

## **BY - LAWS**

### **Article 1 – NAME**

The name of this Association shall be the **"European Association of patients and users of Thermal Centres"** and its logo shall be the following



The Association is governed by these By-Laws, which shall be translated and posted in the Association's website also in Italian and French.

### **Article 2 – REGISTERED OFFICE**

The Association's office is placed in Milan (Italy), Via Cicognara No. 7.

### **Article 3 – PURPOSE**

The Association pursues the following purposes:

- (i) To protect and promote the rights of patients and users of the treatments provided by thermal centres in the individual EU Member States;
- (ii) To disclose information on disease prevention for European citizens and carry out social promotion, including through care with natural elements and, particularly the use of healing thermal waters (Thermalism) and treatment with sea water (Thalassotherapy).

To this end, the Association gathers individuals, professional operators, physicians, paramedics, researchers, and the Hydro- and Thalassotherapy Organizations, Institutes, and Companies involved in personal care and wellbeing in all respects using natural elements (healing waters, sea water, air, sun, herbal products, and natural foodstuffs). The Association has a global holistic view of personal wellbeing that, in its opinion, should be in harmony with nature (wellbeing of the mind, body, and soul, surrounded by an ecologically healthy and natural environment);

- (iii) To promote a healthy lifestyle among European citizens through information on personal primary and secondary prevention: therefore the Association engages in promoting the implementation of the Community programme in favour of European citizen health in different areas, including nutrition, environment, trade, education, industry, labour, and transportation, while encouraging the evaluation of the impacts of non-health policies on health, which means considering all health determinants, defining intervention priorities, involving and engaging patients and users in view of their own health. The Association further strives to address the EU legal and bureaucratic parameters that hamper the individual's social development, so that everyone can benefit from the right to health and choose to use natural methods, therapies, and elements and perform practical actions to prevent illness in

compliance with the rules and guidelines set out in the charter of fundamental rights of the European Union for wellbeing, health, and the environment;

- (iv) To train new professional profiles by offering training courses based on the use of innovative approaches aimed at wellbeing operators involved in personal care in all respects and using, wherever possible, thermal and sea waters as primary elements for their prevention and care activities. Such courses shall be taught by physicians and operators specialized in hydrotherapy, thalassotherapy, and climatology, as well as in the application of natural therapies in the different intervention areas, and shall teach how to adopt innovative multi-axial and global evaluation systems when taking charge of an individual with natural and non-invasive customized schemes. Training shall be integrated with operating internships in European hydro- and thalassotherapy centres. The courses shall be integrated with notions on operating marketing and management of the client's stay for promotion and development of hydro- and thalassotherapy centres;
- (v) To create and/or join European networks to promote the sharing of information and practices for prevention and care in the hydrotherapy sector, as well as to share consolidated experiences and the findings of scientific research on therapeutic activities.

In order to achieve the purposes set out under (i), (ii), (iii), (iv), and (v), the Association shall carry out the following activities:

- a) To inform, spread, and support hydro- and thalassotherapy among the European civil organizations to disclose the healing properties of thermal and thalassotherapy waters to the public opinion, as well as their therapeutic application for primary and secondary prevention;
- b) To promote the rights of the European patients referred to hydro- and thalassotherapy to ensure they can benefit from their right to health according to the rules set out in the charter of fundamental rights of the European Union and of the WHO (World Health Organization) in the field of health and of the environment;
- c) To support European patients and users in the fulfilment of duties for submission to hydro- and thalassotherapy enforced by the national and European health institutions;
- d) To promote, via committees established for the purpose, information and prevention activities focused on Hydro- and Thalassotherapy, including through the development of focused European prevention projects aimed, in particular, at elderly people, women, children, and fragile individuals;
- e) To promote agreements providing for favourable conditions to allow European patients and users to enjoy health stays in hydro- and thalassotherapy centres, hotels, and holiday homes located in thermal resorts and in thalassotherapy centres involved in such agreements;
- f) To adopt innovative criteria and methods to design, manage, and promote hydro- and thalassotherapy centres, supported by the technical and scientific input of its own committees set up for the purpose in order to disseminate health education and a healthy lifestyle as a primary vehicle for prevention in such centres;
- g) To organize courses, workshops, conventions, training courses, and exhibitions, both for operators and users, aimed at the pursuit, study, and dissemination of hydro- and thalassotherapy activities;
- h) To disclose information through the press and the media on subjects, news, studies, and training courses focused on the Association's hydro- and thalassotherapy activities;

