

ARTICLES OF ASSOCIATION
of
"World interactive Network focused on Critical UltraSound"
WINFOCUS

TITLE 1

GENERAL PROVISIONS

Art. 1.1 - Organization name

An association is established under the organization name of "World Interactive Network Focused on Critical UltraSound", also to be expressed as "WINFOCUS" (hereinafter also referred to as the Association or the Scientific Association).

Art. 1.2. - Duration

The Association shall have an indefinite duration.

Art. 1.3 - Purpose

The Scientific Association has as its institutional purpose the promotion and diffusion of "point-of-care" Ultrasound in the clinical practice, for the aim of improving, in all in-hospital and out-of-hospital "critical" scenarios, the "performance" and the "outcomes" of primary medicine, emergency medicine and critical care medicine. In implementing such institutional purpose, the same pursues, among others, the scientific and social objectives specified further on.

The "Vision Statement" of the Scientific Association is as follows: "Improving Primary, Emergency, and Critical Care Medicine, by incorporating "point-of-care" Ultrasound into Clinical Practice".

The "Mission Statement" of the Scientific Company is as follows: "Bringing qualified Point-of-care" Ultrasound to the patients in all out-of-hospital and in-hospital "critical" scenarios, by developing and fostering, on a global and multi-disciplinary basis, Ultrasound Education, Technology Development, Evidence-based Research and International Teamwork".

Main scientific and social objectives:

- i. To identify scenarios characterized by "critical states", either clinical or environmental, where Ultrasound, applied and integrated in the same place of

evaluation and treatment of patients ("point-of-care ultrasound"), may represent a critical value added ("critical ultrasound") for the purposes of improving the "performance" and the "outcomes" of management processes.

- ii. To identify the applications of "point-of-care" ultrasound in critical scenarios both in and out of hospital, which may be integrated in the processes of prevention, triage, diagnosis, monitoring and treatment of "critical" patients, from the stage of primary evaluation and stabilization, to the final treatment and "follow-up" stage;
- iii. To identify the technical, clinical, organizational, and social expertise necessary for an efficient integration and diffusion of "point-of-care" ultrasound;
- iv. To identify the methodology, technology and equipment required for the implementation of "point-of-care" ultrasound in such scenarios;
- v. To analyse the characteristics thus identified in order to evaluate and develop their feasibility, sustainability and accuracy in the various scenarios, as well as their efficacy and efficiency on the "outcomes" of patients and on the "performance" of the organizational models.
- vi. To examine and compare the experiences of different researchers and Countries, for the purpose of working out recommendations and guidelines for clinical practice, continual training and technological development, based on evidence and on the widest consent of experts;
- vii. To develop research projects and lectures among researchers, companies and institutions, at both local) and international level, for the purpose of identifying, validating and enhancing the evidence and consent of the said recommendations and guidelines.
- viii. To promote qualified training programs, in order to enhance basic and advanced expertise in the evaluation and management of critical patients, integrating them, where possible, in school and university *curricula* of the various countries and health systems.
- ix. To promote actions of exchange, aggregation, coordination, association, affiliation, promotion, communication, and support for the diffusion and development of "critical" ultrasound in the international scientific community and in health systems worldwide, giving the utmost attention to areas and countries having limited resources.

In pursuing its institutional purpose and its educational/social goals as outlined above, the Scientific Association shall ensure the impartiality, independence, objectivity and scientific precision of all of its own activities.

The Scientific Association is a no-profit association.

Art. 1.4 - Assets

The assets of the above Scientific Association is made up of:

- the initial endowment fund;
- extraordinary contributions, legacies, or, more generally, mortis causa transfers.

Such assets shall only be used for the achievement of the institutional purposes.

Art. 1.5 — Territorial scope — Registered office

The Scientific Association has been established in Milan (Italy), in accordance with the laws of the Italian legal system and with registered office in Milan (MI).

The Scientific Association has an international character, so that its institutional purposes and the scientific and educational goals in which the same are articulated, may be pursued anywhere in the world, with no limitations whatsoever.

