

STATUS – Approval place and date: TURIN - 2019, October the 10th

DENOMINATION-SEAT-DURATION-OBJECTIVES OF THE ASSOCIATION

Art. 1) An association has been created under the name of « European Milk Bank Association » (EMBA).
A human milk bank is a place where human milk is collected, stored, screened, processed and distributed.

Art. 2) The Association has its base in Milan, Italy, via Libero Temolo n. 4, c/o Biomedia.
After consideration, the Board of Directors has agreed to establish in the future, secondary seats in other parts of Italy or abroad.

Art. 3) The Association has an unlimited duration.

Art. 4) The Association is a nonprofit organization whose agreed aims are to promote social and health related activities which adhere to the principles of the International Agreement Rights (O.N.U 1989) and to the concepts of global and effective perinatal care. The Association pursues the following objectives :

- a. Promote breastfeeding;
- b. Promote the donation of human milk to Human Milk Banks (HMB);
- c. Promote the utilization of donor human milk for premature infants and other infants with specific needs who do not have access to their own mother's milk;
- d. Promote milk banking and the establishment of new human milk banks;
- e. Promote international co-operation between HMBs and between National Associations/Groups of Human Milk Banks in Europe;
- f. Prepare international and regularly revised guidelines to set standards for the practice of milk banking;
- g. Promote quality control of donor human milk banking among member banks through adherence to guidelines;
- h. Provide a forum for the exchange of information about milk banking and related topics;
- i. Promote continual education and updating of health and social workers in the field of human milk banking;
- j. Promote and support research to improve the knowledge and the quality of human milk and its clinical uses;
- k. Act as liaison between member institutions and national governments;
- l. Organise an annual International Human Milk Banking Conference.

The Association can develop its activities in co-operation with any other public or private institution within its field and according to the objectives of the constitution.

The Association will not be permitted to develop activities other than those mentioned above, except those directly linked to it but not prevalent.

PROPERTY & FUNDS

Art. 5) Property and funds of the Association are made up with:

- a. movable and real property assets that will become the possession of the association;

- b. funds derived from a possible surplus in the balance sheet;
- c. donations, legacy, inheritance

Art. 6) The benefits necessary to the activity and life of the association are constituted by :

- a. membership fees;
- b. revenue from properties;
- c. distributions and contributions of town dwellers, moral persons or associations, and not only public but also private fund collections;
- d. financing of the Association, which will only be acceptable from companies or societies compliant with the World Health Organisation International Code of Marketing of Breast-milk Substitutes (WHO Geneva, 1981).

The properties and funds of the Association must be used only for promoting its objectives and do not belong to the Members of the Association or the Board of Directors.

MEMBERS

Art.7) The members of the association are categorised as follows:

- Founding Members: individuals who contributed to the establishment and constitution of the Association and are mentioned in the Constitution. They have the right to vote. - Annual Fee 80 Euro
- Ordinary Members: individuals personally involved in the activity of a Human Milk Bank, or individuals with a professional or personal interest in human milk banking and supportive of the work and aims of EMBA. Each Bank can be represented by a maximum of two delegates. They have the right to vote. – Annual Fee 80 Euro
- Supporting Members: public and private individuals and non-profit organizations which promote and support breastfeeding and the donation of human milk to human milk banks. Organizations will be represented at meetings by up to two nominated people. Supporting members have no right to vote. – Annual Fee: Individual 100 Euro; Organization: 200 Euro.
- Honorary Members: individuals appointed by the Board of Directors for their strong support to the activity of the Association. These persons do not have the right to vote. No annual fee is required.

The request to become a member of the Association must be submitted to the Board of Directors. The application must include an indication of the home address where can be sent all communications, declarations and agreements to comply to the present status and in particular to the payment of the membership fees.

The admission of members is discussed by the Board of directors and takes effect on the day of the deliberation; the possible refusal will have to be motivated.

Art. 8) All the members have the same duties towards the Association and, with the exception of Honorary Members, are obliged to pay an annual membership fee, different according to member's category, which will be determined by the Board of Directors annually. Membership will run from the 1st of January to the 31st of December.

The fees are not in any way repeatable, neither in the event of dissolution of the individual associative relationship, nor in the event of dissolution of the Association. The status of member is not transmissible.

Art.9) All members, whatever the category they belong to, must engage in the common interest to contribute to the objectives of the Association according to the present status and regulations that will be issued by the Board of Directors.

Compliance is mandatory for all members.

The participation to the life of the Association cannot be temporary.

Art.10) The Board of Directors must keep a register of members. Membership can be discontinued in the following cases:

- death
- resignation notified by registered letter to the Board of Directors
- exclusion: it automatically happens in case of arrears in the payment of the membership fees which have lasted for six months. The Board of Directors may also terminate a membership in cases of lack of participation in the life of the Association, negligence in the execution of the tasks entrusted or violation of ethical rules or bylaws. The member shall receive a written notification of termination of membership. He/she will have the opportunity to submit a written appeal in response within 14 days of receiving notice. The final decision will be communicated to the member by the President
- disqualification: it is declared by the Board of Directors after the banning, incapacity or condemnation of the member for any common offence in general, except those conducted by accident or after any behaviour against the law and public order or against the objectives of the Association

The opening of any procedure described above must be communicated to the member by registered letter.