- i) To promote the statutory activities and the purposes of the Association via dedicated reviews, newspapers, folders, leaflets, newsletters, websites, TV, and the Web on subjects connected with hydro- and thalassotherapy;
- l) To create and update data bases of European users and hydro- and thalassotherapy centres in Europe;
- m) To fund scientific research on the issue and provide grants to specialized researchers, subject to fund raising from organizations, foundations, associations, companies, banks, and private individuals;
- n) To cooperate with public and private institutions of all kinds on research and training;
- o) To engage in investment, property, commercial, and financial transactions within the limits of compatibility with its legal nature and purposes, in view of pursuing its objectives.

#### **Article 4 – ASSETS AND INCOMES OF THE ASSOCIATION**

The assets of the Association shall include:

- a) real and personal property received by the Association for any reason;
- b) donations and contributions from public or private entities or private individuals;
- c) net surplus operating funds.

The Association shall have the following incomes for fulfilment of its tasks:

- payments made by the original founders, additional payments made by such founders and by all the members of the Association;
- revenues originating from its assets;
- incomes accrued through the performance of its activity.

Every year the Managing Board shall set the amount of the minimum payment requested of each member joining the Association.

Membership of the Association shall not imply any funding or payment duties in addition to the original payment. However, the Association members shall be entitled to perform payments in addition to the original ones.

Payments to the endowment fund can be made for any amount, subject to the minimum payment stated above, and shall anyway be non-repayable; therefore the amount paid to the Association by way of payment to the endowment fund shall in no case whatsoever be returned, not even in case of dissolution of the Association or in case of death, extinction, withdrawal, or exclusion from the Association.

Payment shall not create any other membership rights and, particularly, shall not create non-distributed shares that could be assigned to third parties, either by subrogation or by universal succession.

#### **Article 5 – MEMBERSHIP**

The Association shall include:

- the founders;
- the members of the Association;
- the supporters of the Association.

Membership of the Association shall be permanent and cannot be intended as being temporary, subject to the right to withdraw as described below.

The members of the Association shall be entitled to vote in the General Meeting for all decisions, including those concerning the approval and amendment of this statute and of regulations, as well as the appointment of the managing bodies of the Association. Each member shall be entitled to one vote, whatever his/her membership title.

All the members shall have the same rights.

The **founders** shall include the parties participating in the incorporation of the Association.

The **members** shall include the parties joining the Association throughout its term.

The **supporters** shall include the parties paying monies to the endowment fund that are deemed of special significance by the Board of Directors, or any parties acknowledged for special scientific merit or for their outstanding civic engagement.

Any parties wishing to join the Association shall submit to the Board of Directors a specific application alongside with a statement of their commitment to share the purposes of the Association and to approve and abide by its By-Laws and regulations.

The Board of Directors shall reply to membership applications within sixty days of receipt thereof; if no notice of acceptance of an application is served within the aforementioned term, such application shall be deemed rejected. In case of express rejection, the Board of Directors shall not be obliged to disclose the reasons therefor.

Any parties joining the Association can notify their intention to withdraw at any time; such withdrawal shall be effective as of the beginning of the month following the month in which the Board of Directors has received the notice of the intention to withdraw.

In case of serious reasons, any member of the Association can be excluded by decision of the Board of Directors. Exclusion shall be effective as of the thirtieth day following notice of the provision for exclusion.