The Association can also take a federal form and recognise local associations located throughout the world, even if they are simple operating units.

Art. 1.6— Local associations or operating units

In respect of the development of the association activity, the procurement of resources, the territorial subdivisions, the goals and, lastly, of the best organizational efficiency, the Board of Directors may allow the creation of local federal associations, open, move elsewhere and close one or several Operating units, both in Italy and abroad.

Each local association or operating unit shall be coordinated by a Committee named by the Board of Directors.

The regulations for the operation of each Local association or Operating unit, their organization and the relevant organization chart shall be defined by the Board of Directors and/or, upon a delegation of this latter and within the limits of such delegation, by a Committee nominated by the Board of Directors.

Art. 1.7 — Governing Law

The operation of this association shall be subject to the provisions of Italian law.

Art. 1.8 — Memberships and Affiliations

The Scientific Association may become a member of and/or create affiliations with committees, associations, scientific societies, international organisms and entities in general, be they public and/or private, national or foreign, with no profit purposes and having goals which are similar or complementary to those of the Scientific Association.

Also, the Scientific Association may grant its own patronage and scientific

contribution and/or its financial sponsorship for national and/or international initiatives aimed at promoting the purposes indicated under art. 1.3 hereof.

TITLE II

ASSOCIATES SUPPORTING MEMBERS HONORARY MEMBERS

Art. 2.1 — Associates — Supporting members — Honorary members

Any person having any of the prerequisites as per art. 2.5 hereunder may join the Scientific Association as Associates.

The quality of Associate is not transferable.

Anyone who, having reached the legal age in the country of their nationality, and showing an interest for the purposes of the Association, supports, promotes and diffuses in any way the activities of the Scientific Association shall not take the quality of Associate, but of Supporting Member.

Art. 2.2 — Rights of the Associates

The status of Associate shall imply the entitlement and exercise of the associative rights, and in particular:

- a. the right to take part in the life of the Association and in all scientific and cultural initiatives promoted by the same;
- b. the right of participation and vote in the meetings of the Association;
- c. the right to elect the association organs and to be elected;
- d. the right to view, at the registered officer, personally and without any help and/or advice of any third parties, all acts and books of the Association.

Art. 2.3 — Obligations of the Associates

Each member of the Scientific Association shall be bound:

- a. to comply with the Articles of Association;
- b. not to undertake any conduct or relationship with third parties in contrast with the institutional purposes of the Scientific Association and its financial and economic survival and/or liable to prejudice its credibility and scientific and administrative autonomy;
- c. to pay the membership fee within the terms and in the amount as defined by the Board of Directors.

Art. 2.4 — Membership fees

The membership fee is the yearly contribution in cash, to be paid by the Members (the Membership fee) and constitutes an earning.

The amount of the Membership fee shall be determined by the Board of Directors, effective as from the year following the relevant board resolution and with validity until the year in which the same Board decides a variation thereof.

The Membership fee shall be paid by each Associate in accordance with the terms and formalities as indicated by the Board of Directors.

Art. 2.5 — Requirements to be admitted as Associates

Any individual person who has reached legal age, as well as any association, committee, foundation, public and/or private entity, be they of Italian or foreign nationality, may join the Scientific Association, provided that they are in possession of at least one of the requirements indicated in the subsequent subsection.

The requirements for the admission are as follows:

- a. degree certificate in medicine (or equivalent title), and qualification for the exercise of the medical profession issued by a competent authority;
- b. degree certificate in veterinary medicine (or equivalent title) and qualification for the exercise of the medical profession issued by a competent authority;
- c. certificate of professional medical attendant, obstetrician, paramedic, ultrasound technician (or equivalent certificate), and qualification for the exercise of the professional activity, issued by a competent authority;
- d. documented academic, scientific and professional activity in the areas in which the association purposes are included and/or in sectors however connected therewith, functional and/or instrumental thereto.
- e. public or private institutions working in the social welfare sector and scientific research in the medical field.

Art. 2.6 — Admission procedure

The status of associate is acquired on the date and in consequence of the board resolution by which the Application for membership is accepted.

