy. Every associate cannot be granted with more than 3 (three) proxies. Associates are not allowed to vote remotely.

**7.4** The Associates’ Meeting can be held also via telecommunication or videoconference, subject to the following conditions that shall be acknowledged in the minutes of the relevant meeting:

- (a) the chairman of the meeting is entitled to verify the identity of the attendees, act as moderator at the meeting and verify and announce the results of the voting procedure;
- (b) the person in charge of preparing the minutes of the meeting is entitled to adequately perceive the events of the relevant meeting;
- (c) the attendees are entitled to attend the discussion and the simultaneous voting procedure on the items on the agenda and to view, receive and transmit documents.

After verifying the fulfilment of the abovementioned conditions, the meeting shall be considered to be held in the place where the Chairman and the secretary are located.

**7.5** The Associates’ Meeting is chaired by the Chairman, assisted by a secretary appointed by the same Meeting.

**7.6** In first call, the meeting is validly held with the majority of the associates and resolves with the majority of votes cast by those present.

In second call, the meeting resolves with the favorable vote of the majority of the associates present, regardless of the number of attendees.

Members of the Governing Council shall have no voting right in relation to the resolutions concerning their own liability.

In the resolutions relating to any changes to these articles of association, the relative meeting shall be validly held with the attendance of at least three quarters of the associates having the right to vote and shall resolve with the majority of votes cast by those present.

In the resolutions relating to the winding up of the Association and the liquidation of its assets, the meeting shall resolve with the favorable vote of at least three quarters of the associates.

The voting at the Associates' Meeting shall always be open.

**7.7** The resolutions of the Associates' Meeting are formalized in the minutes signed by the Chairman and the secretary.

**7.8** The Meeting appoints among its members the Chairman, the Deputy Chairman, the Governing Council and the General Secretary, who are in charge for three years and whose term expires with the Associates' Meeting convened to approve the financial statements relating to the third financial year and may be re-appointed.

**7.9** The Associates' Meeting may appoint within its members an honorary Chairman and/or one or more honorary members, who have distinguished themselves for honor and social commitment in the world of institutions, culture, economics, business, education, third sector and in the areas in which the Association carries out its activities.

**7.10** The associates' resolutions may be adopted also by means of written consultation, save for the resolutions concerning the following subjects, which shall always be passed by means of resolutions of the Associates' Meeting: changes to the deed of incorporation, approval of the financial statements, initiation of a proceeding concerning the liability of the members of the Governing Council, voluntary anticipated winding up of the association (*scioglimento anticipato volontario*), appointment or removal of the liquidators and related fees and criteria of liquidation; any decision to be requested by at least two members of the Governing Council or by more than half of the associates, or decisions that are required by law to be passed by way of an express resolution of the meeting.

**7.11** The written consultation procedure is regulated as follows.

One of the Chairman, the Deputy Chairman, one of the members of the Governing Council or one of the associates, alternatively, transmits to all the associates, members of the Governing Council and, if appointed, the Board of Auditors, the resolution to be adopted, setting a term not less than 10 (ten) days and not more than 30 (thirty) days within which every associate shall deliver its consent, if any, in relation to the resolution to the registered office of the association, to the attention of the Chairman and the General Secretary.

Any such communications must be made via registered mail or with other means providing confirmation of receipt.

The resolution shall be considered passed upon the favorable vote of the majority of the associates. The date of the resolution shall be the expiration date of the term for submitting the associates' consent concerning the proposed resolution.

Any replies delivered after such term shall not be taken into consideration for the purposes of determining whether the majority required to pass the resolution has been reached.

## **Article 8 – Governing Council**

**8.1** The association is managed by a Governing Council composed of 3 (three) to 7 (seven) members, including the Chairman and the Deputy Chairman, appointed by the Associates' Meeting among the associates; the office of member of the Governing Council expires after three financial years, as of the date of the Associates' Meeting convened to approve the financial statements relating to the third financial year, and may be re-appointed.

**8.2** Should one or more members of the Governing Council, who do not represent the majority of the same Governing Council, be revoked or resign for any reason, the other members of the same Governing Council shall replace them.

Such newly appointed members of the Governing Council shall hold their office until the expiry of the Governing Council that appointed them.

If the majority of the members of the Governing Council appointed by the Associates' Meeting is revoked or resigns for any reason, the other members of the same Governing Council shall convene the Associates' Meeting in order to replace the missing members. Said newly appointed members office shall hold their office until the expiry of the Governing Council in charge when they were appointed.

**8.3** The Governing Council is convened by means of a notice to be delivered via registered mail, fax or e-mail, at least 7 (seven) days prior to the date of the meeting or, in the instance of urgent matters, via telegram, fax or e-mail to be sent at least 48 (forty-eight) hours prior to the date of the meeting, specifying the date, time and venue of the meeting and the items on the agenda.

**8.4** The meetings of the Governing Council and its resolutions are validly passed, even without a formal call notice, if all the members in charge attend the meeting.

