

## **BYLAWS OF THE ASSOCIATION**

### **ROMAN ACADEMY OF PUBLIC HEALTH**

1) **LEGAL FORM AND NAME** - There is hereby established the nonprofit Association named "Roman Academy of Public Health," hereinafter referred to as the Academy. The languages of the Association shall be Italian and English, ~~this~~ deed shall be drawn up in both versions to be presented jointly

2) **HEAD OFFICE AND DURATION** - The Academy has its registered office in Rome. The Board of Directors has the power to transfer the registered office and to establish and suppress secondary offices. The Association has a duration until December 31 (thirty-one), 2050 (two thousand and fifty) but may be dissolved, in addition to the other causes provided for by law, by resolution of the extraordinary meeting of the members.

3) **INSTITUTIONAL PURPOSES AND ACTIVITIES OF THE ASSOCIATION** -

The Academy is nonprofit, apolitical, nonpartisan and nondenominational.

The Academy aims at the promotion and popularization of Public Health Sciences both by referring to the great tradition of Roman Hygiene and Preventive Medicine and in the more modern sense that also involves Occupational Medicine, Forensic Medicine and Health Economics, in a multidisciplinary vision of Public Health.

The Academy also refers to "Romanity" in its broadest principles, traditions, and universalistic meanings, far beyond the natural boundaries of the Universities present in Latium. The conferment of an international character of the Association descends from a cultural and historical tradition that does not wish to ideally exclude scholars in every capacity and everywhere involved and committed to Hygiene and Public Health.

In this view, not foreign to the efforts and life of the Academy are the problems inherent in the environment, climate change and the pursuit of sustainability, the issues illustrated and contained in the SDGs, major demographic, economic and social changes, issues inherent in the protection of the health and safety of the individual, the pursuit of principles of equity, universal access, gender equality and equality. Also studied and reflected upon are major pandemics as well as preparedness, prevention and control of emergencies and natural or man-made disasters, including the consequences of climate change.

The academy's mission is realized:

- a) Through contacts, cultural exchanges and dissemination of knowledge among and public health scholars at regional, national and international levels to:
  - Support its initiatives and develop its scientific research;
  - To stimulate the development of networks between the worlds of research, business and citizens to improve the transfer of knowledge and skills in Public Health;
  - Encourage all forms of genuinely scientific cooperation and mutual support among entities working in the relevant field.

- Contribute to the advancement of research in Public Health, both directly and through the provision of Awards and Fellowships by public and private entities, companies and Foundations.
- b) In promoting and developing rigorous and sustainable research, communication and training activities and contributing to the advancement of research and scientific knowledge in Public Health.
- c) In carrying out professional development activities on Public Health issues to disseminate knowledge and research results among Members or interested third parties and promoting activities to popularize Public Health sciences with publishing and multimedia initiatives.
- d) Through the cultural, informational exchange and dissemination of knowledge in Public Health by organizing seminars, symposia, conferences, and other events that correspond to and further the Academy's purposes. In particular, the Academy aims to organize meetings and seminars to highlight the scientific qualities of young scholars in the field of Public Health;
- e) Through and in concert with the International Agencies of the United Nations, WHO, Governments, Ministries of Health, and National and Supranational Health, Social, Welfare and Accident Agencies, NGOs, and other forms of nonprofit associations, for the purpose of promoting the development of research and initiatives in accordance with the mission of the Academy in Public Health and sharing the results.

**The Association may engage in activities other than those referred to in the preceding paragraphs provided that they are secondary and instrumental to the activities of general interest identified above, according to criteria and limits defined by the appropriate ministerial decree referred to in Article 6 of Legislative Decree No. 117/2017 as amended and supplemented.**

For the implementation of its institutional purposes, it will rely primarily on the activities of its Members; it may also avail itself of the collaboration of research bodies and organizations and of enterprises carrying out activities related directly or indirectly to the purposes of the Academy. Should the Board of Directors deem it appropriate, the Academy may also avail itself of the paid work of persons or third parties, who will act as collaborators or consultants of the Academy. Although not predominantly, it may engage in commercial, financial, movable and real estate transactions, as well as other transactions and activities deemed in any case useful and necessary or expedient, even indirectly, for the attainment of the Association's purposes. It may also operate on a regional, national and international level, and participate in other associations, scientific societies, consortia, foundations and bodies having objects and purposes similar, akin or otherwise related to its own, either directly or indirectly.