The provisional acceptance consists of the Application signed by the President and a member of the Board of Directors. Each meeting of the Board will be asked to ratify the resolution accepting new Members, after checking that the conditions are being fulfilled.

The Application for membership shall be drafted in writing with an autograph signature of the prospective associate, and it shall include the request to participate in the Association as well as an express authorization for the treatment of his/her personal data, as per art. 13 Lgsl. Decree 196/2003 and subsequent amendments, for the only purposes of the custody of the associative books and of the communications within the society (the Application).

The necessary documents to prove the presence of at least one of the requirements for the admission must be annexed to the Application.

The Application shall be addressed to the Board of Directors and shall be sent to the same by means of a letter.

In case of acceptance of the application, the Board of Directors shall also proceed to update the Register of Associates.

Art. 2.7 — Withdrawal

Each Associate may withdraw from the Association at any time.

The declaration of withdrawal must be drawn up in writing with an autograph signature and sent to the Board of Directors.

The withdrawal shall be effective as from expiry of the financial year during which it has been notified.

Art. 2.8 — Exclusion

The Associate may be excluded from the Association on a proposal of the Board of

Directors, and only for serious reasons.

The resolution of exclusion shall be taken by the Board of Arbitrators.

In the event that the Board of Arbitrators has not yet been appointed, this decision is taken by the Executive Committee. In this eventuality, the Associate subjected to exclusion procedure, which was a member of the Board, will not have voting powers.

The following are serious reasons, therefore justifying the exclusion:

- the breach even of one only of the associative obligations as per art. 2.3 above;
- the legal incapacitation or disqualification;
- the expulsion from professional Registers and, in general, the loss of the requirements for admission as per art. 2.5.2.

Art. 2.9 — Supporting Members

Supporting members are not Associates, and therefore they do not acquire the rights, nor take the obligations connected with the status of Associates.

The Scientific society shall promote all and any initiatives aimed at enhancing the interest and the cultural sensitivity of Supporting members.

Art. 2.10 — Honorary Members

The Honorary Member status is reserved to:

- Active members who have worked for fifteen consecutive years for WINFOCUS and have reached 65 years of age.
- Active members who have been invited to take on this honorary role by the Board of Directors under special circumstances.
- Individuals who have made a remarkable contribution to the fields of science, culture or education in line with the aims and purpose of WINFOCUS, as well as investing their efforts into humanitarian and charitable causes.

The proposal for the conferment of an honorary participation shall be submitted to the Board of Directors by the President.

The Board of Directors shall deliberate with the unanimous vote of those present.

Honorary Members are not Associates, and therefore they do not acquire the rights nor take the obligations contemplated under this Title.

Honorary Members are entitled to participate in all scientific and cultural activities of the Association, as well as in general meetings, without a right to vote.

Art. 2.11 - Affiliated Members

Affiliated members are entities which do not have an Associate status and do not enjoy the resulting rights but who can have access the following facilities: receiving the newsletter, signing up to national and international courses and events at a reduced price, opportunity to access e-learning and publish articles for free on the Association's journal.

Affiliation methods are established by the Board of Directors.

TITLE III

ORGANS OF THE ASSOCIATION AND THEIR OPERATION

Art. 3.1 - Organs of the Association

The following are the Organs of the Association

- a) the general Meeting of the Associates;
- b) the Board of Directors;
- c) the Executive Committee;
- d) the President;
- e) the Acting Deputy Chairman;
- f) the President Elect;
- g) the Immediate Past-President;
- h) the Secretary;
- i) the Treasurer;
- j) the Standing Committees;
- k) the Auditor.

Art. 3.2 — Non-elective organs

The General Meeting is an organ consisting of all Associates as per law.

The competence and the functioning of the General Meeting are governed by Title IV hereunder.

Art. 3.3 — Elective organs

The elective organs of the Association are those indicated from letter b) to letter k) of

art. 3.1 above.

