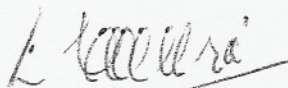


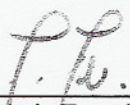
By virtue of this private agreement the undersigned, hereinafter to be known as the Founder Members hereby constitute and set up with effect from today a non-governmental philanthropic organisation for the aid and assistance of the people of Malta and other countries, to be known as "SOS Malta", in terms of the STATUTE annexed hereto.

Dated: 20 October 1991

Signed by:



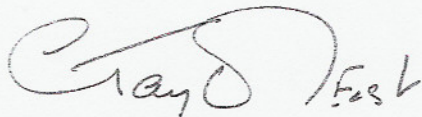
Mons. Philip Calleja



Mr. Francis Frendo



Mrs. Lilian Miceli Farrugia



Mrs. Claudia Taylor East

L.M.F.

STATUTE
OF
SOS Malta

Article 1 Name

The undersigned hereby agree to establish a non-governmental philanthropic organisation, which shall be called SOS Malta

Article 2 Seat

- 2.1 SOS Malta shall have its seat at Dar L-Emigrant, Castille Place, Valletta, Malta.
- 2.2 All meetings of SOS Malta shall be held at Dar L-Emigrant, Castille Place, Valletta, Malta.

Article 3 Objectives

- 3.1 SOS Malta is a non-profit making organisation whose aims and objectives are:
- 3.1.1 To bring aid to the people of Malta and other countries
- 3.1.2 To assist all peoples through projects of a social and charitable nature
- 3.1.3 To encourage volunteers to participate in the implementation of projects.
- 3.1.4 To advocate on behalf of the people
- 3.1.5 To promote models of good care and practice.
- 3.1.6 To enhance the knowledge and skills of peoples
- 3.1.7 To raise funds through sponsorships, donations and fund raising activities or through any other means as the Management Council may determine.
- 3.2 The NGO may receive contributions, gifts, grants, bequests and sponsorships for both general purposes and/or specific projects.
- 3.3 SOS Malta is a non-profit making organisation and any excess funds generated shall be kept within SOS Malta for use in projects within the objects of SOS Malta.

Article 3A Nature

- 3A.1 SOS Malta shall be an entity separate and distinct from that of its constituent members.
- 3A.2 SOS Malta may collaborate with other entities on a local, regional or international basis in furtherance of its aims.
- 3A.3 SOS Malta shall be capable, in its own name, of entering into contracts of any lawful nature, and of acquiring, holding and disposing of property whether under movable or immovable title
- 3A.4 SOS Malta shall have full borrowing powers and may take any amount on loan or by way of overdraft and use any other Banking Facility; it may hold Bank accounts in its name; it shall be empowered to enter into obligations and transactions as are required to pursue its aims and which are incidental and/or ancillary thereto.
- 3A.5 The patrimony of SOS Malta is separate and distinct from that of its Founder Members and in no case except for proven fraudulent behaviour or gross negligent behaviour

Article 4 Duration

The duration of SOS Malta shall be indefinite.

Article 5 Organs

The organs of SOS Malta are:

- 5.1 The General Meeting of Members (hereinafter referred to as the "General Meeting")
- 5.2 The Management Council (hereinafter referred to as the "Council")

Article 6 Members

- 6.1 Membership of SOS Malta is open to natural persons and legal entities, whether local or foreign, signing the SOS Malta Statute at the time being in force, and who/which are committed to the development and promotion of aid to the people of Malta and other countries.
- 6.2 Members of SOS Malta shall abide by the terms and conditions of the Statute as well as the conditions of membership, which may be issued by the General Meeting and/or Management Council from time to time.
- 6.3 Membership is only effective upon acceptance by the Management Council.

Article 7 Termination of Membership

The membership of any member of SOS Malta shall terminate:

- 7.1 Upon death, incapacity or insolvency of that member being a natural person.
- 7.2 Upon dissolution, liquidation or insolvency of that member being a legal entity.
- 7.3 Upon resignation by such member.
- 7.4 Upon expulsion of such member by the General Meeting or Management Council.