4) The Academy articulates its activities through a network of regional participations identified as follows:

- Rome
- Italy
- Western Europe
- Eastern Europe

- Russia
- Eastern Mediterranean - Middle East
- Africa
- North America
- Latin America
- China
- Asia Pacific West - Japan
- Oceania (Australia and New Zealand)
- Indian sub-continent

For each Region, the Board of Directors appoints a Coordinator, who sits ex officio on the same Board. The Regional Coordinator appoints his own deputy and a Secretary. He also proposes to the Board of Directors new Members from the Universities in his Region. An exception is made for the ROME Region, given its founding significance and its already defined structure.

5) MEMBERSHIP - Professors, Researchers and Assistants-in-Training from the Universities of the aforementioned Regions who have made or are able to make a particular contribution to Public Health sciences and who can actively participate in the life of the Academy for the achievement of its statutory purposes may apply to join the Academy. In addition, experts in Public Health who have distinguished themselves in their role and professionalism even in the territorial sphere of Health Services may participate. Members are distinguished into Founding Academicians (for the Rome region only), Regional Coordinating Academicians, Academicians, Ordinary Members, Corresponding Members and Honorary Members.

- **Founding Academicians of** the Academy are those Members participating in the founding act (Rome Region only).
- **Academic Regional Coordinators** are the contact persons of the different International Regions participating in the Academy.
- Professors who possess high expertise in Public Health and can make an important contribution to the Academy's activities are **Academicians**.
- **Ordinary Members of** the Academy are Researchers and those who, meeting the above requirements, are accepted as Members on the basis of prestige acquired in Public Health.
- **Corresponding Members of** the Academy are Public Health experts who either do not reside and work in the Lazio Region or *retired* Public Health experts who possess high expertise in Public Health and intend to participate in the Academy's scientific activities.
- **Postgraduate and Ph.D. Members of** the Academy are those assistants-in-training enrolled in Postgraduate or Doctoral Schools pertaining to the area of Public Health, who possess high competence in Public Health and who intend to participate in the Academy's scientific activities. As a rule, Postgraduate and Ph.D. Members have an annual membership fee equal to 50 percent of Regular and Corresponding Members, being entitled to it as long as they are enrolled in their respective Schools.

- **Honorary Members of the Academy** are University Professors and Professionals who have acquired special merits in the field of Public Health, do not pay membership fees and cannot be promoted to Academicians.

**Only temporary participation in association life understood as participation already predetermined in time is expressly prohibited.**

**The membership relationship and membership arrangements are inspired by principles of democracy and equality of rights of all Members and the absence of discrimination between persons and gender, so as to ensure the effectiveness of the relationship itself, thus expressly excluding the temporariness of participation in the life of the association, providing for all non-minor Members, in good standing with the payment of membership fees, the right of active and passive electorate and the right to vote for ordinary and extraordinary meetings.**

**The Academy Association may make use of free and/or paid labor collaborations within the limits and in the forms provided by Legislative Decree No. 117/2017 and in general by the provisions of the Law on Associations.**

**The Association may avail itself in carrying out its activities of the work of volunteers. Volunteers are those who by free choice carry out activities in favor of the Association or of the Association's projects by making available their time and skills in a personal and free way without the purpose of even indirect profit. Volunteers may be registered in the appropriate Volunteer Register.**

6) **OBLIGATIONS OF MEMBERS** - Members undertake to pay dues and any contributions for operating and management expenses in the amount and on the terms established by the Board of Directors, as well as any fees for the enjoyment of services rendered by the Academy in their favor. They also undertake, as reasonably requested of them by the Board of Directors, to place at the disposal of the Academy the technical and scientific knowledge, professional skills, and means deemed appropriate for the achievement of the purposes of the Association. Members undertake to abide by the rules of these bylaws, regulations, membership resolutions, development and program agreements as well as any memoranda of understanding adopted and/or signed by the Academy.

