

**Statute Associazione Hermes**  
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**Title I                    Name - Registered office - Duration - Purposes**

**Article 1                Name and location**

A non-profit association called incorporated,

**"Hermes Association" is**

also abbreviated as "Hermes".

The Association has its registered office in via Aretusa, 34 (cap 20129) Milan, and may establish branches, agencies and representatives in the territory of the Italian Republic by means of a resolution of the Board of Directors.

**Article 2                Duration**

The duration of the association is unlimited. The dissolution must be resolved by the Extraordinary Assembly.

**Article 3                Aims**

The Association, formed a non-profit, is proposed as objectives:

1. promote, develop and expand in Italy and abroad the culture of transparency and responsibility, social and not; the participation of citizens in the management of public affairs and the active participation of workers in the good performance of the company. To this end, for example but not limited to, the association will carry out the following activities:
  - Support and develop free software that contributes to the increase of freedom of expression on the web, the preservation of rights and personal freedoms online.
  - Develop and promote the free Whistleblowing software called GlobaLeaks, keeping faith with its open nature, designed for organizations, public or private, who will use the software to start their initiatives.
  - Participate in associations, organizations and bodies related to issues of interest related to the movements of promotion and protection of civil liberties, anonymity, whistleblowing, freedom of expression and investigative journalism
  - Support the development and dissemination of the network and Tor2web project and related tools (Es: Tor)
  - Support the development and operational management of the LeakDirectory site, system of indexing whistleblowing sites
  - Participating and organizing events and / or cultural and / or media initiatives that allow the dissemination of the culture of transparency (Eg: whistleblowing for purposes of public interest and improvement of the

company, Opendata, OpenGovernment)

- Participate in the development of procedures, methodologies, policies and lobbying actions for the implementation of regulations and regulations that promote transparency

. now that the Association can not carry out collection and / or solicitation of information secret and / or sensitive ions, without prejudice to the possibility of lending their technical collaboration and know-how to subjects who carry out such activities, subject to a decision in this regard of the Steering Committee.

For the attainment of said purposes, the Association may collaborate, join and affiliate, upon deliberation of the Board of Directors, to any public or private, local, national or international legal entity, as well as collaborate with bodies, movements or associations with which it deems useful. have connections and whose activity does not conflict with the institutional aims of the Association. The Association, after deliberation of the Board of Directors, may receive grants and subsidies of any kind from public or private natural or legal persons, offering its assistance and presence in each of the fields in which it carries out its activity or, in any case, by anyone is interested in developing the activities of the Association, and can acquire movable or immovable property.

## **Title II Admission, rights and obligations, withdrawal and exclusion of members**

### **Article 4 Associates**

The public and private subjects interested in pursuing the aims of the Association and / or engaged in carrying out similar or connected activities are entitled to join the Association. of the Association or who are interested in any way for the purposes of the Association and accept the Statute.

The members are divided into:

- Promoters: they are those who have distinguished themselves particularly in giving ideas and contributions to this association.
- Founders: those who participated in the constitution of the Association and are the 12 signatories of this act.
- Individuals: they are the natural persons who request to be admitted to the Association and declare their interest in the statutory purposes.
- Affiliates: these are the associations, foundations and initiatives that both have the characteristic of being non-profit organizations or otherwise of non-commercial purposes.
- Companies: are the companies in person or capital that decide to sponsor the association and / or its initiatives.
- Honorary: they are natural persons who have distinguished themselves for particular merits, that is they have been particularly honored in supporting the Association or that are able to bring honor and visibility to the Association.

The methods of accession will be defined, communicated and made available by the Board of Directors.

### **Article 5 Admission of Members**

- The indication of the promoting promoters takes place on the decision of the Board of Directors.

- For the admission of Individual members: to be admitted to the Association the interested parties must submit a specific application, addressed to the Association according to pre-established procedures, in which the activity carried out must be declared. On the request for membership, the Board of Directors of the Association takes into consideration, considering the personal characteristics of the candidate as meeting the statutory purposes. In case of refusal, the decision will have to be justified.
- Admission of members Companies: to be admitted to the Association must submit a specific application, addressed to the Association according to pre-established procedures, in which the activity carried out must be declared. The Board of Directors of the Association decides on the request for membership.
- The admission of affiliated members: to be admitted to the Association must submit a specific application, addressed to the Association according to pre-established procedures, in which the activity carried out must be declared. The Board of Directors of the Association decides on the request for membership.
- The admission of honorary members, upon acceptance by the same, is deliberated by the Board of Directors.

