

# INTERNATIONAL SOCIETY OF CRYOSURGERY - CULTURAL ASSOCIATION -

## **STATUTE**

### Chapter I

#### Clause 1 – **DENOMINATION, SEAT, DURATION**

A Society of a non-profit, apolitical, non-party and non-sectarian nature is hereby founded under the name of "Società Internazionale di Criochirurgia" alias "International Society of Cryosurgery" or its acronym "ISC".

ISC has its seat in Trieste, Italy, at the address considered suitable by its President. The President has the authority to set up secondary branches in any form all over the world.

The Society is being established for an indefinite term.

#### Clause 2 – **PURPOSE**

Purpose of the Society is:

- to promote, develop, sustain and propagate all knowledge on the use of low temperatures and related technology for therapeutic and conservative aims in biology and, generally, in science;
- to foster by all means the prevention, diagnosis and treatment of any pathologies in both the human and veterinarian fields that may be treated by low temperature techniques at either individual or institutional level;
- to raise as many opportunities as possible in order to put all people who share the above stated purpose, may be interested in it, or can help to reach it, in contacts with each other;
- to arrange meetings and congresses in different locations at least once during a period of two years, with the object of divulging whatever is being stated here;
- to organize international activities and join with other associate members who do so, with special regard to anything that furthers the exchange of knowledge and cooperation;
- to forward, coordinate and assist scientific programs concerning cryosurgery as well as any information about it;
- to enter into relation – and partnership with domestic and international associations that have relevance to the above stated purpose;
- to divulgate literature – books, magazines et al. – concerning cryosurgery and anything related to it, through all available channels.

### Clause 3 – **GENERAL PROVISIONS**

Financial provisions that are necessary for the Society to function will be:

- annual fees of all active members who participate in measures and ways which will be determined year by year;
- additional revenues from members for access to special benefits;
- additional contributions from members as resolved a 2/3 majority of voting participants in the General Meeting to cover important investments approved by the same body;
- single or joint donations from active members to whom no refund or payment of interest is due;
- donations, grants, contributions and subsidies from parties outside the Society;
- occasional fund raising during public events that are related or unrelated to the purpose of the Society;
- proceeds from scientific and divulgative assignments related to the purpose of the Society;
- proceeds from marginal trade activities for self-financing only and in compliance with administrative and fiscal laws in force.

## Chapter II

### Clause 4 – **MEMBERSHIP**

Eligible for membership are any individual person of full age and any body corporate who share the purpose of the Society. The number of members is unlimited.

### Clause 5 – **MEMBER CLASSIFICATION**

Members are classified in:

- ordinary members: any individual person or body corporate who share the purpose of the Society, sustain it financially by means of their annual fee and observe membership statutory rules;
- associate members: any individual person or body corporate who are beneficiaries of the services and activities offered by the Society and pay a reduced annual fee;
- corresponding associate members: any individual person or body corporate who can contribute to achieve the purpose of the Society and are granted free membership.

## Clause 6 – **ADMISSION**

Anyone wishing membership must apply for admission to the President of ISC and include a resume.

In the application form the aspirant member will agree to observe the statutory rules as well as any regulations or resolutions approved by the Society bodies.

The President or his/her deputy will communicate acceptance or duly motivated rejection of the request within 30 days from its receipt.

Once his/her request has been accepted the applicant gains membership status.

Membership cannot be transferred to others or be provisional.

## Clause 7 – **RIGHTS**

Membership status entitles to:

- participate in all activities undertaken by the Society;
- express one's vote in the appointed seats, also in the event of approving or modifying rules and any further regulations.

## Clause 8 – **DUTIES**

Members are bound to:

- observe statutory rules, house regulations and any resolutions approved by the Society;
- pay the annual fee calculated according to planned activities. A resolution from the General Meeting will determine its amount for each current year. Requests for reimbursement cannot be taken into consideration.

## Clause 9 – **EXPIRY**

Membership status expires with death or resignation.

Anyone who fails to pay the annual fee will automatically be considered a resigning member.

In all other cases resignation must be written and handed in to the President.

## Clause 10 – **EXPULSION**

Membership status also expire with expulsion.

The President of the Society will expel by resolution:

- members who do not observe statutory rules, house regulations and any resolutions approved by the Society;
- members who pursue activities that are in conflict with the purpose of the Society;
- members who cause the Society serious damage, also of the moral kind.

Expulsion becomes effective on the date of resolution.

## Chapter III

## Clause 11 – **ASSETS**

The assets of the Society are of joint ownership. All revenues as described in clause 3 together with properties acquired during the existence of ISC, operating surplus and any other, will form the assets.

No direct or indirect allocating of profits, operating surplus, funds of capital, unless differently established by law. The mentioned amounts must be re-invested in activities as listed in the statute.

In the event the Society dissolves, it will allocate its final net assets to any other Institution which pursues aims that are similar to its own.