7) **RIGHTS OF MEMBERS** - Members, in good standing with the payment of membership dues and any contributions due, have the right to run for office and actively participate in the election of the administrative bodies of the Academy, subject to the limitations provided in these bylaws for defaulting Members.

8) **REQUIREMENTS AND MEMBERSHIP ADMISSION PROCEDURE** - In order for a person to be admitted as an Ordinary Member, his or her application must be submitted to the Board of Directors by at least two members of the Board of Directors and, in addition, he or she must sign a declaration of commitment, obligating himself or herself to full compliance with the Statute of the Academy, its membership resolutions, development and program agreements as well as any protocols of understanding adopted and/or signed by the Academy itself. It is the responsibility of the Board of Directors to provisionally decide on the entry of those who apply for membership, verifying the existence of the requirements set forth in Article 4 and Article 8 of this Statute. Collective subjects wishing to join the Academy must make an explicit request to the Board of

Directors. The request shall be forwarded to the registered office of the Academy by registered mail with return receipt, or by registered mail by hand, which shall be properly served on the date signed for receipt thereof by the President of the Board of Directors. In order for an Ordinary Member to obtain the status of Academician his name must be proposed to the Board of Directors by at least two members of the Board. Honorary Members are appointed by the General Assembly of the Academy upon the proposal of the Board of Directors. Collective subjects for whom the Board of Directors has given a favorable opinion for entry into the Academy, shall communicate the names of a maximum of two members, only one of whom shall have the right of stead and vote, a right which, if the first representative is unable to attend for just cause, may be exercised by the second representative upon notification within three days before the General Assembly of Members. The right of ratification, in the hands of the General Assembly, about the final admission of new Members, or deny admission, if there are valid reasons, remains consequent. **Membership and the corresponding membership fee or contribution are not transmissible in any capacity and for any cause.**

9) WITHDRAWAL AND EXCLUSION OF MEMBERS - Withdrawal by Members may be by written notice, sent to the Board of Directors, and shall take effect with the expiration of the current fiscal year, provided that such notice is given at least three months in advance. The Board of Directors may suspend, and the General Assembly may permanently exclude, Members who have defaulted in the payment of membership dues and/or contributions for any reason due to the Academy and in any case for serious reasons, including that of having contravened the rules of this Statute, the Bylaws, the Association resolutions, the development and program contracts, the memoranda of understanding adopted and/or signed by the Academy itself or having committed harmful actions against the Academy, not having complied with the punctual fulfillment of the obligations undertaken in favor of the Academy. Without prejudice in any case to legitimate compensation for the damage suffered by the Academy. It is also just cause for exclusion also the disqualification, or conviction to a penalty involving the disqualification, albeit temporary, from public office of the legal representatives of the associated person, if they remain in the said representative capacity even after such events. In the event of both exclusion and withdrawal, the Member shall be required to pay the dues and/or contributions accrued up to the expiration of the year in progress at the time the withdrawal or exclusion takes effect, or to pay whatever else is due for any reason, including compensation for any damages and expenses in the event of its liability. An appeal against the Board of Directors' resolutions of suspension may be submitted to the General Meeting of Members within thirty days of notification (to be made by registered RR or certified e-mail) of the Board of Directors' resolution of suspension. **The withdrawn or excluded Member shall have no claim on the assets of the Academy, nor shall he/she have any right of repayment of contributions paid.**

10) CONTRACTUAL AUTONOMY - Members have no authority to enter into contracts or agreements on behalf of and/or for the Academy. Obligations entered into by Associates cannot bind the latter under any circumstances.

11) BODIES OF THE ASSOCIATION - The following are organs of the Academy:

- the General Assembly of Members
- the board of directors
- the President of the Board of Directors of the Association

- the Controlling Body and/or Auditor

12) GENERAL ASSEMBLY OF MEMBERS - **The General Assembly of Members is composed of the Members, in good standing, who have paid their membership dues and any dues due by way of contributions that may have been established.** The Assembly may also be held in a place other than the Association headquarters.