Save for what is provided hereunder for the *Standing Committees*, the elective organs remain in office two terms; they are appointed by the General Meeting; they take office upon their acceptance of the mandate of which the Association needs to be notified in writing within thirty days of appointment and cease from office upon the date of the Yearly General Meeting summoned to approve the budget of the last year of their term.

The Standing Committees are divided into Statutory and optional. The Statutory ones are the Nominating Committee, the Scientific Committee and the Networking Committee; the optional ones are the Standing Committees established by the Board of Directors pursuant to art. 6.4 hereunder.

The Nominating Committee and the Networking Committee are subject to the provisions of the second comma of art. 3.3.

The members of the Scientific Committee remain in office two years; they are appointed by the General Meeting; they take office upon the closure of the General Meeting immediately following the one that appointed them, and cease from office upon the closure of the General Meeting held in the following two-year period.

Art. 3.4 — Disclosure

In line with the policy of impartiality, independence, objectivity and scientific precision of the Society, all members of the elective organs shall upon acceptance of their appointment fill in a *Disclosure Form*, stating:

- the identification data of all producers of goods and/or suppliers of services for the care of health with whom there are employment relationships, professional, or collaboration relationships and/or financial relationships in general, with an indication of the nature of such relationships (hereinafter the "Financial relationships");
- the identification data of no-profit entities, governmental organizations and organizations of producers of goods and/or suppliers of services for the care of health with which there are Financial relationships, if they are potentially liable to affect the impartiality, objectivity and scientific precision of the appointed person, with an indication of the nature of the same relationships;
- the identification data of all producers of goods and/or suppliers of services for the care of health with the directors, general managers and/or controlling partners of which there are relationships of marriage, civil partnership or kinship within

the fourth degree or affinity within the second degree (hereinafter "Family relationships").

Where the nominee is not an individual person, the information of the Disclosure Form as described above shall also include the presence of control relationships, including those of contractual nature, of dominant influence, group dominance, and in general of economic subordination (hereinafter "Control relationships").

The Disclosure Form, undersigned by the component of the elective organ with an autograph signature, shall be transmitted, in original copy, to the Secretary.

The nominee shall be bound to notify the Association of any Financial relationships, Family relationships or Control relationships arisen subsequent to the transmission of the Disclosure Form pursuant to item 3.4.

The ascertainment by the Board of Directors of Financial relationships, and/or Family relationships, and/or Control relationships not stated in the Disclosure Form or not subsequently notified pursuant to item 3.4.4. above, shall be a cause of cessation from office.

Art. 3.5 — Remunerations and Refunds

The members of the Board of Directors are not entitled to any remuneration in relation to the activities carried out as a result of their office.

The members of the Board of Directors are entitled to a refund for the expenses incurred by reason of their office, provided that they are reasonable, congruous and opportunely documented.

Should members of the Board of Directors offer services which go beyond their role and office in order to enable the Association to fulfil its objectives, with prior authorization from the Board of Directors, they will have the right to receive a compensation agreed by the same Board.

TITLE IV

MEETING

Art. 4.1 — Meeting

The General Meeting is the meeting of the Associates.

Art. 4.2 — General Meeting

The General Meeting is held at least once a year within one hundred and twenty days from the closure of the financial year. Under special circumstances, the General Meeting can be held within 180 (one hundred and eighty) days from the end of the financial year.

The General Meeting is subdivided into a Scientific session and an Administrative session.

The Scientific session has as its object the examination of research papers, clinical papers, and more generally of scientific reports and investigations; it may discuss, evaluate and approve projects, documents, studies of particular relevance, and provide for their publication. During the Scientific session the Yearly General Meeting may approve documents and studies and provide for their publication.

The Administrative session has as its subject:

- the appointment of the President, the Secretary, the Treasurer and the other components of the Board of Directors;
- the appointment of the Auditor;
- the examination of the report of the President regarding the association activities;
- the approval of the financial statements for the financial year;
- any amendments to the articles of association proposed by the Board of Directors or by a number of Associates not lower than 10% (ten per cent) of the total Associates.
- any other issue that the Board of Directors may wish to submit to the examination of the General Meeting.
- the presentation of the Associates and Honorary Members admitted during the last financial year.

