

Healthy World Association

BYLAWS

1. GENERAL PROVISIONS

Article 1 – Constitution, duration, seat

Under the name of "Healthy World Association" (herewith "HWA" or "HWA Association" or "Association") is established an association under the private law in the meaning of Articles 60 and followings of the Swiss Civil Code.

The **HWA** Association is concerned by the domain of the methods and the technologies for health in the four areas of body (*healthy body*: wellness, fitness and nutrition), brain (*healthy mind*: neurodegenerative conditions and cognition), population (*healthy population*: health for all, hospital systems, health care and telemedicine, environment health, occupational medicine, safety) and environment (*healthy environment*: protection and optimization of natural resources and the environment for the maintenance of human health, prevention and control of the risk of climate change, control and water management to promote food production, particularly within the developing Countries).

Its duration is unlimited.

Its headquarters are in 1400 Yverdon-les-Bains (VD), Switzerland.

Article 2 – Scope

The HWA Association's main purpose is to seek and stimulate the scientific, political, and social and research domains to improve the health of the populations, with a special focus on the poor and developing Countries.

More in detail the purpose whom the **HWA** Association is dedicated is, without limitation:

a) the production and dissemination of new knowledge:

- 1) the technological and scientific monitoring, as the evaluation and the development of new research, new products or new health methods to make them available to universities and research centers;
- 2) the training of health operators, industry personnel and also the stimulation of awareness (empowerment) of the populations and patients;

b) the promotion of the exchange of information between the academia and the professional practice:

- 1) the organization of regular meetings as courses and seminars;
- 2) the organization of conferences, the Healthy World Conference and the International Conference on Technologies related to thermal baths and SPAs;

c) the study of qualitative and quantitative aspects of exposure to health risk factors in the population and the workers;

d) the technological monitoring and the study of innovative technologies:

- 1) for persons with disabilities;
- 2) in the fields of telemedicine and of the applications of information technologies and communication in medicine and health;
- 3) in the field of sustainable resources and environmental protection;

e) the cooperation and engagement with external partners.

Secondarily the Association can take care of other areas having an important scientific and applicative connection with those listed above.

The Association is politically and religiously neutral.

2. MEMBERS

Article 3 – Quality of Members

There are three categories of Members:

a) Honorary Members;

- b) Individual Members;
- c) Collective Members.

Membership in the Association is permitted at all times to natural or legal persons interested to the accomplishments of the objectives indicated at the Article 2.

According to its means, the Association envisages the production of a newsletter for the Members and the people contacting the Association.

Article 4 – Admission and exclusion

The admission of a Member shall be ratified by the General Meeting on the Director's proposal.

The membership shall be extinguished:

- with the resignation addressed in writing to the Director, provided the Member announces its resignation at least six months before the end of a financial year;
- with the exclusion pronounced for a good cause by the General Assembly on a proposal from the Director or a group representing the majority of the Members of the Association; the indication of the reason for exclusion is not mandatory;
- with the dissolution of the Association.

The membership of a founding member of the Association shall be extinguished:

- with the resignation addressed in writing to the Director at least three months before the end of a financial year;
- with the exclusion pronounced by the General Assembly on a proposal from the Director or group representing the majority of Members of the Association; exclusion is valid only for a good cause;
- with the dissolution of the Association.

The repeated missing of the payment of membership fees for two years implies the exclusion from the Association.

The loss of membership causes the loss of all rights on the property of the Association. The outgoing Member must fulfil both contributions for the past years and those of the current year.

Membership is inalienable and does not pass to the heirs. The Director, however, will seek to let the spouse or a direct descendant of the deceased Member adhere the Association.

Article 5 – Fees

All the Members of the Association are required to pay membership fees.

Article 6 – Protection of social scope

The transformation of the social scope cannot be imposed on any Member.

3. FINANCES

Article 7 – Resources

The resources of the Association consist of the ordinary annual and extraordinary membership fees, the interests in the fortune of the Association, the revenues from its activities and possible donations and legacies and, in case, the subventions from the public administration.

The amount of the membership fee is decided by the General Meeting on the Director's proposal.

Article 8 – Liability

The resources of the Association only meet obligations thereof. The Association is solely responsible for its debts, which are guaranteed by its social fortune. Any personal liability of members is excluded.

The Direction may use the resources of the Association to defend itself against any third party claims against the Association or any third party claims against the Director in the exercise of its activities for the Association.

4. ORGANISATION

Article 9 – Bodies

The bodies of the Association are:

- the General Assembly;
- the Direction;

- the Commissions.

5. THE GENERAL ASSEMBLY

Article 10 – Composition

The General Assembly is the supreme body of the Association. It is chaired by the Member of the Committee or, if necessary, by any Member of the Association designated for this purpose by the Member of the Committee. In the absence of the Director without having appointed a member to chair the Assembly, they are the members present to the General Assembly who elect the President for that session.

Each member of the Association (including collective Members) has one vote.

Article 11 – Convocation

The Ordinary General Assembly meets at least once a year at the call of the Director observing a notice of 10 days.

An extraordinary General Assembly may be convened at any time by decision of the Director or at the written request of at least 1/5th of the Members, request addressed to the management. It meets observing a notice of 10 days or shorter, if all members agree.

The agenda of the Ordinary Annual General Assembly necessarily includes:

- the annual report of the Direction on the activities of the Association during the past year;
- an exchange of views/decisions regarding the development of the Association;
- the cash reports;
- the election of the Member of the Committee;
- the individual proposals.

