

BYLAWS
SECTION I

NAME – REGISTERED OFFICE – DURATION

Art. 1) An association is established named:

“International Society of Minimal Invasive Neurosurgery (ISMINS) ONLUS”

The association is governed by Articles 36 and the following of the Italian Civil Code and other applicable laws as well as the present bylaws.

Pursuant to and in accordance with Articles 10 and the following of Legislative Decree n. 460 of December 4th the association assumes in its name the qualification of (*ONLUS-Organizzazione non lucrativa di utilità sociale*) non-profit which incorporates a particular distinctive mark and such is reprinted on each communication and external display of the same.

The association has its registered office in Milan, Viale Papiniano n. 42.

The Board of Governors has the power to transfer the registered office within the city of Milan, to establish and close operative offices, departments and branches also elsewhere, both in Italy and abroad.

The association has an unlimited duration.

SECTION II – OBJECT

Art. 2) The association exclusively pursues the goal of the collective good and social solidarity to promote the development of the human knowledge in the medical-scientific sector in the field of mini-invasive neurosurgery and heightened awareness of the associated specializations activating in scientific research, in information, in the education, and in the instruction for spreading the above mentioned studies and techniques and of the education and training of medical staff and highly qualified support staff. The goal is to promote its diffusion for the treatment of all diseases of surgical interest related to the nervous system, brain, spinal cord and rachis with surgical procedures minimally invasive for the patient from a medical, hospital, esthetic, psychological point of view.

Therefore, the association:

*organizes programs and continuing educational activities, also in cooperation with Universities, Research and Educational Institutions, Health Agencies and Associations and professional bodies, Public bodies to contribute to the diffusion of mini-invasive neurosurgery and to improve the professionalism of those who work in the field;

*promotes scientific research, instruction and the activities for those who want to dedicate or for those who already are dedicated to the field of mini-invasive neurosurgery, promoting and encouraging, even through research centers and institutions, study groups, initiatives dedicated to study and spread the knowledge of such discipline with the aim of scientific, social and cultural progress;

*promotes research and prevention programs to prepare measures of early diagnosis and to carry out integrated therapeutic interventions;

*promotes the publication and the diffusion of scientific materials such as books, issues, magazines and related newsletters (excluding daily newspapers) and in general to promote every useful and appropriate initiative for the study and diffusion of above mentioned material and of results obtained from research, investigations, screenings and monitoring through all media (and thus also through the web, radio, TV, video computer communications, etc) of all problems connected to scientific research and the progress of such research;

*organizes workshops, seminars, annual conferences and international meetings on this issue, guaranteeing an International Meeting every three years, unless the Board of Governors decides otherwise;

*creates, promotes and manages national and international laboratories and centers at disposal of the community to prevent and treat all the diseases of the central nervous system of surgical interest by means of the minimal invasive methodology;

*guarantees and promotes a correct information on the new techniques of minimal invasive neurosurgery in order to give community the possibility of a shared and aware choice of diagnosis and treatment spreading data and news on progresses of the medical/scientific research in this field, even through the organization of campaigns of sanitary knowledge, prevention and education addressed to the citizens.

The exercise of any activity different from those listed above is, nonetheless, expressly prohibited with the exception of those activities directly connected as foreseen in the Article 10 letter c) of the Legislative Decree 460/97.

Art. 3) This is a non-partisan, non-political non-denominational and non profit Association.

SECTION III - MEMBERS

Art. 4) The association is composed of members (physical persons) who engage in the achievement of the bylaws goals and who are distinguished as:

1. founding members;
2. ordinary members;
3. honorary members;
4. supporting members;
5. junior members.

Those who have participated in the constitution of the Association are *founding* members.

Those who will join the Association after its constitution and who carry out their activities primarily in the field of neurosurgery, otoneurology and interventional neuroradiology are *ordinary* members.

Those who have significantly contributed to the development and progress of mini-invasive neurosurgery are *honorary* members.

Those who will join the Association after its constitution and who are interested in participating in the Association activities independently from the activity carried on are *supporting* members.

Those who work in the field of mini-invasive neurosurgery without being independent consultants and thus the residents, scholarship holders and the free-lancers in general are *junior* members.

All members over eighteen years have equal rights and duties as well as the equal right to vote during general assemblies and the equal right to participate in the active/passive electorate in the organizational offices.

Participation on a temporary basis by the members in the Association activities is expressly excluded.

The number of members is unlimited.