Article 8 Resignation

Any member may resign from SOS Malta by notifying the Council in writing. The resignation will take effect two weeks after the receipt of the notification by the said Council.

Article 9 Expulsion

- 9.1 Any member may be expelled from SOS Malta for any grave and sufficient cause.

 Provided that the terms grave and sufficient cause shall include but not be limited to both actions bringing SOS Malta and the workings thereof into disrepute and failure to pay membership fees for two successive years.
- 9.2 Any member for whom/which expulsion from SOS Malta has been proposed shall nonetheless be given written notification of SOS Malta's intention to expel said person through the Council at which time membership shall be suspended.
- 9.3 The member shall be given four weeks time from receipt of notification of his/her suspension prior to expulsion, to make representations to the Council prior to its deliberations on that member's expulsion.
- 9.4 A suspended member shall not be entitled to vote and/or to attend meetings of SOS

General Meeting for re-instatement. Provided still that prior to appeal, that member shall still not be entitled to vote and/or to attend meetings of SOS Malta unless his/her appeal is successful.

Article 10 Membership Fees

- 10.1 All members shall pay membership fees to SOS Malta as may be determined by the Management Council from time to time.
- 10.2 In the event of termination of membership for any reason whatsoever, the membership fees shall not be refundable, either in whole or in part.

Article 11 General Meeting

- 11.1 The General Meeting shall consist of all the members of SOS Malta having paid up their membership fees.
- 11.2 All members shall have the right to one vote at the General Meeting.
- 11.3 No member shall have the right to confer his/her vote at the General Meeting to any other person, member or otherwise, by proxy or by any other form.
- 11.4 The General Meeting shall be held once a year during the period between 1st of June and 31st July.
- 11.5 One quarter plus one of the members entitled to vote at the General Meeting shall constitute a quorum.
- 11.6 In the event that at the date and time appointed for the General Meeting no quorum is constituted, the General Meeting shall be postponed for thirty minutes after the appointed time for the General Meeting and after the lapse of such time, if the members present and entitled to vote still do not constitute a quorum, the members at that time present and entitled to vote shall constitute a quorum.
- 11.7 Written notice of the meeting of the General Meeting shall be served upon all members at least 14 days in advance of the said meeting.
- 11.8 The General Meeting shall be presided over by the Chairman of the Council, or in his/her absence by a member of the General Meeting elected for the purpose.
- 11.9 The person presiding over the General Meeting shall sign the Minutes of the General Meeting.
- 11.10 Unless otherwise provided for, the General Meeting shall approve a resolution, if the approval of at least fifty percent of the members present and voting at the meeting is obtained.
- 11.11 Decisions of the General Meeting are binding on all members of SOS Malta.

Article 12 Powers and Functions of the General Meeting

- 12.1 The General Meeting shall have all the powers and functions conferred upon it by these articles, namely:
 - 12.1.1 To amend the Statute of SOS Malta.
 - 12.1.2 To take the decision to dissolve SOS Malta.
 - 12.1.3 To appoint and remove members to the Council.
 - 12.1.4 To approve the budget, financial accounts and annual report.

Article 13 Decisions of the General Meeting

13.1 Decisions at the General Meeting shall be validly adopted by the affirmative vote of fifty per cent, plus one, of the members present and voting, provided that the following require the affirmative vote of at least two-thirds of the members present and voting:

13.1.1 A decision to amend the Statute of SOS Malta.

13.1.2 A decision to dissolve SOS Malta.

13.1.3 A decision to remove a member from the Council.

Article 14 Extraordinary Meetings of the General Meeting

14.1 An Extraordinary General Meeting shall be convened by the Chairman of the Council or upon the written request to the Council by at least one sixth of the Members.

Provided that if the purpose of an extraordinary meeting of the General Meeting is to appoint a member to fill a vacant post on the Council, the other members of the Council must appoint a date for an extraordinary meeting of the General Meeting within two weeks of said post on the Council becoming vacant.