## Clause 12 – **OPERATING YEAR**

Each operating year opens on the 1<sup>st</sup> of October and closes on the 30<sup>th</sup> of September.

The President must have a balance sheet drawn up and submit it to the members in the General Meeting that is to be convened within the following three months.

## Chapter IV

## Clause 13 – **SOCIETY BODIES**

The Society will consist in the following bodies:

- General Meeting of the members;
- the President;
- the Board of Scientific Directors.

## Clause 14 – **GENERAL MEETING OF THE MEMBERS**

There are ordinary and extraordinary General Meetings.

For each of them a written announcement that contains the agenda, the place where the meeting is held, the date and hour of both first and second summons, must be posted on the notice board in the seat.

## Clause 15 – **ORDINARY GENERAL MEETINGS**

Ordinary General Meetings (OGMs) are convened by the President or, in his/her absence, by at least 1/3 of members, in order to:

- pass the budget;
- determine the annual membership fee for each category of members;
- appoint the President;
- approve house regulations and deal with all other relevant social issues listed on the agenda;
- entrust proxies to the President.

OGMs may also deliberate about the President's liability.

Once regulations are approved, they become an integrating part of the statute.

## Clause 16 – **EXTRAORDINARY GENERAL MEETINGS**

Extraordinary General Meetings (EGMs) are summoned in accordance with clauses 14 and 15 in order to decide on modifying the statute and on liquidating the Society which encompasses the appointment of one or more liquidators.

## Clause 17 – **VALIDITY OF THE MEETINGS AND RESOLUTIONS**

Regardless of the topics under discussion, both OGMs and EGMs will be valid:

- on first summons if at least half of the members plus one are present or being represented;
- on second summons whatever the number of present or represented members;
- when all members and the President are present, even if no summons has been posted.

In OGMs and EGMs either on first or on second summons, resolutions on all issues listed on the agenda will be passed by the absolute majority of

present or represented members.

If a General Meeting must deliberate on dissolution, on changing the purpose of the Society, on modifying the statute or on moving the ISC seat abroad, resolutions will be passed by at least half of the members plus one both on first and on second summons.

In any of these events it is within the rights of dissenting or absent members to recede from the Society. Their written resignation has to be notified to the President within 15 days from the date of resolution. Each member is entitled to represent no more than three others members.

## Clause 18 – **CHAIRMANSHIP OF THE GENERAL MEETING**

OGMs and EGMs will be chaired by the President of the Society or, in his/her absence, by the Vice President.

The General Meeting will appoint a Secretary who may or may not be an ISC member.

All resolutions will be recorded in the minutes of the General Meeting and signed by its Chairman and Secretary.

## Clause 19 – **BOARD OF SCIENTIFIC DIRECTORS**

The Board of Scientific Directors is composed of individual persons who may or may not be members. They are appointed by the President of the Society for a tenure of one operating year and are re-eligible.

The President may decide to remunerate them and/or grant them an attendance fee.

All expenses incurred by the Board of Scientific Directors in the course of their duties on behalf of the Society are refunded on request.

## Clause 20 – **DUTIES OF THE BOARD OF SCIENTIFIC DIRECTORS**

The Board is an advisory body that assists the President on all matters that concern the activities of the Society in order to fulfil its purpose.

The Board shall:

- cooperate in and contribute to all the enterprises of the Society;
- point out all initiatives they consider useful for the Society;
- suggest activities the Society might be interested to develop;
- when a congress is coming up, choose by vote its location and the president in charge of organizing it.

## Clause 21 – **THE PRESIDENT**

The President legally represents the Society in front of third parties and Courts of Law and may sign all documents on its behalf.

He/she is entitled to:

- grant power of attorney for certain deeds or classes of deeds to third parties, establishing their authority and remuneration;
- collect receivables from public and private bodies and make out the relative receipts;
- effect payments of any kind and for any reason.

The President is appointed for three years and is re-eligible.

The President appoints a Vice President from among the members. In case of the President's absence or impediment, the Vice President will take his/her place in the performance of all ordinary administration.

The President has the task to:

- supervise the administration, accountancy and organization of the Society, having the possibility to delegate these duties to a staff he/she considers capable of carrying them out;
- raise funds for the activities and statutory purposes of the Society;
- amend the statute in order to meet local law requirements, in agreement with the international nature of ISC, and submit the amendments to the General Meeting for approval;
- appoint the Regional Consultants Supervisors and all other who according to the house rules participate in the activities of the Society.

## **Final Regulation**

## Clause 22 – **REMITTAL TO LAW**

The Civil Code and current provisions of the law are valid in any matter that has not been covered by this statute.

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The above has been translated into English language from the Statute drafted in Italian language.

The original document – registered in Trieste, Italy, on the 3<sup>rd</sup> of May, 2007 under number 3129 Atti Civili "Agenzia delle Entrate" – constitutes the only juridically valid source.