To become member it is requested to make an application to the Board of Governors, accepting to respect the contents of the present bylaws and paying up the annual membership fee in the amount yearly established by the Board of Governors who will determine the amount of the membership fee for each category. The Board of Governors takes care of recording the new subscribing members in the Members' register.

The Board of Governors may foresee extraordinary contributions to be paid by the members, stating the corresponding amount.

Art 5) Member's Duties.

Becoming member of the association is free and voluntary.

The members of the association undertake to follow the regulations of the association's

representative bodies.

All Members undertake to contribute to the achievement of the association's goals granting their resources or their professional activity, spontaneously and freely, according to the association goals, without profit, with the exception of eventual reimbursement of the expenses incurred for the carried out activities, within the limits previously established by the association.

Art. 6) The residence of the members, for what concerns their relationship with the association, is that documented in the members register following to the member's written notice at the moment of enrolment or upon modification thereafter.

A member will lose his/her qualification as a member in the association:

a) through resignation delivered in writing to the Board of Governors. Each associate, from whatever category, is free to present his/her resignation, which will become effective on the following December 31st, on the condition that the resignations are presented within the month of September;

b) by way of annulment decided by the Board of Governors upon an absolute majority, following the delay in payment of the annual fee or other possible association fees for two consecutive fiscal years;

c) by way of exclusion voted on by the Board of Governors with a justified decision notified to the interested party by registered letter with advice of receipt. Against such decision, the expelled member may - within 30 (thirty) days from receipt of the registered letter - make an appeal to the assembly, which will decide in its first regular call, definitively and without further right of appeal. In the event of exclusion, the associate will be reimbursed of his/her current annual fee, while in case of resignations or annulment, the Board of Governors reserves the right to require the payment of the total annual fee and of any other amount due by the member.

No member after his/her resignation or exclusion, and no heir of a deceased member, may claim his/her rights on the association assets.

SECTION IV –ASSETS

Art. 7) The assets of the association consist of:

a) personal property and real estate nonetheless purchased by the association;

b) the sums set aside for whatever scope until they are disbursed.

The incomes of the association consists of:

a) the members fees and the self-financing of the same; grants and contributions which may be received as well as inter vivos donations or donations upon death and which may be received according to law and under the eventual conditions of special purposes of use as imposed by the donor or the testator;

b) from incomes arising from initiatives and promotional events;

c) from investment funds and real estate which is part of the association assets;

d) from any other income which is not expressly destined to increase the association property;

e) from any other income authorized by law.

Eventual earnings or surplus income may not be distributed to the members either directly or in any other way, even in the form of discounts or benefits, but they must be used for the achievement of the association object however of activities directly connected to it, with regard to what is set forth according to Article 10.6 of Legislative Decree no. 460/97.

The Board of Governors, within 4 (four) months from the closing of the fiscal year, is required to draft and submit for approval to the assembly, the final balance for the preceding fiscal year; in the same assembly, the Board of Governors will submit the preliminary budget for the following fiscal year.

In those events required by law, a separate accounting register will be kept for the revenue and the expenses which do not fall within the actual activities of the non-profit associations.

SECTION V – GOVERNING BODIES

Art. 8) The governing bodies of the association are:

- a) The Assembly;
- b) The Board of Governors;
- c) The President;
- d) The Board of Statutory Auditors.

Art. 9) All of the association appointments, with a duration of 3 (three) years each, are free of charge.

SECTION VI – ASSEMBLY

Art. 10) The assembly will be convened by the President or by at least three members of the Board of Governors in the registered office or elsewhere, in Italy, through a registered letter, fax or electronic e-mail sent to all members at least 30 (thirty) days prior to the meeting.

The assembly may be held by participants located in different places, nearby or far way, connected by audio/video, upon the condition that requirements for a formal meeting are met and the principles of good faith and equality among the members are ensured, and in particular upon the conditions that: **a)** the President of the assembly can, even through the office of the President, ascertain the identity and legitimacy of participants, he can regularly conduct the assembly, verify and announce the results of any voting process; **b)** that the party who is taking the minutes of the assembly is able to perceive the proceedings and events of the assembly; **c)** the participants are allowed to follow the discussion and intervene and vote in real time on the items on the agenda; **d)** the agenda for the assembly includes the audio/video locations connected by the Society, where participants may attend and the assembly will be held in the place where the President and the party responsible for taking the minutes of the assembly are located.

Art. 11) The assembly may be ordinary or extraordinary.

The assembly decides the general course of the association activities, proceeds with the appointment of association positions, determines the association fees and any additional fees, and decides those issues as set forth by law.