The President of the Board of Directors of the Academy must convene the Ordinary General Meeting of the Members at least once a year, within 120 (one hundred and twenty) days after the close of the previous fiscal year, or 180 (one hundred and eighty) days if there are special reasons for the approval of the final and budget budgets. The Assembly may also be convened whenever the Board of Directors deems it advisable, or when at least 1/10 (one tenth) of the Members in good standing with the payment of the membership fee, 1/3 (one third) of the Directors, or the Control Body or the Auditor make a justified request; in the latter case, the Members concerned shall ask the Board of Directors, at least 30 (thirty) days before the date set for the Assembly, to include the item to be dealt with in the agenda. In case of default of the President, the Assembly shall be convened, either ordinarily or extraordinarily, by the Vice President of the Board of Directors of the Academy or by the Secretary.

The Members' Meeting appoints, through election, three Members who participate in the Board of Directors, with voting rights, and the members of the Controlling/Reviewing Body.

The Shareholders' Meeting, whether ordinary or extraordinary, shall be convened by appropriate notice. It may also be made known by telematic or computerized means of communication and sent to each Member by means of a communication instrument that guarantees proof of receipt at least seven days before the meeting, or by means of publication of the same at the Academy's registered and/or operational office, at least 10 (ten) days in advance of the date set for the meeting on first call.

The convocation is in any case valid if it is forwarded to the address, including e-mail, communicated by the Member in the application for membership or subsequently varied by written notice validly received by the Association by the Member.

The convocation notice must contain the following: day, time and place of the first convocation, day, time and place of the second convocation, if any, to be held at least one day after the first meeting; agenda.

- in the event that the Meeting must deal with the election of officers, a prospectus containing the list of candidates must be attached to the notice of the Meeting.

The Members' Meeting is normally held in the simultaneous presence of the participating Members at the place fixed by the notice of the meeting, unless it is convened by teleconference or videoconference.

In cases deemed appropriate by the Board of Directors, indicated in the notice of the meeting, the meetings of the Assembly may also be held in non-contextual mode, that is, by audio or video conference, provided that the following conditions are met, which will be noted in the minutes:

- a) That the Chairman of the Meeting be allowed to ascertain the identity of those present who are not personally present.
- b) That it is possible for the secretary taking the minutes to adequately perceive the facts and acts performed in the meeting.

c) That all those present be allowed to participate in the discussion and simultaneous voting on the items on the agenda, as well as to view, receive and transmit documents.

Verifying these prerequisites, the Meeting is deemed to be held at the place where the Chairman and/or the Secretary taking the minutes is present.

The Assembly is validly constituted, in first call, at the presence of half plus one of the members entitled to vote and passes resolutions by a majority of the votes cast by those present.

On second call, the Assembly passes resolutions by the affirmative vote of a majority of the votes cast by those present, whatever the number of Members present.

Resolutions concerning amendments to the Bylaws require the presence of at least 3/4 (three-quarters) of the Members and the affirmative vote of the majority of those present.

Resolutions concerning the dissolution, transformation, merger, demerger, liquidation and appointment of the Association's liquidator(s) and the devolution of assets require the affirmative vote of at least 3/4 (three quarters) of the Members.

In resolutions involving their responsibility, Board Members do not have the right to vote.

Voting may be by open or secret ballot if requested by the President or at least 1/10 (one tenth) of those present. **All Members registered in the Register of Members for at least 90 (ninety) days shall have the right to vote.** The date of registration shall be considered to be the date on which the Board of Directors' resolution of admission of the Member was adopted. **Each Member casts a single vote.**

Each Member may be represented at the meeting by another Member by special written proxy, which may also be affixed at the bottom of the notice of meeting. A Member may receive a maximum of 1 (one) proxy.

It is the right of any person authorized to participate in the General Assembly to submit written motions to the established agenda, at least five (5) days prior to the holding of the Assembly. Decisions made by the Assembly, whether ordinary or extraordinary, bind all Members, including dissenting and absent Members.

The minutes of the meetings of the Assemblies, signed by the Chairman and the Secretary of the Assembly, possibly also by the scrutineers in the case of voting; are kept on file and must be accessible to the Members, who make a justified request and at their sole expense.

13) BOARD OF DIRECTORS - The administration of the Academy is entrusted to the Board of Directors. It consists of up to 25 members, including up to 13 representing the different constituent Regions, 8 Founding Members, the Founding President, and the three Members elected by the Members' Meeting from among those who have applied for membership. Also part of the Board of Directors are the Past-Presidents, who do not have voting rights unless they are elected President again.

