

Deed Number 146

14th September 1999

**Constitution  
of the  
Foundation for European  
Education  
in  
Baromedicine**

Not. Pierre Attard, Notary Public, Malta.  
89 St. John Street, Valletta VLT 08, Malta.  
Tel. 224892/245922; Fax. 245922.

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No.146.

This the fourteenth day of  
September of the year one  
thousand nine hundred  
and ninety nine.

Constitution  
of  
Foundation

Before me Doctor of Laws Pierre Attard, a Notary Public,  
duly admitted and sworn have personally appeared and  
identified themselves, in accordance to law, by means of  
the hereunder mentioned official documents:-

Professor Alessandro Marroni, a medical doctor, son of  
Gino and Maria Sofia nee Ceretti, born in Lecce, Italy  
and residing at Roseto, Teramo, Italy holder of Italian  
Passport number 955917P and Doctor Ramiro Cali  
Corleo, a medical doctor, son of Joseph and Lina nee  
Fava, born in Gzira and residing at Saint Julians, holder  
of identity card number 649856(M) - hereinafter together  
referred to as "the Founding Members".

Whereas

a. The Founding Members wish to constitute and  
establish the "Foundation for European Education in  
Baromedicine" - hereinafter referred to as the  
Foundation.

b. The Founding Members hereby unanimously  
approve the statute of the Foundation hereto annexed  
as Document A.

Now therefore by virtue of this deed the Founding  
Members set up and establish the "Foundation For  
European Education in Baromedicine" as a non-profit  
making and non-political foundation in Malta  
constituted and governed in accordance with the rules  
contained in the statute of the Foundation, consisting of  
four pages, hereto annexed as a document marked with  
the letter "A" which forms an integral part of this deed  
and also regulated by Maltese law.

This deed has been done read and published by me the  
undersigned Notary after having explained the contents  
thereof to the appearers in accordance to law in Malta at

number thirteen stroke twelve (13/12) in Strait Street,  
Valletta.

Prof. Alessandro Marroni.  
Dr. Ramiro Cali Corleo.  
Not. Pierre Attard,  
Notary Public,  
Malta.

A true copy of the Original deed  
in my Records issued today the  
1999.

Capital Gains Tax = Lm  
Duty on Documents = Lm  
Paid on  
Quod Attestor.

Not. Pierre Attard,  
Notary Public, Malta.  
89, St. John Street, Valletta VLT 08.  
Tel. 224892/245922 Fax. 245922

## STATUTE OF THE FOUNDATION FOR EUROPEAN EDUCATION IN BAROMEDICINE

### ARTICLE ONE: NAME

The name of the Foundation shall be: " Foundation for European Education in Baromedicine" (hereinafter referred to as the "Foundation").

### ARTICLE TWO: DURATION

The Foundation is being established for an indefinite duration

### ARTICLE THREE: LEGAL SEAT OF THE FOUNDATION

The legal seat of the Foundation shall be at 'Enfin', Marmara Street, San Gwann SGN 10, Malta or such other address as the Board of Trustees shall from time to time determine by resolution.

### ARTICLE FOUR: NATURE

The Foundation is a non-profit making, non-political organisation set up in pursuance of the aims and objectives stipulated hereunder.

### ARTICLE FIVE: PURPOSES

The purposes of the Foundation shall be:

- (a) To promote the study and application of pressure related medicine, as recommended by the European Committee for Hyperbaric Medicine known as the ECHM, through the setting up of a European College of Baromedicine.
- (b) To foster links with other bodies having similar interests and aims.
- (c) To raise, manage and apply funds for any of the aforesaid purposes.

### ARTICLE SIX: POWERS OF THE FOUNDATION

To enable the Foundation to reach its objectives and purposes it is empowered:

- (a) to raise funds and encourage and receive grants, subsidies, bequests, contributions, donations and gifts of any nature;
- (b) to acquire property, whether movable or immovable, under any title whether onerous or gratuitous, to administer and dispose of any property movable or immovable;
- (c) to manage and administer all the funds and properties of the Foundation, including the power to open and operate bank accounts and to invest any monies not immediately required for the purposes of the Foundation;
- (d) to affiliate or associate with entities and/or organisations having similar or complementary aims and objectives;
- (e) to set up committees or sub-groups and delegate any powers to such committees or sub-groups;





(f) generally to do every act which is necessary or conducive to the foregoing.

#### ARTICLE SEVEN: FOUNDING MEMBERS

The Founding Members are Dr Ramiro Cali-Corleo and Professor Alessandro Marroni.

#### ARTICLE EIGHT: CONTRIBUTING MEMBERS

The Founding Contributing Member shall be the DAN Europe Foundation.

#### ARTICLE NINE: MANAGEMENT AND ADMINISTRATION OF THE FOUNDATION.

The management and administration of the Foundation shall be vested in the Board of Trustees.

The Board of Trustees may from time to time delegate any of the functions and powers vested in them. Any such delegation may, from time to time, be revoked, withdrawn, altered or varied.

#### ARTICLE TEN: REPRESENTATION

Deeds of whatsoever nature and any other documents binding the Foundation shall be signed by any person or persons appointed from time to time by the Board of Trustees.