The Direction is obliged to put into the agenda of the General Assembly (ordinary and extraordinary) any proposal submitted by a Member in writing at least 10 days in advance.

Article 12 – Powers

The General Assembly has the following duties:

- it ratifies the annual report;
- it ratifies the accounts for the previous year;
- it assigns the discharge to the Direction;
- it sets the annual membership fee of the Members;
- it elects the Member of the Committee;
- it ratifies the admission or exclusion of Members;
- it modifies the statutes and decide on the dissolution of the Association;
- it controls the activity of the bodies and it may dismiss them at any time, without prejudice to their rights conventionally recognized; the power to revoke exists by law when exercised for a good cause;
- it advises on the other projects set into the agenda of the session.

The General Assembly can enter in discussion on any question which it hasn't given to any other body.

Article 13 – Decisions

The decisions of the Association are taken in the Assembly.

The General Assembly makes decisions with the majority of the Members present.

In case of equality of votes, the vote of the President of the Assembly is dominating.

Any modification of the Bylaws, dissolution of the Association or merging with other associations must be approved by a majority of the Members present at the Assembly.

The decisions are taken hand-up unless a third of the members present request a secret ballot.

Any absent member may be represented by another member of the Association only. To do this, the Member representing the absent member will be provided with an original letter of power, duly signed and dated by the absent member, which will be presented to the President. After inspection by the President, it shall notify the Member that he has two distinct votes, one for himself and one for the Member he represents; as such, the represented Member is considered Member present.

Proposals which all Members have signed in writing are equivalent to a decision of the General Assembly.

Any Member is by law deprived of voting rights in decisions on a case or a trial of the Association, when he himself, his spouse or relatives by marriage are parties.
All decisions taken by the Assembly are the subject of a written report. They cannot be taken out of the agenda but if the Bylaws expressly permit.

6. DIRECTION

Article 14 – Composition

The Direction consists of a Committee of one member who is elected for a term of one year. He may be re-elected.

The Direction organizes itself.

Article 15 – Powers

The Direction has the right and duty to manage the affairs of the Association and to represent it in accordance with the Bylaws.

It manages the affairs of the Association; as part of this task, it is incumbent upon all responsibilities not specifically back to the General Assembly or to another body, namely between others:

- to register imperatively the Association in the Commercial Register of the Canton, before any commitment and/or activity of the Association;
- to prepare the General Assembly;
- to execute and to put into force the decisions taken by the General Assembly;
- to be accountable to the demands of Members at General Meetings or to Extraordinary General Meetings;
- to propose the admission or exclusion of Members;
- to keep the books of the Association; the provisions of the Code of Obligations relating to commercial accounting and presentation of accounts shall apply *mutatis mutandis*;
- to implement the necessary actions to fulfil the social purpose of the Association or particular actions related to:
 - the cooperation with other institutions and associations having a similar scope;
 - the organization of seminars, conferences, scientific meetings;
 - the technological and scientific intelligence;
 - the organization and the management of the website of the Association;
 - the management of a list of mail/email links for managing the Association;
 - the evaluation of tools and performance for research;
 - the internationalization of the Association;
 - all other possible actions.

The Direction may delegate administrative tasks to a third party.

The Direction may assign specific tasks to Committees appointed by it.

The Direction hires (fires) the employees and volunteers of the Association. It may entrust, a person of the Association or an external person to it, a mandate limited in time.

Article 16 – Commitment

After decision duly taken by the General Assembly and the Direction, the Association is validly bound by the individual signature of the Member of the Committee.

7. COMMISSIONS

Article 17 - Composition and powers

The Commissions aim to participate in the objectives of the Association on a theme or specific project, by completing any of the tasks listed in Article 2 of the Bylaws and/or advising the Association.

These Commissions are constituted by the Direction on behalf of the Assembly and are composed of personalities that could make a significant contribution to the progress of work on specific themes or projects.

The list of the names of the Members is established by the Direction, which appoints a chairman-rapporteur and a secretary. The Direction establishes the specifications, duration and the operating budget of the Commission which is proposed to create.

Commission members have no power of decision or representation within the limits of their mandate. They have in principle no right on the results and the assets of the Association.

The Direction fixes an eventual compensation for the Commission members as part of the acceptance of the budget of each Commission.

8. FINAL PROVISIONS

Article 18 – Financial year

The financial year begins on January 1st and ends on December 31st of each year.

Article 19 – Dissolution

The dissolution of the Association is in accordance with legal requirements. The dissolution decision must be taken by two thirds of the Members present at the General Meeting.

Article 20 – Liquidation

It is the Direction which has the mandate for liquidation.

The assets of the Association shall then be allocated to another institution with similar aims.

Article 21 – Reference to the Law

The Bylaws cannot derogate from the rules whose application takes place under a mandatory provision of the Law. For everything which is not expressly mentioned in these Bylaws, the provisions of the Civil Code and the Law in force in Switzerland apply.

Article 22 – Entry into force of the Bylaws

Adopted by the General Assembly of the Association Constitution, these Bylaws shall come into force as of March 17, 2016.

Given in Yverdon-les-Bains, on March 17, 2016.

The President:

The Secretary:

Enrico Maria Staderini

Sandro Gentili

The other founding members:

Stefano Mugnaini

Poorna Sankara Prasad Dandamudi