

This document is an English translation of a document prepared in Italian. In preparing this document , an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Italian text has precedence in law.

ANNEX “C“ TO THE DEED N. 5450

**STATUTE
OF THE ASSOCIATION
“ITHACA – INFORMATION TECHNOLOGY FOR HUMANITARIAN
ASSISTANCE, COOPERATION AND ACTION”**

SECTION 1

Name - Registered Office - Duration

Article 1

The World Food Programme (WFP), Politecnico di Torino and Istituto Superiore sui Sistemi Territoriali per l’Innovazione (SiTI) have established to set up a centre of excellence, an association according to Italian private law called “ITHACA – INFORMATION TECHNOLOGY FOR HUMANITARIAN ASSISTANCE, COOPERATION AND ACTION” (hereinafter for the sake of brevity termed “ITHACA”).

ITHACA is governed by this statute and by relevant legislation in force.

Article 2

ITHACA’s registered office is in Turin, Via Pier Carlo Boggio 61.

The administrative body may decide to transfer within the territory of the Municipality of Turin the address of the registered office.

Article 3

The duration of ITHACA is established as being until 31st December 2015 provided there are no extensions or early dissolution.

SECTION II

Purpose and aims

Article 4

The purpose and aims of ITHACA, a non-profit making centre, are:

- to operate in the sector of early warning and response systems for emergencies arising from natural hazards in favour of the stricken populations;
- to carry out applied research activities so as to develop methodologies and tools capable of providing clear and immediate responses on the size and location of the stricken populations in natural hazard crises;
- to develop procedures and services to provide decision-makers in humanitarian aid with real time information and data generated by the early warning systems and/or the early impact technology developed by ITHACA;
- the training of personnel to be sent to the disaster-stricken areas and/or training to establish new professionalisms to enable staff to use the technologies developed as well as staff exchanges between the Politecnico, SiTI and the UN in the areas of Information Management and training.

To achieve its aims ITHACA may undertake any other activities –commercial and non commercial-, including maintaining relations with third parties, public and private bodies included; furthermore it may participate in other bodies and companies having purposes and aims similar or related to its own.

ITHACA will ask the competent authorities for juridical recognition.

The area of ITHACA's activity may be modified or expanded upon the proposal of the Board of Directors and after approval by the General Assembly.

SECTION III

Members

Article 5

ITHACA has Founder Members and Ordinary Members.

Founder Members are the Politecnico di Torino and Istituto Superiore sui Sistemi Territoriali per l'Innovazione (SiTI).

Further Founder Members may be admitted on the proposal of the Board of Directors, with a resolution of the General Assembly and the favourable vote of all the Founder Members.

The contributions and obligations of the Founder Members are determined in the memorandum of foundation and thereafter by the General Assembly with the exception of what foreseen for the Politecnico di Torino concerning this issue.

Ordinary Members are natural and juridical persons, public or private, who apply and who are admitted by the General Assembly on the proposal of the Board of Directors, with the

favourable vote of the majority of votes as established in article 14 below.

Ordinary Members contribute to the expenditure of ITHACA with annual membership fees, to which they are committed for a minimum period of 3 years, the initial amount of which and subsequent variations are decided upon by the General Assembly with the favourable vote of the majority of votes, as established in article 14 below.

Article 6

Members of all categories cease to be part of ITHACA for death, withdrawal, exclusion or cancellation.

In the first three years of membership, the request for withdrawal by the Member in question is accepted by the General Assembly, on the proposal of the Board of Directors, subsequently, for Ordinary Members, on the payment of the membership fees for the foreseen minimum period of three years as set out in article 5 above.

Exclusion, in the cases envisaged by this statute and by law, is pronounced by the General Assembly on the proposal of the Board of Directors.

The cases of exclusion which the Board of Directors can propose are the following:

- activities contrary to the interests and aims of ITHACA;
- serious moral or material damage to ITHACA;
- serious non-observance of the rules of this statute, of the Board of Directors' instructions and the executive rules issued,

in any case there remains the obligation to pay any fees due according to article 5 above.