The Board holds office for three years (except Founding Members and Founding President), renewable, and elects from among its members the Chairman and Vice-Chairman of the Board.

Board members must meet the following requirements:

- personal *respectability* from one's own life and professional experience.

- *professionalism* measured on specific institutional activities.
- *independence* from interests that are divergent or conflicting with the association's own interests.
- *Do not fall under one of the provisions of Article 2382 of the Civil Code.*

Membership on the Board of Directors is terminated by removal, for cause, resignation, death, supervening incapacity or incompatibility by Law.

Board members are expected to participate actively and personally in the business. Any Board member who, without justification, fails to attend three consecutive meetings shall be considered to have resigned.

Each Councilor shall refrain from engaging in activities or taking on assignments that by their nature are incompatible with the purpose of the Academy or in competition with institutional activities, in such a way as to be detrimental to the image of the Corporation or to the smooth course of business.

Members of the Board of Directors must refrain from acting in conflict of interest; occurring such a case they are required to notify the Board by abstaining from voting.

Meetings of this Body may also be held in a location other than the association's headquarters. In cases deemed appropriate, meetings may also be held in a non-contextual manner, i.e., by teleconference or videoconference, provided that the following conditions are met, which will be noted in the minutes:

- a) That the Chairman of the Council be allowed to ascertain the identity of those present who are not personally present;
- b) That it is possible for the secretary taking the minutes to adequately perceive the facts and acts performed in the meeting;
- c) That all those present be allowed to participate in the discussion and simultaneous voting on the items on the agenda, as well as to view, receive and transmit documents.

Verifying these prerequisites, the Meeting is deemed to be held at the place where the Chairman and/or the Secretary taking the minutes is present.

In the first application, following the establishment of the Academy, the Board of Directors will consist of the Founding Academicians and will provide for the selection and approval of new Academicians, Regular, Corresponding and possibly Honorary Members.

The Board of Directors is responsible for conducting the Academy's activities; for the realization of its institutional purposes it normally meets whenever the need arises. It plans and implements projects and activities that have national and international significance, while respecting the autonomy of individual Members. Appoints the members of the Technical Scientific Committee as well as the President and Vice-President of that Body, the members of the Executive Committee, chosen from persons inside or outside the Academy, determining their emoluments and reserving the right of revocation. Draws up the draft Budget as the Final and Estimated Account of the activity carried out and to be carried out on an annual basis and the Management Report. Determines the membership fees and contributions to be paid by the Members. Promotes the Academy's participation in calls, tenders, selective procedures with public and/or private evidence, however named, including through participation in ATIs (Temporary Business Associations), ATs (Temporary Associations of Purpose), Consortia, contracts of Networks between Companies and/or Entities, or other similar or assimilated modalities. Grants mandates/assignments to third parties for the performance of individual acts. Promotes and



organizes association events. Performs any act of management that is not expressly delegated to the Assembly or the responsibility of other Bodies. The Council may, in addition, grant specific delegations of authority to one or more of its members to perform specific acts or categories of acts. It deliberates on the provisional admission of those who apply to be part of the Academy as well as, in the cases provided for, its provisional suspension with the purpose of exclusion, then referring the necessary ratification to the Assembly of Members.

The Board of Directors shall meet upon convocation to be effected by notice containing the day, time, and place of the meeting and a list of the matters to be discussed, sent by means of an instrument of communication that in any case guarantees proof of receipt.

The convocation shall be made by the President or the Vice President or the Secretary delegated for the purpose; also when at least 2/3 (two-thirds) of the Councilors, or the Control Body or the Auditor request it; o The convocation must be received by each of the entitled persons at least 7 (seven) days before the meeting; in cases of undeferrable urgency it may be convened with at least 48 (forty-eight) hours notice.

The convocation is, in any case, valid if forwarded to the address, including e-mail, communicated by the Councilor, or subsequently varied by written notice validly received by the Association.

Members of the Board of Control have the right to attend meetings of the Board of Directors without the right to vote.