The activity carried out by the members of the Association shall not be compensated, not even by the direct beneficiaries thereof. The members shall be solely refunded for the out-of-pocket expenses incurred for their activity, provided that the relevant funds are available and that such expenses are authorized by the Managing board in advance and are supported by appropriate evidence.

#### **Article 6 – BODIES OF THE ASSOCIATION**

The bodies of the Association shall include:

- the General Meeting;
- the Board of Directors;
- the Chairman and the Deputy Chairman;
- the Secretary General.

#### **Article 7 – THE GENERAL MEETING**

The General Meeting shall be made up of all the members of the Association. The General Meeting shall gather at least twice a year to approve the final accounts (by March 31) and the budget (by October 31).

Moreover, the General Meeting shall:

- elect the members of the Board of Directors;
- define the general guidelines for the Association's activity;
- decide on amendments to this statute;
- approve the rules governing the performance of the Association's activity;
- decide on the use of any operating profits or surplus funds, however defined, as well as of funds, reserves, or capital throughout the term of the Association, if this is allowed by the law and by this statute;
- decide on the dissolution and liquidation of the Association and on the destination of its assets.

The General Meeting shall be called by the Chairman of the Board of Directors whenever he/she deems it appropriate or upon request of at least one-third of the members or of the majority of the directors in office.

The call shall be made by written notice sent to the domicile of the members at least ten days before the meeting, specifying the agenda, the location (at the registered office or

elsewhere), and the date set for the first, as well as for the second call, which cannot take place on the same day as the first.

The Chairman, at his/her own discretion and in addition to the rights set out in the above section, shall be entitled to use any other form of publicity aimed at serving the notice of call to the General Meeting to the members.

The General Meeting shall be duly convened if half of the members plus one attend in person or by proxy. On second call the General Meeting shall be duly convened whatever the number of members attending in person or by proxy and entitled to vote, and shall make valid and enforceable decisions on all the items in the agenda with the absolute majority of votes. For amendments to this statute and for any decision to dissolve or liquidate the Association, the presence, either in person or by proxy, of half of the members plus one and the positive vote of three-fifths (3/5) of the members attending in person or by proxy and entitled to vote, or anyway of the majority of the founding members, shall be required. Voting shall usually occur by hand raising; for the election of the Association bodies, voting shall occur by secret ballot, unless otherwise decided by the General Meeting.

The appointment of:

- two directors for a three/four-member board;
- three directors for a four/five-member board;
- four directors for a six/seven-member board,

shall be made by the founding members attending the meeting, who shall decide by majority.

The members recorded in the books of General Meetings for at least six months shall be entitled to vote at the meetings. Each member shall only have one vote and can be represented in the General Meeting by another member entitled to voting with written proxy; each member with proxy cannot represent more than two members. Proxies shall be mentioned in the records of the meeting and recorded in the Association's files.

The General Meeting shall be chaired by a member appointed thereby.

The General Meeting shall appoint a secretary and, if necessary, two counting agents. Its decisions shall be stated in the records signed by the President and by the secretary of the meeting.

### **Article 8 – THE BOARD OF DIRECTORS**

The Association shall be managed by a Board of Directors made up, of three to seven members, at the discretion of the General Meeting, including the Chairman and the Deputy Chairman.

The Board of Directors shall be in office for four years and its members can be re-elected.

The Board of Directors shall elect a Chairman and a Deputy Chairman selected among its members.

The Board of Directors shall be called by the Chairman every time an issue requires a decision, or on request of at least 1/3 (one third) of the directors. Its meetings shall be valid if attended by the majority of the directors in office. Decisions shall be made with the positive vote of the absolute majority of the attending directors.

In case of equal votes, the Chairman's vote shall prevail.

The Board of Directors shall have the broadest powers for the ordinary and extraordinary management of the Association and shall therefore be in charge of deciding about all management deeds without any prior authorization of the General Meeting, except if such authorization is provided for by the law.

