

BY- LAWS

EUROPEAN ASSOCIATION FOR PALLIATIVE CARE

non - profit Organisation

(E. A. P. C. - ONLUS)

Art. 1 - Name

An association has been established in the name of the "European Association for Palliative Care - Non-profit Organisation", shortly "EAPC - Onlus". The term "Organizzazione non lucrativa di utilità sociale " (Non profit organisation of social utility) or the abbreviation "Onlus" will be used in any publication or communication to the public.

Art. 2 - Headquarters

The Headquarters of the Association shall be in Via Venezian 1, 20133, Milan (Italy).

Art. 3 - Definition and objectives

1. The Association is a non-profit corporation and its aims are exclusively to improve the care of patients with advanced incurable disease and their families by promoting the knowledge, advancement and diffusion of palliative care at scientific, clinical and social levels.
2. In order to reach its objectives the Association shall:
 - a) promote the implementation of the enormous knowledge existing in palliative care, promote the training at universities and recognized schools, of those who, at any level, are involved with the care of the terminally ill, and promote study and research;
 - b) bring together those who study and practice the disciplines connected with the care of the terminally ill, their relatives and care givers;
 - c) address the ethical problems associated with the treatment of the terminally ill;
 - d) establish an international network for the exchange of information and expertise;
 - e) promote or sponsor publications or periodicals concerning palliative care.

f) promote the creation and the application of laws and regulations at European, regional and national levels, as well as the availability of funding that guarantee the access to best palliative care possible to all patients who need it, within the health care and social systems.

3. Palliative care is the active, total care of the patients whose disease is not responsive to curative treatment. Control of pain, of other symptoms, and of social, psychological and spiritual problems is paramount.

4. Palliative care is inter-disciplinary in its approach and encompasses the patient, the family and the community in its scope. In a sense, palliative care is to offer the most basic concept of care, that of providing for the needs of the patient wherever he or she is cared for, either at home or in the hospital.

5. Palliative care affirms life and regards dying as a normal process; it neither hastens nor postpones death. It sets out to preserve the best possible quality of life until death.

6. The Association shall not carry out any activities other than those indicated above or those strictly associated with them.

Art. 4 - Term

The Association has unlimited duration

Art. 5 - Assets and revenues

1. The assets of the Association are the assets that may come to the Association for any reason, gifts or bequests that may be given in its favour, contributions by public or private entities, or any operating surplus.

2. The revenues of the Association consist of:

- a) membership fees;
- b) revenues from its assets;
- c) revenues deriving from the activities organised;
- d) contributions by members or third parties;
- e) gifts or bequests

3. The Board of Directors annually fixes the minimum fee to be paid on joining the Association and the annual membership fee.

4. Membership of the Association does not entail any compulsory payment other than the joining fee and the annual membership fee. Members can however make contributions in addition to the established fees.

5. Contributions in favour of the Association, not intended as payment for the fee required to join the association or the annual membership fee, can be of any amount. Contributions are not refundable; neither in the event of the dissolution of the Association, nor in the case of death, resignation or exclusion from the Association.

6. The contribution does not entail any participation rights and in particular does not give rise to quotas or shares that can be transferred to third parties for any reason or cause whatsoever.

7. The Association can allot "Titoli di solidarietà" (receipts for charitable donations).

Art. 6 - Members

1. Members shall be divided into:

- a) Founding Members;
- b) Full Members;
- c) Honorary Members.

2. Founding Members are the signatories of the act of incorporation. Full Members are persons who may prove a professional experience or personal engagement in palliative care either within a palliative care service or unit, or a hospital based service or an association, and who adhere with no restriction to the objectives of the Association. Honorary Members are persons who the Board of Directors so appoint in consideration of their outstanding contributions to palliative care.

3. The division of the Members in the above categories does not imply any differentiation in the treatment of the Members themselves and in their rights in respect to the Association. In particular, each member has the right to participate in the activities of the Association. The participation of the members cannot be limited in time and members are invited to renew their yearly membership.

4. Those who intend to join the Association shall file an application to the Board of Directors declaring that they will adhere to the objectives of the Association and agree to comply with its By-laws and Rules.

5. The Board of Directors shall reply to such applications within one hundred and eighty days from receipt. In the absence of a reply within this period, the application will be deemed to have been refused. In the case of expressed refusal the Board of Directors is not obliged to explain the reasons for such refusal.

6. Each Member has the right to notify his or her intention to resign from the Association; such resignation takes effect from the day when the Board of Directors receives the notification.

7. In the case of default in the payment of subscriptions, or for any other serious reason, any Member can be excluded from the Association by a resolution of the Board of Directors. The exclusion takes effect from the day after the resolution is notified. The resolution shall contain the reasons for the exclusion.