#### **Article 6            Obligations and rights of members**

The members are obliged to observe the by-laws, any internal regulations and the deliberations of the associative bodies.

With the exception of the Honorary Members, Companies and Affiliates, all the other members, including the promoters, have the right to vote in the Assemblies of the Association.

The status of associate is non-transferable in any capacity and entitles the holder to a single vote.

#### **Article 7            Withdrawal and exclusion of Associates from the Association**

The associative relationship is indefinite.

The status of associate is lost due to the withdrawal of the same or for the exclusion of the same by the Association.

Each member can withdraw from the Association upon presentation of a specific request addressed to the President of the same which must be sent by registered mail and / or equivalent at least three months before the end of the annual financial year. The withdrawal will take effect from the closing date of the financial year in which the request was submitted.

Each member, by resolution of the Board of Directors, may be excluded from the Association in the following cases:

- a. for failure to pay the annual membership fee;
- b. for a serious violation of the Statute or the deliberations of the bodies of the Association;
- c. for the accomplishment of acts contrary to the aims of the Association or harmful to the moral dignity of the Association itself or of the individual members.

In the aforesaid cases the resolutions of the Board of Directors will be communicated to the associate by registered letter with acknowledgment of receipt or by e-mail to the registered address of the member; the associate may present his counter-deductions within thirty days following receipt of the aforementioned communication. In this case, the Board of Directors, taking into account the counter-deductions, will have to confirm or not, in the thirty-day successes, its decision which will be, in any case.

### **Title III Organs and offices of the Association**

#### **Article 8            Organs of the Association**

They are organs of the Association:

1. the General Assembly of the associates;
2. the Board of Directors;
3. the President and the Vice President;
4. the Treasurer;

5. the Secretary;

All the corporate offices are free of charge, however, for the execution of certain tasks, a reimbursement of the expenses previously decided by the Board of Directors may compete.

#### **Article 9 The General Assembly of Associates**

The General Assembly of Associates is convened by the President at least once a year by April 30th.

The Assembly is also called whenever the Board of Directors deems it appropriate, or when at least 1/10 of its members make a motivated written request to the President.

The notice of convocation must be sent to all members by letter to be sent by fax, by postal service, or by e-mail, or through publication on the institutional website at least 15 (fifteen) days before the date set for meeting.

This notice must contain an indication of the day, time and place where the meeting will be held and the list of topics to be discussed.

All members can participate in the Assembly. Members can delegate their own representative or another associate to participate in the Meetings. Each member or representative can not hold more than ten voting proxies.

The assemblies are chaired by the President of the Association or, in his absence, by one of the Vice-President.

When not otherwise established by law, the Secretary of the Assembly is the Secretary of the Association and, in case of his absence, an associate appointed by the Assembly itself.

The resolutions are validly adopted by a show of hands, unless the majority requires a roll-call vote. The appointments of the corporate offices take place according to the procedures established by the President.

The minutes of the meetings must be signed by the Chairman and the Secretary and are sent in copy, even by e-mail, to all members or may be published in a special reserved section of the institutional website.

The General Assembly of the associates can be ordinary or extraordinary.

#### **Article 10 Ordinary Assembly of Associates**

The Ordinary Assembly:

- a. approves the final balance sheet and the budget;
- b. determines the number of members of the Board of Directors, elects them and eventually revokes them;
- c. deliberates on all the other items on the agenda;
- d. approves the internal regulations, if proposed and drafted by the Board of

Directors.

For the validity of the constitution of the Assembly, in first call, the presence of half plus one of the members with voting rights is required.

The Ordinary Shareholders' Meeting, in second call, is validly constituted whatever the number of members with voting rights present or represented.

The resolutions will be valid if approved by an absolute majority of members with voting rights present or represented.

#### **Article 11 Extraordinary Assembly of Associates**

The Extraordinary Assembly:

- a. resolution on changes to the Articles of Association;
- b. resolution on the dissolution of the Association.