Supporting Members, Honorary Members and any Guests invited by the Board of Directors or by the individual Associates upon a prior authorization of the same Board of Directors may participate in the Yearly General Meeting, without the right to vote.

Art. 4.3 — Convocation of the Meeting

The General Meeting is called by the President with a Meeting notice containing:

- date, time, place of the meeting at the first calling;
- date, time, place of the meeting at a potential second calling;
- the agenda;
- the designated place, also through the use of IT platforms, from where Members will be able to certify their presence and express their vote.

The Meeting notice shall be sent to the Associates by e-mail or by fax at least eight days before the date fixed for the Meeting. The e-mail address or the fax number used shall be as indicated by each Associate in their application for membership, or subsequently notified by the same to the Board of Directors in writing.

Art. 4.4 — Development of the General Meeting

The right to participate in the General Meeting pertains to the Associates who result to be registered in the Association before the date of transmission of the Meeting notice and are up to date with membership fee payments.

Each Associate may be represented by another Associate in the General Meeting, by means of a written proxy sent by email to another member. Such proxy may not be conferred on the members of the Board of Directors and the Auditor. Each associate may represent no more than ten Associates. All proxies shall be kept in the association records.

Honorary Members may participate in the General Meeting, without the right to vote.

The General Meeting is chaired over by the President or, in case of absence or impediment, by the eldest member of the Committee. The President of the Meeting shall verify the identity of those present, the entitlement to vote of the same and the validity of the delegations, put resolution texts to vote, proclaim the results of the vote and, more generally, supervise the correct development of the board proceedings.

The President of the Meeting shall appoint a Secretary, who could also be an Associate. The functions of President of the Meeting and Secretary of the same may not be cumulated. Where it is so required under law, the secretary of the meeting shall be a notary, appointed as above.

The General Meeting Scientific Session shall be regularly formed whatever the number of the participants, and it shall decide by the majority of its participants.

The General Meeting Administrative session shall be regularly formed on first call with the presence, either personal or by proxy of at least 30% of the Associates entitled to participate and vote as per art. 2.6 above, and on second call regardless of the number of Associates, both present and by proxy, and shall deliberate by absolute majority of those present.

Resolutions concerning amendments to the articles of association shall be taken with the favourable vote of at least 1/3 (one third) of those the Associates with voting rights, except for resolutions concerning the purpose, the transformation into joint-stock companies or dissolution for which the vote of an absolute majority of eligible voters is required.

The meeting sessions shall be held in English; where possible, a simultaneous translation service shall be arranged in some of the languages most widely spread among the Associates.

Should the absolute majority be in favour, the General Meeting proceedings will be held in Italian. In this case, a simultaneous translation service will be provided into English.

Votes shall be expressed by raising hands or, on request even of one Associate only, by roll call or in writing.

The minutes of the General Meeting shall be drafted by the Secretary or notary if drawn up as a public deed, in Italian and English, and shall be signed by both.

Art. 4.5 — Meeting in Videoconference

The General Meeting may also be held with the participating people gathered in different places, wither near or distant, connected with each other by telecommunication means.

In such event:

- the meeting notice shall indicate the ways to join, and the meeting shall be deemed

to have been held in the place where the President and the drafter of the minutes are.

-the President of the General Meeting must be able, possibly through their own presidency office, to verify the regular formation of the Meeting, ascertain the identity and entitlement of those present, govern the meeting proceedings and ascertain the vote results;

-the secretary who drafts the minutes must be able to suitably perceive the meeting events which constitute the object of the recording.

-the participants must be able to participate in the discussion and in the contextual vote on the issues of the agenda.

Art. 4.6 — Vote by correspondence

Whenever it is deemed appropriate by the Board of Directors and specifically provided for in the meeting notice, it shall be permitted to express the vote by correspondence. In such hypothesis, the necessary forms to express the vote on each resolution proposed, with the relevant voting paper, shall be annexed to the meeting notice sent to the Associates.