14.2 Written notice of an extraordinary meeting of the General Meeting shall be served upon all members at least 14 days in advance of the said extraordinary meeting.

Provided that in the case of emergency a General Meeting can be held at a shorter time

14.3 All procedures conferred upon the General Meeting in article 11 shall also be conferred upon the extraordinary meeting of the General Meeting.

14.4 The following decisions may be taken by an extraordinary General Meeting:

14.4.1 To make amendments to the Statute of SOS Malta.

14.4.2 To take the decision to dissolve SOS Malta.

14.4.3 To appoint members to the Council.

14.4.4 To hear an appeal on expulsion of any member.

14.2 No decision may be taken on an item that does not appear on the agenda accompanying the notice of a meeting, unless it is decided that an item is to be included by a unanimous resolution of the members present at the meeting.

Article 15 The Management Council

15.1 The executive arm of SOS Malta shall be composed of the Council, which is hereby vested with the power to administer and manage SOS Malta and shall be responsible for establishing and implementing the policy thereof.

15.2 The Council shall organize its own work.

15.3 The Council may delegate powers to one or more of its members for the purposes of submitting an annual report to the Council on activities carried out by SOS Malta.

15.4 The Council may use funds for items and activities that are conducive to furthering the aims of SOS Malta.

15.5 The Council will be able to do, but is not restricted to, the following:

money as it shall deem fit and in connection therewith mortgage, hypothecate, or charge the whole or any part of the property or assets of SOS Malta, both present and future, with due consideration to the provisions of article 16.16.

- 15.5.3 Appoint one or more representatives or attorneys to represent and act for SOS Malta and to delegate and invest in them or either of them such powers as the Council may deem expedient; it may also revoke such appointment and powers.
- 15.5.4 Appoint sub-committees at its discretion, under terms of reference which the Council shall determine;

Article 16 Composition and Proceedings of the Management Council

- 16.1 The Council shall be composed of a minimum of 5 and a maximum of 9 members.
- Provided that at no time, except where a post on the Council has been vacated for whatever reason, shall there be an even number of members on the Council.
- 16.2 The Council shall appoint a President, a Chairman, a Secretary and a Treasurer from amongst its members.
- 16.3 The founder members of the Council are: Mons. Philip Calleja
 Mr. Francis Frendo
 Mrs. Lilian Miceli Farrugia
 Mrs. Claudia Taylor East
- 16.4 The first Chairman of the Council shall be Mrs. Lilian Miceli Farrugia
- 16.5 The first President of the Council shall be Mons. Philip Calleja
- 16.6 The first Secretary of the Council shall be Mrs. Claudia Taylor East
- 16.7 The first Treasurer of the Council shall be Mr. Francis Frendo
- 16.8 The General Meeting may decide to remove a member of the Council. Such decision requires a two-thirds majority of the votes of the members present at said General Meeting.
- 16.9 The Council shall regulate its own procedures as well as the place and frequency of its meetings. Nonetheless, the following procedures shall apply:
- 16.9.1 Council shall meet at least on a monthly basis, or as often as need be.
- 16.9.2 The Secretary shall call meetings of the Council after consultation with the Chairman.
- Provided that a meeting may also be called by the Chairman or by any two members of the Council.
- 16.9.3 At least seven days notice of a meeting of the Council shall be given to all members; however where the unanimous consent of all the members of such meeting may take place without such notice being given.
- 16.10 The Chairman and the Secretary shall sign the minutes of the Council. If however, either or both the Chairman and the Secretary are not present for the meeting a person shall be appointed by the Council from amongst its members to act as Chairman and as Secretary for the purposes of that meeting and shall sign the minutes of the Council in the Chairman or Secretary's stead..
- 16.11 Each member of the Council shall hold office for a maximum of two years; every year half plus one of the Council members shall resign; however, for the first three initial

office expires may stand for re-election at the following General Meeting.