The Extraordinary Shareholders' Meeting is validly constituted on first call with the presence of three quarters of the votes due to all the members with the right to vote. In the second convocation it is validly constituted by half plus one of the votes due to all the members with the right to vote. In both cases, the resolutions are taken with the favorable vote of half plus one of the entitled persons.

#### **Article 12 Board of Directors**

The Board of Directors is responsible for the functioning and coordination of the

activities of the Association.

The Board of Directors is invested with every decision-making power on the initiatives to be undertaken and on the criteria to be followed for the achievement and implementation of the Association's goals.

It belongs, among other things, to the Board of Directors:

- a. the ordinary and extraordinary administration of the Association;
- b. fix the directives for the implementation of the statutory tasks, establish the modalities and responsibilities of execution and control their execution;
- c. decide on management and capital investments;
- d. draw up the balance sheet and the budget and take care of the transmission to the general assembly of the members for approval, as well as draw up the general report on the activities of the association;
- e. deliberate on the admission of new members;
- f. to deliberate on the exclusion of the associates;
- g. propose to the assembly any changes to be made to the bylaws;
- h. to deliberate the associative quotas;
- i. deliberate any other administrative deed;
- j. confer and revoke powers of attorney;
- k. appoint the President, up to two Deputy Chairman, a secretary and a treasurer;
- l. set up working groups, consisting of at least three components, for the examination and analysis of specific subjects. The working groups report to the Board of Directors about the results of their activities. All documents drawn up by the working groups are owned by the Association and their disclosure outside the association is subject to approval by the Board of Directors;
- m. to draft, if necessary, the rules of procedure.

The Board of Directors is composed of three to eleven members elected by the assembly in the context of the members.

The members of the Board of Directors remain in office for three years unless revoked and are re-eligible. If one or more members of the Board of Directors fail or resign in the course of their mandate, the others shall replace them with a specific resolution.

If the majority of the councilors no longer exists, the ordinary shareholders' meeting is held in the supplementary appointments, which, in this case, must be convened no later than thirty days. The new directors cease their appointment together with those in charge at the time of their appointment.

The Board of Directors meets, in an ordinary way, every four months and, in an extraordinary way, whenever it is necessary on the initiative of the President or at least one third of the councilors. The meeting of the Board of Directors is convened by letter, telegram, fax or e-mail to be sent at least 5 (five) days prior to the meeting. The meetings of the Board of Directors and its resolutions are valid, even without formal convocation, when all the directors in office intervene. The meeting is also valid even if it is carried out in the form of audio and / or video conferencing on condition that the attendees are allowed to participate in the discussion and simultaneous voting (intended as a vote within the same session) on the topics of the order of day, as well as to view, receive or transmit documents.

The Board of Directors is chaired, in order, by the President, the Vice President or the Councilor elected for this purpose by the other members.

As a rule, the decisions of the Board are adopted by means of a meeting or by written consultation, either by e-mail or by audio and / or video-conference. The resolutions of the Board are taken with the vote of the majority of its members in office, not including abstentions.

### **Article 13 President and Vice President**

The President of the Association is chosen among the members of the Board of Directors, is appointed by this, remains in office the same time period of the Council that has elected and is re-elected.

The President is responsible for the legal representation of the Association in the face of any judicial or administrative authority and in relation to third parties; signs all

the administrative deeds made by the Association.

The President convenes and presides over all the assemblies of the members, as well as the meetings of the Board of Directors.

The Board of Directors nominates from among its members up to a maximum of two Vice-President, who alternately replace the President in case of his absence or impediment.

#### **Article 14 Secretary and Treasurer**

The Board of Directors appoints from among its members the Secretary and the Treasurer, who hold the same time period as the Council that elected him and are re-eligible.

The secretary:

- a. participates in all the meetings of the Board of Directors and the Assemblies of the Associates providing to draw up and sign, together with the Chairman, the relative minutes;
- b. collects and keeps all the documents and minutes of the Assemblies and meetings of the Association, as well as all the correspondence of the Association.

The Treasurer provides for the economic-financial management of the Association and the preparation of the annual draft budget to be submitted to the Board of Directors. In particular, it provides, recording everything on a special register, including information technology, the collection of any membership fee and all the membership fees, also making payments to be paid by the Association according to the directives and powers determined by the Board of Directors.