The extraordinary assembly is convened for those resolutions under its authority when the President or at least three tenths of the Board of Governors deems appropriate or upon request of at least three tenths of members.

The convocation of the extraordinary assembly must always include the agenda to be discussed and the date of the second call, on the condition that it is scheduled at least one day after the first call.

The assembly will convene at least once a year no later than April 30th for approving the final balance sheet and the preliminary budget.

Art. 12) All members enrolled in the register of members and who regularly paid their fees have the right to participate in the assembly.

Every member having the right to participate in the assembly may be represented by another member by way of written proxy. Each member may represent no more than five other members. It is up to the President to verify the right to participate in the assembly.

Art. 13) The assembly is chaired by the President, or in his absence, by the Vice President; the assembly may also appoint a secretary and upon proposal of the President, also eventually two observers.

In the extraordinary assemblies the minutes are drafted by a notary.

Art. 14) The deliberations of the assembly, both ordinary and extraordinary, are valid in first call with the presence of at least one half plus one of the members and a favorable vote of the majority of present or represented members.

In second call, the ordinary assembly deliberations are valid with a favorable vote of the majority of the present or represented members, whichever is the number of the same and the extraordinary assembly resolutions regarding the bylaws modifications are valid with the presence, physically or with proxies, of at least one quarter of the members and a favorable vote of the absolute voting majority.

The decision regarding the winding up of the association must be taken, both in first and second call, with the favorable vote of at least three quarters of the members.

Art. 15) The assembly resolutions must be written in the minutes of the meeting register, signed by the President and the secretary and, if appointed, by the observers. Upon request of the members, their comments must be included in the minutes of the assembly register.

Art. 16) The assembly resolutions, taken according to the law and the present bylaws, are binding upon all of the members, even if they did not participate or if they dissented.

SECTION VII – BOARD OF GOVERNORS

Art. 17) The association is governed by a Board of Governors composed from 5 (five) to 15 (fifteen) members, appointed by the assembly and chosen among members.

The members of the Board of Governors hold office for 3 (three) years from the date of their appointment and may be re-elected only once.

If during his appointment a member of the Board of Governors resigns from his appointment for any reason, the Board must appoint a temporary substitute, until the next annual assembly, which will appoint a new member definitively.

The responsibilities of the Board member temporarily appointed will end at the date on which the appointment of the substituted member expires.

Art. 18) The board of Governors appoints among its members a President, a Vice President, a Treasurer and a Secretary, determining their duties and powers; all members may be appointed Vice-President and Treasurer but honorary, supporting and junior members must be members of the association for at least three years in order to be appointed Vice President and Treasurer; different offices cannot be accumulated.

It is up to the Vice President to be the legal representative of the association in the event of the President's non-fulfillment of his duties or his absence.

The Treasurer manages the assets of the association according to the aims of the association and according to the instructions of the Board of Governors; he sends reminders of the deadlines to members who didn't pay their required fees; he sends to the Board of Governors the list of members who have not paid their required fees; he deals with the bank or similar accounts belonging to the association with joint signature with one of the members of the Board of Governors; he sends a monthly report to the Secretary regarding the management of the association for publication of the same in the *Newsletter*; and during each meeting of the Board of Governors the Treasurer presents the summary report of the management for the period elapsed from the last meeting.

The Secretary takes care of the publication of the *Newsletters*, and organizes the Board of Governors meetings, the assembly and the Annual Conference meeting, this last one is held once every three years; he maintains close relationships with the administrative offices; he publishes the meeting minutes from the meetings of the Board of Governors and the assembly in the *Newsletters*; he proposes to the Board of Governors any possible legal action.

The Board may meet anywhere in Italy or in the Country where the President, Secretary, Treasurer

or another member of the Board of Governors resides, upon the initiative of the President or at least three tenths of the Board, by way of telegram, fax or electronic e-mail, sent at least 10 (ten) days before the meeting; in case of an emergency, the Board may be convened by way of telegram, fax or electronic e-mail, with a notice of at least 3 (three) days.

The Board of Governors validly deliberates with the participation of one half plus one of the members that composed the Board and with the favorable vote of the majority of the participants; the vote takes place by open vote with roll-call.