**8.5** The Governing Council may be held also via telecommunication or videoconference, subject to the following conditions that shall be acknowledged in the minutes of the relevant meeting:

- (a) the chairman of the meeting is entitled to verify the identity of the attendees, act as moderator at the meeting and verify and announce the results of the voting procedure;
- (b) the person in charge of preparing the minutes of the meeting is entitled to adequately perceive the events of the relevant meeting;
- (c) the attendees are entitled to attend the discussion and the simultaneous voting procedure on the items on the agenda and to view, receive and transmit documents.

After verifying the fulfilment of the abovementioned conditions, the meeting shall be considered to be held in the place where the Chairman and the secretary are located.

**8.6** For the validity of the resolutions of the Governing Council, the presence of at least one half of the members of the same Governing Council shall be required and the resolutions shall be passed with the majority of votes cast; if the votes are even, the chairman's vote shall prevail.

The resolutions of the meetings of the Governing Council are formalized in the minutes signed by the Chairman and the secretary.

**8.7** The Governing Council meets every time that the Chairman deems it necessary or when the majority of its members so requests.

**8.8** The meetings of the Governing Council are chaired by the Chairman or, in his/her absence, by the Deputy Chairman or, in his/her absence, by the person designated by the attendees.

**8.9** The resolutions of the Governing Council may be adopted by written consultation, at the same terms and conditions set out under Article 7.11 above in relation to the Associates' Meeting. If at least two members so require and in the other cases provided for by the law, no written consultation procedure may be adopted and the resolution of the Governing Council must be necessarily passed by a meeting of the Governing Council.

### **Article 9 – Powers of the Governing Council**

**9.1** The Governing Council is vested with the widest powers for both the ordinary and the extraordinary management of the Association including, *inter alia*, the power to:

- (a) ensure the achievement of the Association's purposes;
- (b) convene the Associates' Meetings;
- (c) decide and to resolve upon the admission of new associates, as well as upon the exclusion or forfeiture of office;
- (d) draft budgets and financial statements;
- (e) issue rules and regulations for the organization and operation of the Association;
- (f) purchase and sell movable and immovable assets (*beni mobile e immobili*); accept any inheritance and legacy; determine the allocation of funds (including associates' contributions and financial resources) available to the Association;
- (g) determine the amount of annual membership fees;
- (h) submit to the Associates' Meeting, following an initial detailed examination, proposals, reports and motions made by the associates, as well as amendments to the articles of association;
- (i) negotiate and enter into loans, mortgages or other forms of financing with financial institutions, including the granting of guarantees in favor of the Association;
- (j) form and/or join associations, foundations, companies, temporary associations, joint ventures, consortia and networks, to undertake memoranda of understanding and generally set up the most convenient collaboration agreements with third parties;
- (k) outsource to third parties tasks related to the achievement of the Association's purposes;
- (l) promote and/or organize events (seminars, workshops and conventions) aimed at raising public awareness on the Association's purposes;
- (m) resolve upon every matter that is not specifically reserved under these articles of association to the competence of the Associates' Meeting or to that of other bodies.

**9.2** The Governing Council may appoint an Executive Committee, composed of certain members of the same Governing Council and to which it may delegate some of its functions.

**9.3** The Governing Council may appoint an Advisory Board that may also be composed of non-associates and for which the provisions set out under Article 12 of these articles of association apply.

## **Article 10 – Chairman – Deputy Chairman**

**10.1** The Chairman is the legal representative of the Association *vis-à-vis* third parties and before the courts.

The Chairman chairs the Associates' Meeting, convenes and chairs the meetings of the Governing Council. He/she is in charge of carrying out the Associates' Meeting resolutions and usually coordinates the Association's work.

**10.2** The Chairman may also appoint attorneys for specific tasks or categories of tasks.

**10.3** In case of absence or impediment of the Chairman, the Deputy Chairman shall chair the relevant meeting. The signature of the Deputy Chairman shall constitute proof of the absence or impediment of the Chairman.

## **Article 11 – General Secretary**

**11.1** The General Secretary holds office for 3 (three) years, therefore until the Associates' Meeting is convened to approve the financial statement for the third year. The General Secretary may be re-elected.

The General Secretary is in charge of the coordination and organization of the Association's management, executive and economic activities, in accordance with the directives given by the Governing Council and the Associates' Meeting. The General Secretary is also in charge of the collection and payment activities relating to the Association's current accounts, to always be carried out in accordance with the limits set out by the Governing Council.

## **Article 12 – Advisory Board**

**12.1** The Governing Council may appoint an Advisory Board composed of associates and/or non-associates. The Advisory Board shall promote the Association's vision and ensure that projects are consistent with the purposes of the Association. The Advisory Board also has a consultative and advisory role in relation to the Association's activities.

**12.2** The Advisory Board's members hold office for the time set at the time of appointment, in any case for no more than 3 (three) years, and they may be re-appointed. The Advisory Board's members shall be replaced by the Governing Council in the case of resignation, permanent incapacity or death, for the remaining period of their appointment.

**12.3** The Advisory Board is chaired by the Association's Chairman or the person appointed by the same Chairman.

## **Article 13 – Board of Auditors**

**13.1** The Board of Auditors may be collegial or monocratic, as determined by the resolution of the Associates' Meeting, which shall have the power to appoint it.