The Ordinary Member is cancelled from ITHACA in the case of arrears of over six months in the payment of one year's fees owed to ITHACA, in any case there remains the obligation to pay the fees that are still due according to article 5 above.

Members who have withdrawn, been cancelled or excluded do not have the right to any refund from ITHACA.

SECTION IV

Funds – Financial year

Article 7

ITHACA's initial funds are constituted of the membership fees of Founder Members and Ordinary Members, of other public and private contributions, of an occasional or periodic nature, as well as any legacies and donations.

The Board of Directors decides on the use of ITHACA's funds, which however are available

only within such limits as to ensure the adequacy of the funds for the performance of ITHACA's aims and the guarantee towards third parties for financial liability regarding obligations undertaken by ITHACA and in no case can they be reduced to below the amount that constituted ITHACA's initial funds.

Operating surpluses resulting from the balance sheet may be used exclusively for activities in the following years.

Article 8

The financial year runs from 1st January to 31st December of each year, with the obligation to approve the final balance sheet, within 120 days from the closure of the financial year, and the budget, by 30th November of the year preceding the one it refers to.

SECTION V

Governing bodies – Setting-up – Voting Powers

Article 9

ITHACA's governing bodies are:

- a) - the General Assembly
- b) - the Board of Directors
- c) - the Chairman
- d) - the Steering Committee, if appointed
- e) - the Board of Auditors, if appointed.

Article 10

The General Assembly represents all the Members and its resolutions, taken in accordance with the law and this statute, are binding for all Members even if they did not participate or are dissenting.

Article 11

The General Assembly is called at the registered office or elsewhere, provided that the location is in Italy, by the Chairman at least twice a year and whenever it is considered opportune or a request has been made for such by the Board of Auditors, if appointed, or by one tenth of the members in accordance with article 20 of the Italian Civil Code.

The General Assembly is convened by registered mail, fax or email to be sent at least eight days before the date established for the meeting to all registered Members and to the domicile indicated in the register of members.

The letter convening the General Assembly must indicate the agenda, as well as the day, the

place and time of the first call and any second call.

Article 12

All Founder and Ordinary Members whose names are duly entered in the register of members and who have paid their membership fees may participate in the General Assembly.

Every Member must timely communicate any change of domicile to the secretary of the Board of Directors, accepting full responsibility in this regard.

Any Member may be represented in the General Assembly by written proxy.

Article 13

The General Assembly is chaired by the Chairman of the Board of Directors or, in his/her absence or impediment, by the Vice Chairman, if appointed, or, in the case of the absence or impediment of the latter, by the person chosen by the General Assembly.

The Chairman of the General Assembly is assisted by a secretary nominated by him/her or by a notary.

Article 14

In the General Assembly, each Founder Member has the right to two votes and each Ordinary Member one vote.

The General Assembly's resolutions are taken with the presence of at least half the Members and with the favourable vote of the majority of the votes represented at the General Assembly, with the exception of resolutions regarding the dissolution of ITHACA and the assignment of its assets for which is needed the favourable vote of three quarters of the Members (ex. Art. 21, last paragraph, of the Italian Civil Code).

Article 15

The General Assembly decides on the following subjects:

- a) approval of the financial statements, final balance sheet and budget;
- b) determination of the guidelines of ITHACA's activity;
- c) admission, on the proposal of the Board of Directors, of further Founder and Ordinary Members and consequently the updating of the composition of the Board of Directors;
- d) variation in the annual membership fees due from each category of Members;
- e) appointment of the members of the Board of Directors and appointment of the Chairman;
- f) appointment of the members of the Steering Committee, establishing their

- composition, term of office, functions and remuneration;
- g) appointment of the members of the Board of Auditors;
 - h) determination of the remuneration to be paid to the governing bodies;
 - i) changes to the statute;
 - j) withdrawal, exclusion and cancellation of Members, on the proposal of the Board of Directors;
 - k) dissolution and winding-up of ITHACA, appointment and powers of the liquidator.