To this latter end, for all collection and payment, it will open a current account at a bank, payable to the Association by depositing the single signature of the Treasurer and the President with faculty for the president to assign proxies of account current under their own responsibility.

All income from any source will be immediately turned by the Treasurer and deposited in that current account with the exception of a cash deposit for small expenses.

#### **Article 15 Board of Arbitrators**

**The Ordinary Shareholders' Meeting shall elect a Board of Arbitrators composed of three members charged with supervising the good performance of the Association.**

**The Arbitrators hold office for three years and can be re-elected. They will also perform the role of conciliators in the event that disputes arise between the members and the Association, without prejudice to the right to resort to the arbitration procedure referred to in Article 20.**

**The Board also acts as an appeal body against the rejection of applications for registration advanced by individual associated candidates, as indicated in art. 5.**

**In its function of monitoring the association's activity, the Board of Arbitrators will have the obligation and the right to convene the Assembly of Associates whenever they will encounter critical issues in the management and functioning of the Association.**

#### **Title IV Associative Fees - Capital and Exercise**

##### **Article 16 Membership**

Members are required to pay the membership fees, approved annually by the Board of Directors.

The membership fee must be paid by March 31 of the reference year, or within 30 days of the admission notice for new members.

##### **Article 17 Patrimony**

The patrimony of the Association is constituted:

- a. from the associative quotas of which to the precedent article 15;
- b. from any movable and immovable property that will become property of the Association;
- c. from any donations, disbursements, legacies, contributions and grants of any kind.
- d. From any right on works covered by copyright and / or inventions, know-how

In case of withdrawal or exclusion, individual members can not ask for the division of assets, nor claim the reimbursement of membership fees paid.

It is forbidden to distribute, even indirectly, management surpluses as well as funds, reserves or capital during the life of the association, unless the destination or distribution is not required by law.

**Article 18 Financial Year**

The financial year runs from 1 January to 31 December of each year.

The financial statements of the year must be approved by the General Assembly of the members, upon proposal of the Board of Directors, within four months of the end of the financial year.

Under no circumstances can direct or indirect distribution of any operating surpluses be carried out; these must be set aside as a reserve to increase the assets of the association. The possibility of distributing funds or reserves to the members or to repay quotas during the life of the association is equally excluded.

**Title V Dissolution of the Association and general provisions**

**Article 19 Resolution of dissolution and liquidation**

The possible dissolution of the Association is resolved by the Extraordinary Assembly of the associates which proceeds to the appointment of one or more liquidators and to determine the relative powers.

Any remaining assets must be donated to another association for similar purposes or for public utility purposes, unless otherwise specified by law.

**Article 20 Arbitration Clause**

Any disputes that may arise between the members and the association or its bodies will be submitted to the final judgment of a single arbitrator appointed by the parties by mutual agreement between them. In the absence of agreement, the appointment will be delegated to the pro-tempore President of the Lawyers' Association of the Court of Milan. The referee will judge ex lege without procedural formalities.

**Article 21 General provisions**

For everything that is not content and not regulated by the present statute, the provisions of the civil code are valid.

**Title VI Transitional rules**

**Article 21 Constituent assembly**

The founding members today approved this statute and also proceed to the unanimous appointments of the corporate bodies by resolution on the same date of the Board, as follows:

- Chairman: Claudio Agosti
- Vice President: Arturo Filastò
- Secretary : Fabio Pietrosanti
- Treasurer: Fabio Pietrosanti
  
- Councilors: Alessandro Rodolfi, Marco Calamari, Gianluca Gilardi, Matteo

Flora, Davide Del Vecchio

Milan, 24-04-201Sign2

**the above-mentioned constitutive deed and bylaws of 14 pages, in order,  
THE FOUNDING MEMBERS**

Alessandro Rodolfi, [Deleted personal details]

Arturo Filastò, [Deleted personal details]

Davide Del Vecchio, [Deleted personal details]

Fabio Pietrosanti, [Deleted personal details]

Claudio Agosti, [Deleted personal details]

Michele Orru ', [Deleted personal details]

Federico Scrinzi, [Deleted personal details]

Marco A. Calamari, [Deleted personal details]

Gianluca Gilardi, [Deleted personal details]

Matteo Flora, [Deleted personal details]

Marco Pozzato, [Deleted personal details]

Giovanni Pellerano, [Deleted personal details]