Judicial representation of the Foundation shall be vested in any two members of the Board of Trustees provided that judicial action in the name of the Foundation shall not be taken unless authorised by the Board of Trustees.

#### ARTICLE ELEVEN: BOARD OF TRUSTEES

The Board of Trustees shall be composed of not more than six and not less than two persons. The Founding Members are the first two members of the Board of Trustees.

The Trustees are appointed to the Board of Trustees for an indefinite period

Appointment of members to the Board of Trustees shall be made following nomination by at least two Trustees and requires the unanimous approval of the candidate by all the Trustees present during an Ordinary Meeting of the Board of Trustees.

Removal of a member of the Board of Trustees requires a simple majority vote during an Ordinary Meeting of the Board of Trustees.

#### ARTICLE TWELVE: PROCEEDINGS OF THE BOARD OF TRUSTEES.

The Board of Trustees shall meet as often as needed but in no case shall it meet less than once a year. The Chairman of the Board of Trustees shall summon a meeting of the Board of Trustees on the request of any two members of the Board of Trustees.



The Chairman of the Board of Trustees will be elected during the first meeting of the Board. The position of Chairman must be confirmed every year during an Ordinary Meeting of the Board of Trustees.

The Board of Trustees shall regulate its own procedures. Minutes of the proceedings of the meetings of the Board of Trustees shall be kept.

Decisions of the Board of Trustees shall be taken by the majority of trustees present, each member having one vote. In case of an equality of votes the Chairman of the Board of Trustees shall have a casting vote.

A quorum is constituted by a majority of trustees present in person or by proxy. If within 1 hour from the time appointed for the meeting of the Board of Trustees a quorum is not present, the meeting shall stand adjourned for the next day at the same time and, if at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall constitute a quorum.

The members of the Board of Trustees shall have the right to appoint a proxy. Any such proxy appointment must be in writing and should be received at the legal seat of the Foundation at least five days before the time established for the meeting of the Board of Trustees.

#### ARTICLE THIRTEEN: NOTICES OF MEETING OF THE BOARD OF TRUSTEES

Members of the Board of Trustees shall be given thirty days notice of meetings of the Board of Trustees. Notice shall be deemed to have been validly given if sent by registered post or by fax. Individual members of the Board of Trustees are held responsible for the accuracy of their address and fax number in the possession of the Foundation.

#### ARTICLE FOURTEEN: ACCOUNTS AND AUDIT

The accounts shall be audited by a certified public accountant and auditor and approved by the Board of Trustees at least once a year.

#### ARTICLE FIFTEEN: LIABILITIES

The liability of the Foundation is limited to its own assets and nothing in these provisions shall be construed and interpreted so as to hold or render any of the Trustees and / or the Founding Members personally responsible for any debits or obligations incurred by the Foundation.

#### ARTICLE SIXTEEN: DISSOLUTION AND LIQUIDATION

The Foundation may be dissolved by unanimous resolution of the members of the Board of Trustees.

In the event of dissolution, the Board of Trustees shall appoint a liquidator within three months from the happening. The liquidator shall draw final accounts and a scheme of distribution within one year of the date of his appointment. Upon completion, the final




accounts and scheme of distribution, if any, shall be submitted to the Board of Trustees for approval.

#### ARTICLE SEVENTEEN: AMENDMENTS

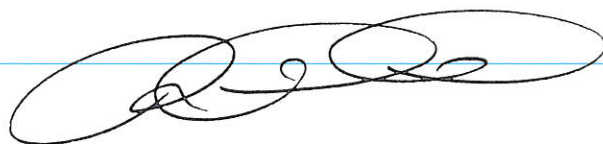
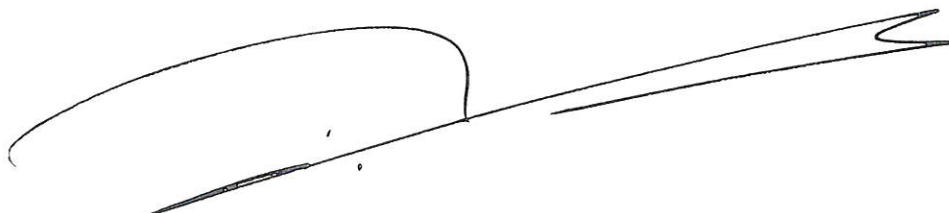
This statute may be amended pursuant to an unanimous decision of the Board of Trustees provided that the written consent of the Founder Trustees be obtained and provided further such amendment shall only come into force as from the day following the enrolment of the amending document in a Maltese Public Deed.

*Alfonso Honsu*

A stylized, cursive handwritten signature, possibly reading 'R. G. L.', enclosed within a large, loopy oval.

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*Alfonso Honsu*

A stylized, cursive handwritten signature, possibly reading 'R. G. L.', enclosed within a large, loopy oval.A long, sweeping, cursive handwritten signature that extends across the width of the page.

A true copy of the original deed in my Records  
of the 14th September 1999, and of the document  
annexed thereto, issued today the 15th September 1999.  
Quod Attestor.

Not. Pierre Attard,  
Notary Public, Malta.  
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