Article 16

The Board of Directors is composed of, including the Chairman, a minimum of four members and a maximum of twelve members.

Each Founder Member has the right to propose two nominations.

Ordinary Members have the right to propose one nomination.

The Board of Directors remains in office for four financial years and its members may be re-elected.

The Board of Directors, when the General Assembly has not made this appointment, elects one of its members as Chairman. The Board may appoint a Vice Chairman who exercises on a temporary basis the functions of the Chairman, should the latter be absent or impeded.

Article 17

The Board meets every time that the Chairman considers it appropriate, and in any case at least twice a year, and also when there is the motivated request of half its members.

The Board of Directors is convened in the same way as for the convening of the General Assembly, or by telegram, fax or email to be sent to all Directors and all Auditors at least three days before the meeting, except in urgent cases when notice is reduced to twenty-four hours.

For the Board's resolutions to be valid a quorum of the majority of members and the favourable vote of the majority of those present are required.

In the case of a tie the Chairman shall have the casting vote.

The Board is chaired by the Chairman or, should he/she be absent or impeded, by the Vice Chairman, if appointed, or by the oldest Member.

Board of Directors meetings may be held by teleconference and/or videoconference, provided that all the participants can be identified and that they can follow the discussion and intervene in real time in dealing with the topics being discussed. Once it has been verified that such conditions exist, the Board is considered to be meeting in the place where

the Chairman is and where the Secretary of the meeting must also be, in order to take and sign the minutes in the Minutes Book.

Article 18

The Board of Directors has all the powers of ordinary and extraordinary administration except those reserved by law or this statute to the General Assembly.

As examples of its powers, but not excluding others, the Board of Directors:

- a) - appoints and annuls one or more of the Directors and determines the duties, term of office and remuneration;
- b) - draws up and adopts activity programmes based on the guidelines decided by the General Assembly;
- c) - proposes to the General Assembly the admission of further Founder and Ordinary Members;
- d) - draws up the annual financial statements, the final balance sheet within 120 days of the close of the balance and the budget, to be submitted to the General Assembly for approval ;
- e) - administers the assets;
- f) - hires staff and decides their duties and remuneration;
- g) - proposes to the General Assembly cases of withdrawal, exclusion and cancellation of Members;
- h) - decides on the use of ITHACA's funds for the part that exceeds the initial funds referred to in article 7 of this Statute;
- i) - can delegate its powers and duties to the Chairman or to another member of the Board.

Article 19

The Chairman:

- a) - has the power of signature and the legal representation of ITHACA vis-à-vis third parties and in court;
- b) - chairs and directs the works of the General Assembly and the Board of Directors;
- c) - exercises the duties delegated to him/her by the Board of Directors;
- d) - takes charge of the execution of the General Assembly's and Board of Directors' resolutions.

In urgent cases the Chairman may exercise the powers of the Board of Directors, informing the Board of this at the next meeting.

Article 19 – bis

At the stage of the memorandum of association or further on a Steering Committee can be set up with a resolution of the Assembly establishing, during the appointment, the number of its members, their term of office, duties and remuneration. In any case the presence in the Steering Committee of at least 2 members appointed by the United Nations World Food Programme.

Article 20

The Board of Auditors, if appointed by the General Assembly, is composed of three statutory auditors having the professional qualifications required for the office of Auditor in commercial companies.

The Auditors hold office for four financial years and may be re-elected.

The Board of Auditors audits ITHACA's accounting and financial activities.

SECTION VI

Dissolution and winding-up

Article 21

Should for any reason the dissolution of ITHACA arise, the General Assembly shall decide on the modalities for winding-up, appointing one or more liquidators and establishing their powers and duties.

Any net assets resulting from the winding-up will be assigned to other organisations that guarantee the continuity of ITHACA's aims.

SECTION V11

Final provisions

Article 22

For anything that is not envisaged by this statute Italian law provisions on this matter will be applied.

Approved for insertion and registration.

Turin, 27.XI.2006

Signat: Francesco PROFUMO

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