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INLAND REVENUE AGENCY MILAN 2 NO. 6757/08

Annex “B” to n. 28.421/ 13.404 of Notary Record Book

## ARTICLES OF ASSOCIATION

### Name – Objects

**Article 1)** An Association is established in accordance with Articles 14 et seq. of the Italian Civil Code named:

“Scuola Europea di Oncologia”

(European School of Oncology)

**Article 2)** The Association has the following objects:

- organize and provide theoretical and practical training in oncology, with no legal validity for university purposes, for graduates in medicine and related sciences from European and non- European countries;
- produce and distribute educational material in Europe;
- organize conferences on oncology and promote other initiatives aimed at improving knowledge of oncological matters in Europe.

The Association is an apolitical, non-partisan, non-denominational organization, and pursues no direct or indirect profit purposes.

**Article 3)** The Association has its registered office in Milan, via Turati 29.

**Article 4)** The Association has an unlimited duration.

### Members

**Article 5)**

**5.a) Qualification for membership**

Ordinary members are all those, natural persons or entities, who accept the aims of the Association, who intend to participate actively in their realization by contributing with their own activity or with financial means and who are admitted by the Executive Board, as specified below.

#### **5.b) Admission of members**

Admission of members takes place after submission of a written request has been received from the candidates which is countersigned by at least two ordinary members. Acceptance of applications for membership is decided by the Executive Board by unanimous approval of those in attendance.

The Board is not required to give any reason for the rejection of a membership application. Membership starts from 1 January of the year in which the request was accepted.

#### **5.c) Members' rights**

All members shall have equal rights and shall not be held liable beyond the amount of their respective subscription.

#### **5.d) Members' duties**

Membership to the Association is on a free and voluntary basis, but members commit to comply with the decisions made by the Association's corporate bodies, according to their powers under the articles of association.

All members are also required to pay a membership fee that is determined annually by the assembly.

#### **5.e) Termination of membership**

Membership status may cease for the following reasons:

- withdrawal from membership, to be notified in writing by 30 September of each year. In the event of late notification, the member will still be required to pay the membership fee for the following year.

- resolution by the Executive Board to expel a member for reasons of verifiable incompatibility, for having violated the rules and obligations set out in these Articles of Association, for other reasons that make the member unworthy of membership, or the loss of the membership qualifications on the basis of which membership was granted.
- defaulting, for non-payment of the membership fee by 31 March of each year, if the payment is not settled by 31 March of the following year.

In the event of loss of membership status, reimbursement of the membership fees paid annually is excluded.

#### **5.f) Honorary members**

The Executive Board may award the title of "honorary member" to those persons or bodies who have distinguished themselves in contributing to the achievement of the school's objectives.

### **Property**

**Article 6)** The Association has an endowment fund, established through a cash payment of 500,000 (five hundred thousand) euros, to fulfil the purpose for which it was established and serve as a guarantee for any creditors to protect their credit claims.

The Association draws the means to achieve its goals from:

- membership fees;
- extra contributions from members, as well as contributions from third parties, natural persons or entities;
- income from sale and/or distribution of didactic materials;
- any residual income from the management of the school's activity.

### **Governing bodies**

**Article 7)** The governing bodies of the Association are as follows:

- a) the Members' Assembly;
- b) the Executive Board;
- c) the Board of Auditors;
- d) the Scientific Committee;
- e) the Chairperson;
- f) the Secretary.

None of the foregoing positions are entitled to any payment. However, the Board may decide to give the Secretary an annual indemnity.

### **Members' Assembly**

**Article 8)** The Assembly is comprised of ordinary Members who are up to date with the payment of the membership fee.

Honorary members may also attend the meeting. The Assembly is convened at least once a year by the Chairperson within the end of May. The Assembly is also convened whenever the Chairperson deems it convenient or when so requested by at least one third of the members.

**Article 9)** The meeting is convened by letter sent to each member at least five days before the date scheduled for the meeting.