The Board of Auditors may be composed of non-associates who must be enrolled in the Register of Chartered Accountants (*Albo dei Revisori Legali*).

Should the Board of Auditors adopt a collegial composition, it must be composed of three effective auditors and two alternate auditors. The Chairman must be appointed by the Associates' Meeting.

**13.2** The Board of Auditors shall:

- (a) supervise the management of the Association's accounting and perform, at any given time, the assessment of cash flows; draft budgets and financial statements to be presented before the Associates' Meeting;
- (b) supervise and monitor the compliance with the rules set out under these articles of association.

**13.3** The office of auditor is not compatible with that of member of the Governing Council.

**13.4** The members of the Board of Auditors' hold office for 3 (three) years, until the Associates' Meeting is convened to approve the financial statement for the third year, and they may be re-elected.

**13.5** The members of the Board of Auditors' may attend the Governing Council's meetings.

Article 8 of these articles of association also applies, *mutatis mutandis*, to the Board of Auditors' meetings.

#### **Article 14 – Assets and Common Fund**

**14.1** The Association's Common Fund is composed of:

- (a) movable and immovable assets (*beni mobile e immobili*) owned by the Association;
- (b) funds deriving from any budgetary surplus;
- (c) donations, legacies and inheritances;

**14.2** The income to be used in order to carry out the Association's activities and to fund the Association's operation is composed of:

- (a) membership fees;
- (b) income deriving from immovable assets (*beni immobili*);
- (c) contributions made by the public administration, by any national or international entity, by local entities, financial institutions and entities in general;
- (d) contributions made by citizens, associations and entities, as well as collection of funds from the public;
- (e) voluntary contributions made by associates;
- (f) any sponsorship or advertising.

**14.3** The payments and contributions to the Common Fund may be of any amount and are always non-recoverable; the contributions shall therefore be in no case re-valued or recoverable, neither in case of dissolution of the Association, death, termination, withdrawal or exclusion from the Association.

#### **Article 15 – Financial Statements**

**15.1** The financial year shall end on **December 31 (thirty-one)** of each year.

At the end of each financial year, the Governing Council shall draw up the budget and financial statements (*bilancio consuntivo e preventivo*) to be submitted for approval at the meeting to be convened within 120 (one hundred and twenty) days from the end of the relevant financial year.

**15.2** While the Association is in existence, no profits, surpluses, funds, reserves or capital shall be distributed, neither directly nor indirectly, unless the distribution or allocation is required by law or is

in favor of other non-profit organizations belonging to the same structure under provisions of law, by-laws or regulations.

Any operating surplus shall be re-invested in other institutional activities which are consistent with purposes of the entity.

#### **Article 16 – Transformation**

**16.** For the purposes of Article 2500-*octies*, third paragraph, of the Italian Civil Code, the Association may not be transformed into a capital company (*società di capitali*).

#### **Article 17 – Dissolution**

**17.1** In the event of dissolution of the Association, the Associates' Meeting shall appoint one or more liquidators for the liquidation of the assets in accordance with applicable laws. Should the Associates' Meeting not be duly convened, each of the members of the Governing Council may request that the competent authority appoint liquidator(s).

**17.2** The remainder of assets following the completion of the liquidation procedure shall be transferred to another non-profit organization having similar purposes or to public utility, determined [by liquidators based on indications provided by the Associates' Meeting][by the Italian Bar Association (*Consiglio Nazionale Forense*)], without prejudice to different purposes being required by law.

#### **Article 18 – Arbitration clause**

**18.1** Any disputes that should arise between the associates or between the associates and the Association, including disputes raised by the members of the Governing Council, by the liquidators and by the Board of Auditors, if any, or against them for matters relating the membership regarding disposable rights, shall be deferred to an arbitrator or to an arbitration board composed of 3 (three) members appointed by the chairman of the Chamber of Arbitration (*Camera Arbitrale*) at the relevant Chamber of Commerce (*Camera di Commercio*) based on the registered office of the Association, upon request of the most diligent among the contending parties.

**18.2** The choice between the appointment of arbitrators or an arbitration board shall be made by the first party to submit the application for the appointment.

**18.3** In the event of an arbitrator or one of the appointed arbitrators is unable or not willing to take up its duties, he/she shall be replaced, upon request of one of the parties, by the chairman of the Chamber of Arbitration (*Camera Arbitrale*) at the relevant Chamber of Commerce (*Camera di Commercio*) based on the registered office of the Association.

**18.4** The arbitrator or the arbitration board shall make its decisions in accordance with the provisions of law.

**18.5** Should the arbitrator or one of the arbitrators cease to hold their respective role as arbitrator for any reason, the relevant arbitrator shall be replaced following a new appointment in accordance with the same rules set out above.

**18.6** The Regulation of the Chamber of Arbitration (*Regolamento della Camera Arbitrale*) in force at the time of the application is considered to be accepted in its entirety with the acceptance of the these articles of association and/or with the acceptance of the offices in the Association.

## **Article 19 – Referral**

**19.1** For any other matters not governed by these articles of association, the applicable provisions of the Italian Civil Code and of the relevant legal framework regarding associations shall apply.