The forms needed in order to become acquainted with the discussion topics and express a vote will be also made available by the Board of Directors in a specific area of WINFOCUS' website.

Any Associate who chooses the above option, shall return to the Association, before the beginning of the General Meeting, the voting card duly filled in and signed, in a closed envelope addressed to the Auditor.

The Auditor will also be able to receive a voting card duly filled in and signed by certified emailing to be sent to the email address specified at the time of voting, duly validated by the Auditors' Register.

All voting papers validly arrived shall be counted for the purposes of the constitutive quorum.

The votes obtained from voting cards for each of the resolution proposed will be communicated to the President of the General Meeting at the time of voting and recorded in the General Meeting's minutes.

In case of participation in the General Meeting, even by proxy, of the Associate who had transmitted the voting paper, the revocation of the vote not yet scrutinized shall automatically follow.

Art. 4.7 Online voting

If this is deemed suitable by the Board of Directors and specifically provided for in the meeting notice, it will be possible to vote online. In this case, the voting forms for each of the resolutions proposed with their corresponding voting card will be attached to the meeting notice sent to Associates, pursuant to art 4.6

In this case, before the General Meeting, the Association will need to set up a secure online voting system which allows to identify the Associates and their votes. Consistently with the specific features of the online voting system, the provisions of commas 5,6 and 7 of the preceding art 4.6 apply to art 4.7.

TITLE V

BOARD OF DIRECTORS

Art. 5.1 — Functions of the Board of Directors

The Board of Directors is vested with the amplest powers for the ordinary and extraordinary management of the Association and the achievement of the association purpose; it may therefore perform all and any actions as it considers to be useful or expedient for such aim.

Moreover, in the organizational context, the Board of Directors shall, among other things:

- a) decide on the requests of admission of prospective associates;
- b) formulate proposals of exclusion of Associates for serious reasons;
- c) arrange the draft Financial Statements;
- d) determine the amount of the membership fee;
- e) appoint the Executive Committee;
- f) appoint the Standing Committees;
- g) appoint the persons in charge of the Territorial Operating Units;

- h) establish and suppress Territorial Operating Units;
- i) issue the internal regulations, the regulations of the Territorial Operating Units, the regulations of the Standing Committees and the regulations of the Association;
- j) request to the President the convocation of Extraordinary meetings;
- k) supervise the compliance with the Articles of association.

Art. 5.2 — Composition and appointment of the Board of Directors

The Board of Directors consists of a number of elective members from a minimum of 9 (nine) to a maximum of 15 (fifteen) besides two members by right.

Only those who have been Associates for at least three years may be members of the Board of Directors.

The elective members of the Board of Directors are appointed by the General Meeting, which shall define their number, appointing the President, the acting Vice President, the Secretary and the Treasurer.

The acting Vice President must be elected amongst members of the Board of Directors which are resident in Italy.

The following persons are members by right of the Board of Directors: the Immediate Past-President (i.e. the outgoing President) and the President-elect (i.e. the president appointed by the General Meeting for the subsequent mandate).

The components of the Board of Directors shall take office upon their appointment. The office shall have duration of two years or until the General Meeting electing the new Board of Directors.

Every Associate can be elected for several mandates in the Board of Directors.

Art. 5.3 — Functioning of the Board of Directors

The functioning of the Board of Directors is regulated as follows.

The convocation of the Board of Directors shall be made by way of a notice sent by fax or e-mail to the Directors, not later than two days before the date fixed for the session; in case of urgency, such period may be shorter but not less than one day.

The Board shall be called whenever the President or the deputy President deems it necessary, or whenever it is requested by at least one third of the Directors in office.

The Board shall meet in the place indicated in the convocation notice.

The meetings of the Board shall be chaired over by the President or, in case of absence or impediment, by the deputy president, where appointed, or otherwise by the director appointed by the same Board.

The board meetings may also be held in audio and/or videoconference and/or in telecommunication; in such event, all instruments shall be arranged and all precautions shall be adopted in order to enable:

- the President to verify the identity and entitlement of all attending people, govern the meeting proceedings, ascertain and proclaim the vote results;

- the secretary drafting the minutes to suitably perceive interventions and declarations of vote, ascertain the vote procedures and results, and identify those in favour, against and abstained.