The member excluded can be asked to be readmitted but only if he/she has ceased to behave inappropriately.

ASSOCIATION BODIES

Art.11) Association bodies are:

- a) the Members' Assembly;

- b) the Board of Directors;
- c) the President and Vice-president (who cannot be from the same country);
- d) the Secretary;
- e) the Auditor or Auditors' Committee.

ASSEMBLY

Art.12) The Board of Directors must convene the members' assembly at least once a year, within the 120 days preceding the end of the tax year, for the approval of all the balance sheets and, when needed, for the nomination of the members of the Board of Directors and the auditors.

Moreover, the Assembly must be convened each time the Board of Directors judges it necessary or when at least a tenth of its members requests it.

Art.13) The Assemblies are convened with a notification indicating the day, the time, the place of the meeting and the list of the subjects to be treated, sent to each member by post, fax or email, at least seven days before the date.

The notification will also precise the date of the second convocation.

Art.14) Members as those categorised in the article 7 have the right to vote for the approval or modification of the status, the regulations and the nomination of the directing bodies of the Association.

The assembly is legally valid with participation of the majority of members and there is no quorum required for deliberations.

In second convocation, the Assembly deliberates by a simple majority of votes of the members present, whatever their number may be.

Regarding issues directly linked to the responsibility of the delegate, this member will not have the right to vote.

Regarding deliberations for the change of the status, at least three quarters of the voting members are requested, and the decision will be made with the majority of the present members.

Regarding deliberations for the dissolution of the Association and the liquidation of the properties and funds, every issue may be determined by a majority of at least three quarters of the voting members.

Any member can be represented by another member by proxy. Each member cannot endorse the representation of more than two other delegates. Votes by correspondence are not accepted.

General meetings can also be conducted through means of telecommunication, according to the following conditions which will be documented accordingly:

- a. the president of the meeting must be in the condition to verify the identity of the participants, organize and conduct the meeting, acknowledge and proclaim the results of the votes;
- b. minutes of the meeting must be recorded properly;
- c. the participants must be able to discuss and vote according to the agenda of the meeting with the possibility of reading, receiving or transmitting documents.

If all these conditions are respected, the meeting may take place where the President and the person writing the minutes are.

Art.15) The assembly is chaired by the President of the Board of Directors, assisted by the Secretary. Minutes of the meetings are signed by the President and the Secretary.

Art.16) During the assembly members must always vote openly.

BOARD OF DIRECTORS

Art.17) The Association is directed and administered by a Board of Directors consisting of 11 (eleven) members representative of at least 7 (seven) different European countries. These are nominated by the Assembly and selected among the members of the Association according to the modalities specified in Art.14 of the present status. Their term of office is for three years and will be eligible for re-election.

Art.18) In the case of one or more members of the Board of Directors passing away, the other members would plan a replacement.

The representatives nominated would remain in charge until the term of office of the Board of Directors which elected them.

Art.19) Any position is unpaid except for documented expenses made by the members of the Board of Directors during their work for the Association which will be refunded.

Art.20) The Board of Directors is convened by a written letter sent at least seven days before the meeting or in case of emergency by telegram, fax or email sent at least 48 hours before and including the date, time and place of the meeting as well as the list of the issues to be treated. The Board of Directors meetings and their deliberations are valid even without formal convocation when all the members of the Board are participating. General meetings can also be conducted through means of telecommunication, according to the following conditions which will be documented accordingly:

- A. The president of the meeting must be able to certify the identity of the participants, organize and conduct the meeting, acknowledge and proclaim the results of the votes
- B. Minutes of the meeting must be recorded adequately
- C. The participants may discuss and vote according to the agenda of the meeting with the possibility of reading, receiving or transmitting documents.

If all these conditions are respected, the meeting may take place where the president and a person writing the minutes are present.

The presence of at least half of the members of the Board of Directors is required to validate the deliberations and any issue may be determined by a simple majority vote. Where there is no majority, the President will have the casting vote.

Minutes of the Board of Directors meetings are taken and signed by the President and the Secretary.

Art.21) All members of the Board of Directors have to attend general meetings. Non-attendance at three meetings in a row without giving any valid reason or nonattendance at all the meetings during the course of a full year of office, it may be considered as a resignation.

Art.22) The members of the Board of Directors are convened by the President whenever he/she believes it necessary or when a written request is made by the majority of its members.

The sessions are chaired by the President or in his/her absence by the person chosen among the participants.