- 16.12 Each member of the Council shall hold office for a period of two years. At the end of every two-year period the members of the Council shall resign though they may offer themselves for re-election.
- 16.13 At least fifty percent, plus one, of the members of the Council shall constitute a quorum. Decisions of the Council shall be taken by a simple majority of those present and voting.
- 16.14 Decisions of the Council are binding on all members of SOS Malta.
- 16.15 All posts held on the Council shall be honorary and accordingly no remuneration to members of the Council shall be due.
- 16.16 The Council shall not be permitted to sign or execute on behalf of, or in any manner bind, SOS Malta to any agreement, contract or other document with any third party the amount or consideration of which exceeds Lm 5,000 without the approval of at least two thirds of all members of the Council.
- 16.13 A resolution in writing signed by all the members of the Council entitled to receive notice of the meeting of the Council shall be valid and shall have the same effect as a Resolution passed at a Meeting of the Council; such Resolution may be contained in one or in several documents in like form, each signed by one or more of the members;

Article 17 Powers and Functions of the Management Council

- 17.1 The powers of the Council shall include but not be limited to the following:
- 17.1.1 To present the annual balance sheet and the Auditor's Report for the approval of the General Meeting.
- 17.1.2 To appoint and dismiss an auditor/s and to fix the remuneration payable to them.
- 17.1.3 To give a decision on all questions which may be placed before it.
- 17.1.4 The interpretation of this Statute rests with the Council whose decision will be final.

Article 18 Representation of SOS Malta

- 18.1 Legal and judicial representation of SOS Malta shall vest in the President and Secretary of the Council jointly.
- 18.2 Unless the members of the Council otherwise determine, due consideration being paid to the provisions of article 16.16, deeds of whatever nature and other documents and writings purporting to bind SOS Malta in favour of third parties, and third parties in favour of SOS Malta, as well as cheques, promissory notes, bills of exchange and other negotiable instruments shall be signed on behalf of SOS Malta by the Treasurer and by any one of the President, Chairman, or Secretary or as otherwise stipulated by resolution of the Council.

Article 19 Committees

The Council may appoint such other committees and provide in respect thereof such terms of reference as it deems appropriate for the better attainment of the objectives of SOS Malta.

Article 20 Dissolution

- 20.1 SOS Malta shall be dissolved in the way provided for herein if:

fulfil

- 20.1.3 The funds have become insufficient for the projects at hand.
- 20.1.4 If a decision to dissolve SOS Malta is taken at a General Meeting or at an Extraordinary General Meeting of SOS Malta and approved by a majority of those present and entitled to vote.
- 20.2 If SOS Albania is to be wound up, any assets remaining after payment of all debts shall be donated to existing projects.

Article 21 Accounts

- 21.1 The accounts and resources of SOS Malta shall be administered by the Treasurer who shall provide information to the Council as required and shall submit annual accounts to the Council for its approval.
- 21.2 The Treasurer shall submit budget, financial accounts and annual report to the General Meeting for its approval.
- 21.3 The Treasurer shall also draw up a Balance Sheet and Report on Income and Expenditure to be submitted to the Council for simultaneously with the annual accounts as provided in article 21.1.
- 21.4 Accounts shall be audited by an Auditor appointed by the Council prior to the General Meeting.
- 21.5 The Auditor shall present to the Council, a written report within one month after the end of the Financial year.
- 21.6 The Financial Year of the Group shall be from 1st January to 31st December of each year.

Article 22 Official Language

The official language of SOS Malta shall be the English language.

Article 23 Proper Law and Dispute of Statute

- 21.1 The interpretation, construction, validity and performance of this Agreement shall be governed and construed in all respects in accordance with the Laws of Malta.
- 21.2 Any dispute or controversy arising out of or relating to this Statute shall be finally and exclusively settled by the Council.

I the undersigned Lillian Micalì Farnyria in my capacity as chairman of SOS Malta certify this to be a true copy of the original statute of SOS Malta.

Lillian Micalì Farnyria

Mrs Lillian Micalì Farnyria

Witness to signature of Mrs Lillian Micalì Farnyria holder of the original statute of SOS Malta.