Art. 7 - Structure of the Association

1. The structure of the Association is as follows:

- a) the General Assembly;
- b) the Board of Directors;
- c) the Executive Committee
- d) the President and the Vice-Presidents;
- e) the Secretary to the Board of Directors;
- f) the Treasurer;
- g) the Board of Auditors of the accounts

2. The election of the Board of Directors and officers of the Association can not be bound or limited in any way and is carried out with the maximum freedom to participate in the electoral process.

Art. 8 - General Assembly

1. The General Assembly is made up by all Members of the Association and is the supreme authority of the Association.

2. The General Assembly meets at least once a year before 30 April, for the approval of the Financial Reports and of the Budget

It also decides upon:

- the appointment of the Board of Directors and the Board of Auditors of the accounts;
- the drawing up of the general policy of the Association;
- the modification of the By-laws;
- the approval of the Rules
- the disposal of the operating surplus, in accordance with the law and the present By-laws
- the dissolution of the Association and the disposition of its assets

3. The General Assembly is convened by the President whenever it is deemed necessary, or when it is requested by at least 500 (five hundred) Members or by at least 6 (six) members of the Board of Directors. The General Assembly can be convened elsewhere in Europe.

4. The convocation is made by letter sent by post, telefax or e_mail indicating the place, the day and the time when the Meeting will take place, either in first and in second call, and the agenda. Such letter shall be sent to all of the Members at the address recorded in the register of Members and to all members of the Board of Directors and of the Board of Auditors, at least twenty days before the Meeting.

5. In first call, the Meeting shall need the presence - in person or by proxy - of at least half of the Members.

6. In second call, the Meeting shall be valid irrespective of the number of Members attending; the second call can not take place on the same day as the first call.

7. Each Member shall have the right to one vote. Considering the complex nature of the Association, being present in all European countries and at the European Institutions and gathering members of many countries outside of Italy, and taking into account that the General assembly can be held in any country of Europe the vote can also be exercised by written proxy. A proxy vote can be given only to another Member of the Association, provided that such Member is not part of the Board of Directors, of the Board of Auditors or is not a person employed by the Association. Each proxy-holder cannot hold more than 5 (five) proxies.

8. Resolutions shall be taken with the vote of the majority of those attending; abstentions shall be considered as negative votes. Votes by letter are not allowable.

9. For the resolution concerning the dissolution of the Association and the disposition of its assets, the approval of at least three quarters of the Members shall be required, either in first or in second call.

10. The General Assembly is chaired by the President of the Board of Directors or, in case of his or her absence, by the person designated by those present.

Art. 9 - Board of Directors

1. The Association shall be managed by a Board of Directors. This shall comprise no less than 11 (eleven) members and no more than 21 (twenty one) members chosen by the General Assembly, including the President, the Vice-President/s and the Treasurer.

2. The members of the Board of Directors will remain in office for 4 (four) years and can be re-elected. When, for any reason whatsoever, the majority of the members of the Board of Directors discontinue their office, the whole Board of Directors shall be considered dissolved and the General Assembly shall provide for new elections in a timely manner.

3. In the event that a member of the Board of Directors resigns or stands down for whatever reason the Board itself shall appoint a new member; the member so appointed remains in office until the next General Assembly. The member then elected by the General Assembly to replace the Board Member who stands down shall remain in office for the same period as the replaced board member would have remained .

4. The members of the Board of Directors cannot receive any remuneration, except the reimbursement of expenses incurred in carrying out the duties of their office.

5. The Board of Directors shall have all powers for the ordinary and extraordinary conduct of the activity of the Association and shall have the following functions:

- to manage the Association in every aspect, according to the policy decided by the General Assembly;
- to appoint the President, from one to three Vice-Presidents, the Secretary and the Treasurer, to be chosen from the members elected to the Board of Directors ;

- to resolve upon the admittance of new Members to the Association;
- to prepare the annual Financial Report and the Budget.

6. The Board can delegate all or part of its powers to the Executive Committee or appoint one or more members to act on behalf of the Board or the Association for part of their activity, and will determine the scope and powers of such representatives. The President can also on behalf of the Board appoint non members to act for the Board or the Association for part of their activity.

Art. 10 - Meetings of the Board of Directors

1. The Board of Directors is convened by the President whenever it is deemed necessary or when it is requested in writing by at least 6 (six) members of the Board of Directors or by the Board of Auditors. The convocation shall be made either by telegram or letter sent by post, telefax or e_mail indicating the place, the day and the time of the meeting and the agenda. The call shall be sent to all members of the Board of Directors and of the Board of Auditors at least 20 (twenty) days before the meeting, or 10 (ten) days in case of urgency.