- those present to follow the discussion, participate in real time in the treatment, discussion and vote on the issued included in the agenda, including voting via the web as set out in article 4.7.

The meeting held in audio-video conference and/or in telecommunication shall be considered as held in the place where the President of the meeting and the Secretary drafting the minutes are.

For the validity of the Board resolutions, the presence of the majority of the Directors in office is required. The resolutions shall be taken by absolute majority of those present, in case the vote ends in a tie, the vote of the person presiding over the session shall prevail.

Pursuant to the last comma of art 3.4, the decision must be taken by the absolute majority of the Board members.

The resolutions of the Board of Directors must result from minutes which shall be recorded on a proper book kept under law, and shall be signed by the person presiding over the session and by the secretary.

The decisions of the Board of Directors may be adopted by way of a written consultation or by a consent expressed in writing. The relevant procedure shall be defined by the Board of Directors as part of its own internal regulations.

Art. 5.4 — Revocation of Members of the Board of Directors

The General Meeting may revoke one or more members of the Board of Directors, even without a just cause.

In all events, no indemnity shall be due to the revoked Director.

Art. 5.5 — Executive Committee

The Board of Directors may delegate its own duties to an Executive Committee consisting of up to 5 of its members, and/or to one or more Managing Directors, defining the limits of the delegation.

The following persons are members by right of the Executive Committee: the President, the Secretary and the Treasurer.

The assignments indicated under art. 5.1.2 letters c), e), f) and i) may not be delegated, as well as all other assignments which may not be delegated pursuant to the laws in force.

The provisions of art. 5.3. shall apply to the sessions of the Executive Committee to the extent that it is compatible.

Art. 5.6 — President and acting Vice President

The representation of the Scientific Society is entrusted to the President.

Moreover, the President:

- a) calls and chairs over all General Meetings;
- b) takes a proposal and stimulating role for the association activities;
- c) is a member by right of all Standing Committees and chairs over the same.

The acting Vice President is responsible for representing and fulfilling the function outlined under letter a) of the previous comma in case of absence or impediment of the President.

Art. 5.7 — President-Elect

The President-Elect, appointed by the General Meeting, takes the office for the next term following his or her appointment, if present, or after receiving a written

confirmation.

The President-Elect is a member by right of the Board of Directors.

Art. 5.8 — Immediate Past-President

The Immediate Past-President is the outgoing President.

The Immediate Past-President is a member by right of the Board of Directors and chairs over the Nominating Committee.

Art. 5.9 — Secretary

The Secretary drafts the minutes of the General Meeting, of the Board and of the Executive Committee sessions.

Moreover, the Secretary sees to the custody and updating of the Books and Registers of the Association, provides to send the convocation notices, assists the President in ensuring the regular development of the meeting proceedings, provides for the communications of acceptance of applications for admission and the communications of appointment to the association offices, keeps and puts on records the correspondence and documents of the Association, sees to all legal requirements and in general attends to all duties of the secretary's office.

Art. 5.10 — Treasurer

The Treasurer sees to the collection of the association membership fees, and of all contributions and donations made to the Association, issuing the relevant receipt; holds relationships with banks; updates and keeps the Accounting books; supplies all useful indications for the compilation of the Draft Financial Statements; collaborates with the Secretary for all tax requirements.

Art. 5.11 – Appointment of posts

In order to be elected as President, Vicepresident, Secretary or Treasurer members must have been in the Board of Directors for at least two years.

Art. 5.12 — Representation

The general legal representation of the Scientific Association, including in legal proceedings, is entrusted to the President and the acting Vice President in case of absence or impediment of the former, with no limitations whatsoever.

Moreover, the legal representation is also entrusted, within the limits of the powers conferred on them, to the Secretary, the Treasurer and the Directors provided with delegated powers.

The Board of Directors may appoint Directors General, Administrative Directors and Technical Directors.