Art.23) The Board of Directors is vested with larger powers for the ordinary and extraordinary management of the Association including, among others:

- a) to ensure that the goals of the Association are reached;
- b) to convene the assemblies;
- c) to deliberate about the admission of new members and adopt the criteria of exclusion;
- d) to draft budgets and final balances;
- e) to create regulations and rules for the organisation and functioning of the Association;
- f) to acquire and transfer properties and funds; accept bequests and donations; determine the use of the contributions and the distributions of the financial means of the Association;
- g) to fix the amount of the member fees each year;
- h) to submit at the Assembly, after appropriate investigation, propositions, remarks, motions posed by the associates and modifications to the status;

- i) to negotiate with banks, loans, mortgages and other forms of financing and also provide guarantees in favour of the association without any intention of making profits;
- j) to decide about the participation of the Association in advertising, competitions or selection procedures open to the public according to the relative acts;
- k) to constitute or join Temporary Associations of Enterprises (or Business), joint ventures, subscribe protocols of agreement and in general put in place the most appropriate forms of collaboration with other subjects finalising in particular the participation to procedure of public evidence;
- l) to confer tasks to other subjects for the realisation of the goals stipulated in the status;
- m) to promote and/or organize events (workshops, study days, meetings, etc) aimed at making the public aware of the activities and goals of the Association;
- n) to deliberate on any question which in the present status is not clearly committed to the Assembly or other bodies.

DUTIES OF THE BODIES

Art.24) The Board of Directors will nominate among its members the President and Vice-President. They cannot come from the same country and will stay in office as long as the Board of Directors.

Art.25) The President legally represents the Association towards third parties or in judicial matters. He/she stays in charge for three years and can be re-elected. The president chairs the assembly, convenes and chairs the meetings of the Board of Directors, is in charge of the execution of the decisions and moreover coordinates the work of the Association.

The Board can elect a Vice-President who replaces the President in case he/she is absent or unavailable, without the title to any compensation.

The concrete exercise of power of representation given to the Vice-President attests by itself the absence or the impediment of the President and exempts third parties from any verification or responsibility on this aspect.

SECRETARY

Art.26) The General Secretary is in charge for three years and can be re-elected. The Secretary writes the minutes of all the Board meetings and signs them together with the President. The Administrative Secretary takes care of the administrative, technical, and organizing aspects of the Association when empowered from

the Board. The Secretary also manages payments in to and out of the current accounts of the Association under the limitations specified by the Board.

AUDITORS OR AUDITOR'S COMMITTEE

Art.27) An Auditor or an Auditors' Committee can be nominated. The Committee will be composed of three members nominated by the Assembly and selected among the members of the Association or from outside. The three members of the Auditors' Committee then choose among them a president. Whenever the auditor cannot fulfil his/her functions, the Board of Directors convenes the assembly without delay in order to nominate another auditor. The auditor nominated that way will remain in office until the end of term of office of the original auditor.

Whenever an auditor who is part of the committee cannot fulfil his/her functions, the other auditors will provide a replacement. The new auditor will then remain in office until the end of term of the committee that elected him/her.

These are the duties of the Auditor or Auditors' Committee:

- a) control the accounts and financial transactions of the Association; prepare financial reports to be presented at the assembly;
- b) ensure that the rules of the Association are respected;
- c) make a decision about recourses against the measures of exclusion and drop out of the members and their readmission;

An auditor cannot exercise the role of a member of the Board of Directors at the same time. His/her duties last for three years and can be renewed.

The auditors participate at the assemblies dealing with the budget and can also, at their request, attend the meetings of the Board of Directors.

BALANCE SHEET

Art.28) The financial year closes on the 31st of December each year.

At the end of each financial year the Board of Directors will provide a written balance sheets to be presented and approved at the assembly within 120 days before the end of the financial year. At the same time, the future provisions and anticipated expenses for the next financial year will be presented.

Art.29) From the date of the notice convening the Assembly, the budget and future plans will be available at the seat of the Association for members interested in consulting them.

Art.30) Possible profits or advances on accounts will have to be used for the realisation of institutional activities and those activities closely and directly related.

It is forbidden to distribute, even indirectly, profits or advances on accounts and also funds, cash reserve or capital during the life of the Association, except if it is imposed by law or if it is done in favour of other associations which by law, status and regulations are part of the same unitary structure.

TRANSFORMATION- DISSOLUTION

Art.31) The Association according to the Italian legislation cannot be transformed in a profitable company.

Art.32) In case of dissolution of the Association, the assembly will nominate one or several liquidators who will proceed to the liquidation of the property and funds according to the law. Where it is not possible to convene a regular assembly, each member of the Board of Directors will be able to ask the competent authority for the nomination of one or several liquidators.

The liquidators, taking into considerations the decisions of the assembly and after consultation with the control organisation indicated by article 3, paragraph 190, Italian law 662 of 1996, December 23, will select a non-profit organisation of social and public interest acting in a similar field for allotment of the estate.

CROSS REFERENCE

Art.33) For any issue not provided by the present status, dispositions currently in force in matter of associations, according to the Italian legislation, will be applied.

FOUNDING MEMBERS

Art.34) The Society founding members are: **ARSLANOGLU** Sertac, **BOQUIEN** Clair-Yves, **EGGLEZOU** STELLA, **FRISCHKNECHT** KERRI, **GAYA** Antoni, **GEBAUER** Corinna, **GROVSLIEN** Anne Hagen, **MORO** Guido, **POLBERGER** STAFFAN, **PUTET** GUY, **VICIANOVA** Katarina, **WEAVER** Gillian.