Moreover the Board of Directors shall:

- supervise the implementation of the General Meeting's decisions;

- appoint the Secretary General, entrust the annual budget thereto, and define the annual office fee thereof;
- draft budgets and final accounts;
- draft any in-house regulations;
- establish scientific, educational, and organizing committees, define their purposes and operation, and appoint their members.

The director's office shall not be compensated, except for reimbursement of any documented expenses incurred for the office.

#### **Article 9 – THE CHAIRMAN**

The Chairman represents the Association with third parties and in court.

The Chairman shall call and chair the meetings of the Board of Directors, supervise the implementation of the relevant decisions, ensure the appropriate administration of the Association, ensure compliance with the statute and any regulations, and promote amendments thereof whenever deemed useful or necessary.

#### **Article 10 – THE DEPUTY CHAIRMAN**

The Deputy Chairman shall substitute the Chairman in all his/her duties any time the latter is prevented from performing his/her functions. The mere intervention of the Deputy Chairman is, as such, proof of the Chairman's impediment.

#### **Article 11 – THE SECRETARY GENERAL**

The Secretary General shall be selected among people of outstanding academic and professional qualification, boasting specific legal and international skills in hydrotherapy, and with professional titles and a proven experience relevant to the office. The Secretary General shall draft the records of the General Meeting and of the Managing Board's meetings whenever recording is not entrusted to a member of the Managing Board by decision thereof. He/she shall support the Chairman and the Managing Board in the performance of the executive activities required or recommended for the appropriate administration of the Association, and shall coordinate the scientific-educational-organizational activities of the Association.

The Secretary General shall provide for keeping of the book of records of the General Meetings and Managing Board meetings, as well as of the members' ledger.

He/she is further in charge of managing the funds of the Association and of keeping the relevant accounts, makes the relevant checks, supervises bookkeeping, prepares the accounting entries for the budget and final accounts, and supports these with an appropriate accounting report. To this end he/she may be supported by expert accounting professionals.

The Secretary General shall receive an annual indemnity for performance of his/her activity, to be set by the Board of Directors, in addition to the reimbursement of any expenses incurred for his/her office.

#### **Articles 12 – THE ASSOCIATION'S RECORDS**

In addition to keeping the records provided for by the law, the Association shall keep the records of the gatherings and decisions of the General Meeting and of the Board of Directors, as well as the members' register.

**Article 13 – FINANCIAL MATTERS**

The financial periods of the Association shall close every year on December 31. By February 28 of each year, the Managing Board shall be called to draft the final accounts for the previous financial period, to be submitted to the General Meeting for approval.

By September 30 of each year the Managing Board shall be called to draft the budget for the following financial period, to be submitted to the General Meeting for approval. The accounts shall be filed with the office of the Association within the 15 (fifteen) days preceding the General Meeting called for the approval thereof, and remain at the disposal of anyone having a reasonable interest in reviewing them.

**14 – NON DISTRIBUTION CONSTRAINT**

The Association shall not be entitled to distribute, not even indirectly, any operating profits or surplus funds, however defined, nor funds, reserves, or capital throughout the Association's term, unless the destination or distribution thereof are required by the law. The Association shall use any operating profits or surplus funds to carry out its institutional or directly related activities.

**15 – DISSOLUTION**

In case of dissolution for any cause, the Association shall assign its assets to other organizations that pursue the same or similar purposes, unless a different destination is provided for by the law.

**16 – ARBITRATION CLAUSE**

Any disputes arising with respect to the execution or interpretation of these By-Laws, or constituting a potential object of arbitration, shall be submitted for amicable settlement to the judgement of three arbitrators, two appointed by each of the parties and the third by mutual agreement of the appointed ones. In case of disagreement, the third arbitrator shall be appointed by the President of the Court of Milan.

**17 – APPLICABLE LAW**

The Association shall be governed by these By-Laws, by the rules contained in Book I of the Italian Civil Code, and by any special laws regulating non profit associations.