**Article 10)** The Assembly is responsible for the following:

- a) approving the Executive Board's report on the activities carried out by the Association;
- b) approving the financial report;
- c) determining the membership fee;
- d) appointing the Executive Board;
- e) appointing the Board of Auditors;

f) passing any other resolutions pertaining to the activities of the Association that may be submitted by the Board;

g) making any amendments to the Articles of Association and dissolving the Association.

**Article 11)** Each ordinary member, who is up to date with the payment of the membership fee, has one voting right and can be represented by another member by written proxy.

The Assembly is validly constituted on first call when at least half of the total number of members are present or represented, and on second call whatever the number of members present or represented.

Decisions are taken by an absolute majority of voters, except for elections of corporate positions for which a relative majority is sufficient.

To amend the Articles of Association, the participation and favourable vote of at least half of the members who are entitled to vote is required.

Decisions on the dissolution of the Association and the allocation of its property require the favourable vote of at least three-quarters of members.

The Chairperson may hold meetings by referendum through correspondence rather than by an assembly of members. In this case, the decisions will be considered approved when there is the consent of the absolute majority of members who have replied within 15 days of the notice being sent, irrespective of the number of members who have replied.

### **Executive Board**

**Article 12)** The Executive Board is comprised of five to fifteen members elected by the Assembly.

The Board holds office for three years.

The Executive Board may be re-elected. In the event that a member ceases to be part of the Board during the financial year, the Board itself may co-opt a substitute member who will hold office until the next assembly.

Meetings are called by notice stating the agenda of the meeting sent at least five days before the meeting (except in cases of urgency) and are chaired by the Chairperson or, failing that, by a person designated by those present.

The Board meeting is validly constituted with the presence of at least half of its members and decisions are taken by majority of those present.

Board meetings can be held by tele/video conference, provided that all participants can be identified and are enabled to discuss and intervene in real time on the discussion of the topics addressed. If these conditions are met, the Board meeting is considered to be held in the place where the Chairperson and the Secretary are located in order for them to draw up and sign the meeting minutes in the minute book.

If there is an equal number of votes for and against any resolution, the Chair of the meeting shall be entitled to a casting vote. The Board appoints a Chairperson and possibly a Vice Chairperson from among its members, as well as a Secretary and an Executive Director of the school who can also be persons who are not members of the Board and hold office for the tenure of the Board which appointed them.

**Article 13)** The Board is entrusted with the ordinary and extraordinary management of the Association, the promotion and organization of the Association's activities, the provision of the means available to the Association for the achievement of the objects referred to in these articles of association.

The Board may delegate part of its powers to one or more of its members or to third parties.

### **Chairperson**

**Article 14)** The Chairperson and whoever acts in his/her stead, may legally represent the Association, with single signature, and may appoint attorneys *ad lites or ad negotia*.

### **Secretary**

**Article 15)** The Secretary sees to the execution of the Board's decisions and the ordinary management of the Association. The Secretary shall also discharge any other function delegated thereto by the Board.

### **Scientific Committee**

**Article 16)** The Scientific Committee is entrusted with the formulation of the programs and contents of the school's curriculum. It is comprised of seven to thirty-five members from various European and non-European countries.

The Scientific Committee is appointed by the Executive Board. Members hold office for three years and may be re-elected.

### **Board of Auditors**

**Article 17)** The Board of Auditors is comprised of three regular and two alternate auditors also elected from among non-members by the Assembly, with designation of its Chair.

The Board of Auditors is in charge of auditing the Association's accounts and of reporting its findings to the Assembly.

The Auditors will also audit the Association's financial statements, ascertain their administrative and formal regularity, and send a report of their work to the Association's Chairperson and, for information, to all Board members.

The Auditors hold office for three years and may be re-elected.

### **Dissolution**

**Article 18)** In the event of dissolution of the Association, or its winding up for any reason, any residual property shall be donated to other associations, foundations or entities with a similar object, excluding, in any case, any reimbursements to members.

Signed Ugo Rock

Signed Angelo Busani