2. The meetings of the Board of Directors shall be chaired by the President or, in case of his or her absence, by one of the Vice-Presidents: in case of their/his/her absence by the member of the Board of Directors as voted by those present. Meetings of the Board require the presence of a majority of members currently in office.

3. If all of the members of the Board of Directors and of the Board of Auditors are present, a meeting of the Board of Directors is considered valid and can make resolutions even if no formal call was made.

4. Resolutions must be approved by the majority of those present; abstentions shall be considered as negative votes.

Art. 11 - Executive Committee

1. The Executive Committee is composed of the President, the Vice Presidents, the Secretary and the Treasurer. The Board of directors can nominate an additional member.

2. The Executive Committee carries out the duties assigned to it by the Board of Directors. The rules applying to the Board of Directors are applicable to the meetings of the Executive Committee.

Art. 12 - President and Vice-President/s

1. The President shall be the legal representative of the Association vis-à-vis third parties and before courts; he/she shall have powers of ordinary conduct of the Association on the basis of the resolutions made by the Board of Directors, to which the President shall report.
2. In case of urgency the President shall also have the power of extra-ordinary conduct on behalf of the Association; in such cases he/she must immediately convene the Board of Directors in order to ratify his/her action.
3. The President convenes and chairs the General Assembly, the meetings of the Board of Directors, the meetings of the Executive Committee, executes the resolutions, looks after the administrative and financial conduct of the Association, verifies the compliance with the By-laws and Rules and promotes possible amendments to them.
4. The President supervises the drafting of the budget and of the Financial Report, to submit for approval first to the Board of Directors and then to the General Assembly.
5. The Vice-President/s shall take the place of the President in all functions, should the President be unable to carry them out.

Art. 13 - Secretary - Treasurer

1. The Secretary shall write the minutes of the meetings of the General Assembly, of the Board of Directors, and of the Executive Committee and assists the Chairman, the Board of Directors and the Executive Committee in carrying out the administrative activities necessary for the functioning of the Association.
2. The Secretary shall keep the book of the General Assemblies, the book of the meetings of the Board of Directors and the Executive Committee and the Register of Members of the Association.
3. The Treasurer shall take care of the management of the assets of the Association, keep the books of accounts, verify them, and ensure that the accounts are kept according to the law. He shall draft the Financial Report and the Budget accompanied by explanatory notes.

Art. 14 - Board of Auditors of the accounts

1. The Board of Auditors of the accounts is composed of three members and two substitutes: the office of Auditor is incompatible with membership of the Board of Directors.
2. The rules foreseen for the Board of Directors with respect to their terms of office, the possibility of re-appointment and the remuneration are applicable.
3. The Auditors oversee the regular book-keeping, keep the book of the meetings of the Board of Auditors and attend the General Assemblies. They may also attend the meetings of the Board of Directors or of the Executive Committee and can express their views but shall have no right to vote.

Art. 15 - Financial Report and Budget

1. The fiscal year of the Association will close on 31 December and for each year a Budget and Financial Statement must be prepared.
2. By 31 March of each year the Board of Directors shall be convened in order to draft the Financial Report of the previous year and the Budget for the next year.
4. The Financial Report and the Budget must be filed with the registered office of the Association 15 (fifteen) days prior to the General Assembly that shall resolve upon their approval. Members can ask for copies, which will be delivered at their expense.

Art. 16 - Operating surplus

1. It is forbidden to distribute, in any way, operating surplus, reserves or part of the assets of the Association during its life with the exception of the cases when said distribution is provided by the law or are in favour of other non-profit organisations that are part of the same structure.
2. The Association is obliged to utilise the operating surplus for the realisation of its institutional objectives.

Art. 17 - Dissolution

In case of dissolution of the Association, for any reason whatsoever, the Association is obliged to convey its assets to other non-profit organisations (Onlus) or charitable funds, after application to and with the agreement of the authority defined in art. 3, point 190, of the Italian Law 23 December 1996 n. 662.

Art. 18 - Applicable law

For what is not considered in the present By-laws, reference must be made to the Book I of the Civil Code and, in sub-order, to the Book V of the Civil Code.

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The undersigned Heidi Blumhuber, EAPC CEO hereby certifies that, having participated to the drawing of the Italian official version of the by laws of the 'European Association for Palliative Care - Non-profit Organisation', 'EAPC - Onlus', as at 25 May 2011, the above English version is a true and fair translation of the Italian official version.

Heidi Blumhuber

Milan, 1 June 2011