The meetings of the Board may take place also using conference call or videoconference systems, upon the conditions that: **a)** the President and Secretary, if appointed, are present in the same location and oversee the filling in and signing of the minutes, since the meeting is supposed to be held in the notified location; the President of the assembly can, even through the office of the President, ascertain the identity and legitimacy of participants, he can regularly conduct the assembly, verify and announce the results of any voting process; **b)** that the party who is taking the minutes of the assembly is able to perceive the proceedings and events of the assembly; **c)** the participants are allowed to follow the discussion and intervene and vote in real time on the items on the agenda, as well as, review, receive and exchange documents.

The Board resolutions must be written in the minutes of the meeting and signed by the President and Secretary.

In the event of the absence or temporary incapacity of the President, the Vice President will take over his role and duties.

Art. 19) The Board of Governors has the greatest possible powers for the ordinary and extraordinary management of the association and has the responsibilities to:

- a)** decide on questions regarding the association activities for the execution of its purposes according to the instructions of the assembly assuming all of the initiatives according to the case;
- b)** prepare the preliminary and final balance sheets to be submitted for approval to the assembly;
- c)** decide on every patrimonial and financial activities even on unforeseen administration actions;
- d)** revise the member register, in order to ascertain the admission requirements for each member, taking any necessary steps in the event of the contrary;
- e)** decide on the acceptance of applications for admission of new members, as well as, resignation and expulsion of members;
- f)** establish the amount of the annual association fee and the allocation of extraordinary contributions by members as well as the amount of the contributions to be paid by the associates.
- g)** give to one or more members of the Board of Governors, besides the President and the Vice President, the powers to represent the association for any tax compliance;
- h)** prepare a regulation that determine the conditions, procedures, requirements requested to candidates to become members of governing bodies and generally to regulate all technical and procedure aspects connected to the Association activity.

The Board of Governors, in carrying out its duties, may rely on the cooperation of committees or consulting commissions or law firms, appointed by the Board itself, and composed of non-members.

SECTION VIII – PRESIDENT

Art. 20) The President is nominated by the assembly among founding and ordinary members and cannot be re-elected

The President has the authority to act as the legal representative of the association towards third parties and in a court of law. The President convenes and presides over the meetings of both the assembly and the Board of Governors meetings and he oversees the prompt carrying out of the

resolutions decided by the above mentioned association bodies.

SECTION IX – BOARD OF STATUTORY AUDITORS

Art. 21) The assembly may elect a Board of Statutory Auditors composed of 3 (three) actual members and 2 (two) alternate members, who may also be non-members, but who must have suitable professional qualifications and whose appointment will last for 3 (three) years.

It is up to the Board of Statutory Auditors to inspect the association financial records, the accounting reports and the accounting books and registers, every inspection and review must be noted in the report that the Board of Statutory Auditors drafts annually and which is presented annually to the assembly.

SECTION X – BALANCE SHEET - OBLIGATIONS

Art. 22) The fiscal year closes on December 31st (thirty one) of each year. For each fiscal year a preliminary budget is provided and a final balance sheet is provided to illustrate the economic, financial and patrimonial situations of the non-profit. Within March 31st(thirty one) of each year the Board of Governors will be convened for the preparation of the final balance sheet of the previous fiscal year to be submitted for approval to the assembly. Such balance sheet will be approved by the assembly within the end of the month of April, with the majority requirement for the approval of the deliberations of the ordinary assembly.

The profits or the surplus income must be mandatorily used for the accomplishment of the association activities and for those activities directly connected.

It is expressly prohibited to distribute, even indirectly, profits or surplus income as well as capital or reserve funds during the lifetime of the association, unless the destination or the distribution are imposed by law or are made in favor of other non-profit companies that by law, bylaws or regulations are part of the same structure.

Art. 23) The obligations and contract costs in the name of and on behalf of the association will be paid with the funds of the association itself.

SECTION XI – BYLAWS MODIFICATIONS – WINDING UP

Art. 24) Any possible eventual modifications to the present bylaws and the winding up of the association must be decided by an extraordinary assembly, called for that purpose.

These issues must be proposed by the Board of Governors or by 3 (three) tenths of the associated members.

Art. 25) In the event of winding up or end of the association for any reason, its equity must be transferred to another non-profit association having an analogous purpose or transferred to a public utility, after consultation with the monitoring authority as to Article 3, paragraph 190 Law no.662 dated December 23rd 1996, unless otherwise indicated by way of law.

SECTION XII – GENERAL CONDITIONS

Art. 26) Regarding anything which was not specifically contemplated by the present bylaws, the laws governing such matters apply to the Italian Civil Code and Legislative Decree no. 460 dated December 4th 1997 and any other actual governing law.