The legal representatives of the Scientific Society as per the preceding items 5.11.1 and 5.11.2 may, within the limits of the powers delegated to them, appoint attorneys-in-fact for single acts or categories of acts.

TITLE VI

STANDING COMMITTEES

Art. 6.1 — Nominating Committee

The Nominating Committee is chaired over by the Immediate Past-President. The Commission prepares the documentation relevant to the candidates to the association offices to be submitted to the following Yearly General Meeting. With such Meeting, the Commission ceases from office.

Art. 6.2 — Scientific Committee

The Scientific committee, chaired over by the president, promotes and develops all scientific and educational activities of the Association, organizes and coordinates the Scientific session of the Yearly general Meeting, establishes scholarships, and in general governs the cultural activity of the Association.

Honorary Members may be invited to the sessions of the scientific committee.

Article 6.3. — Networking Committee

The Networking Committee provides for the development of the relational activity at national and international level, by planning and promoting collaborations, affiliations, contracts, congresses, events, and social actions in general, with particular attention to the contexts and Countries having limited resources.

Art. 6.4 — Optional Standing Committees

For the purpose of the best and most efficient functioning of the Scientific Society, the Board of Directors may establish Committees assigned to specific activities.

The optional Standing Committees are established or suppressed by the Board of Directors, which provides for their functioning by means of a special Regulation.

The members of the optional Standing Committees are appointed by the Board of Directors.

The optional Standing Committees remain in office for one year; they take office at the time of their appointment and cease from office concurrently with the Board of Directors that appointed them.

TITLE VII

FINANCIAL YEAR

FINANCIAL STATEMENTS

Art. 7.1 — Financial Year

The financial year of the Association shall end on the thirty-first day of December every year (Financial year).

Art. 7.2. — Financial statements

At the end of each financial year of the Association, the Board of directors shall provide to form the financial statement.

The draft financial statements shall be submitted to the General Meeting for approval.

Art. 7.3 — The Auditor

The Auditor controls the compliance with the Statute, the correctness of the administrative, economic and patrimonial management of the Association, examines the Draft Financial Statements and the budget, preparing a specific report to be submitted to the Meeting.

The Auditor is appointed by the General Meeting, has three terms of office which can be renewed. The Auditor must be external to the Association and must be registered

on the Register of Legal Auditors.

Art. 7.4 — Use of the assets

The assets of the Association may only be used to pursue the institutional purpose as identified under item 1.3.

During the life of the Association, it is forbidden to allocate profits, management surpluses, as well as funds and capital reserves, unless this is contemplated by the law.

In any case of withdrawal, exclusion or death, the same Associates or their heirs or assigns shall have no claim whatsoever on the Association assets.

TITLE VIII

DISSOLUTION — CONVERSION

Art. 8.1. — Dissolution

Apart from the legal causes of dissolution, the Association may be terminated upon a deliberation taken by the General Meeting with the majorities required under art. 4.4.9.

The General Meeting shall appoint the liquidators, determine the winding-up procedures and the criteria for the allocation of any residual assets, in compliance with the legal provisions in force in this matter.

Art. 8.2 — Conversion

Provided that the impediments under art. 2500 *octies* of the Italian Civil Code do not exist, the Association may be converted into a corporation by a resolution of the General Meeting, taken with the majority as per art. 4.4.8.

TITLE IX

ARBITRATION CLAUSE

Art. 9.1 – Arbitration

Disputes concerning associative relationships, including those relating to the validity of shareholders' resolutions, brought by or against the Associates, by or against the Association, except for those against the Board, each of its members, the Auditor and Liquidator, shall be settled by arbitration under the Rules of the National and International Arbitration chamber in Milan. The Arbitration Tribunal shall consist of a sole arbitrator appointed by the Arbitration Chamber who will judge according to Italian law and in fairness. The arbitration will be held in Milan and the language will be Italian.

TITLE X

FINAL PROVISIONS

Art. 10.1 – Language

In case of linguistic doubts regarding the interpretation of the clauses of this Statute, which have been drafted in English and Italian, the Italian text shall prevail.