In any case, the Board is validly constituted, even in the absence of formal convocation, when all its members in office are present, provided that the members of the Control Body have been informed and do not object.

The Council always acts by a majority vote of its members; in case of a tie, the President's vote prevails.

Should a member of the Council leave office early for any reason, the Assembly must convene within 60 (sixty) days to provide a replacement. The term of the new member will expire at the same time as that of the other members already appointed. In the event that the majority of the board members should cease to hold office, the entire Board of Directors will remain in office under *prorogatio*, and the surviving board members will urgently convene the Members' Meeting that will provide for its entire reconstitution.

The minutes of the meetings of the Board of Directors signed by the President and the Secretary of the meeting are kept on file and must be accessible to the Members, who make a justified request and at their sole expense. To implement the resolutions of the Members' Meeting and, more generally, to achieve the purposes of the Association, the Board of Directors is vested with all powers of ordinary and extraordinary administration, unless they are expressly reserved to the Members' Meeting; the Board may delegate its powers to the President or, for specific matters, to one or more of its members, to the Executive Committee, determining the limits of the delegation.

14) **PRESIDENT OF THE BOARD OF DIRECTORS** - The President is the legal representative of the Academy and has authority to sign and open bank and postal accounts. Appears in court to represent the Academy in legal disputes of a national nature.

Is chosen from among the members of the Board of Directors and elected by them; may enter into agreements and conventions of a local, regional, national, and international nature, among other things. He appoints both the Secretary and the Treasurer, the latter also chosen from persons outside the Academy. When appropriate, the President may delegate to both the Secretary and the Treasurer the management of accounts

current bank and postal accounts of the Academy, granting him/her the necessary powers of signature and general power of attorney to draw. However, it is up to the Board of Directors to determine the emolument, if any, to be paid to the Treasurer, if a person outside the Academy.

In the absence or disability of the Secretary or Treasurer, his or her duties are performed by the Vice President of the Board of Directors.

15) VICE CHAIRMAN OF THE BOARD OF DIRECTORS - The Board of Directors, on the recommendation of the Chairman of the Board of Directors, elects its own Vice-Chairman from among its Members. He/she shall act as a substitute for the President of the Board of Directors in case of his/her inability or default.

16) FOUNDING PRESIDENT - Is the first president chosen and appointed from among the founding members. Belongs ex officio and for life to the Board of Directors as a voting member.

17) PAST PRESIDENT - All those who have held the office of President, attend the meetings of the Board of Directors.

18) In the cases provided for by the Law, or when it is deemed appropriate, the Shareholders' Meeting appoints a single-member or collective Control Body according to the determinations made at the time of appointment. The Control Body monitors compliance with the Law and the Statute, compliance with the principles of proper administration, and the adequacy of the Association's organizational, administrative, and accounting structure and its actual order. It may also carry out the statutory audit of the accounts; in this case all its members must be chosen from among statutory auditors enrolled in the appropriate Register. The members of the Control Body have the right to participate, without the right to vote, in the meetings of the Board of Directors and in those of the Members' Assembly.

If collegial, the Control Body is composed of three members chosen from non-associated persons, at least one of whom must be registered in the Register of Auditors. The members of the Control Body hold office for 3 (three) fiscal years and are eligible for re-election. At its first meeting it elects its Chairman, who convenes and presides over the meetings. The term of office of the Controlling Body cannot coincide with that of the Board of Directors; for this purpose, it is possible that the appointment may have, *on a one-time basis*, an ultra or infra three-year term. The provisions of Article 2399 of the Civil Code apply to the members of the Control Body. The function of member of the Control Body is incompatible with that of member of the Board of Directors. In the cases provided for by the Law, or if it is deemed appropriate, the Shareholders' Meeting may appoint as a Control Body a Registered Auditor or an Auditing Company entered in the appropriate register.

19) SECRETARY - The Secretary, chosen by the President of the Academy, after consultation with the Board of Directors, from among the Members attends the meetings of the Board of Directors and the Members' Meeting. He/she prepares and takes care of the maintenance of the social books, consisting of the book of Members, the book of minutes of the Board of Directors, and the book of minutes of the Members' Meeting. Maintains contact with the Members possibly including the sending of informative communications. Takes care of any fulfillment with regard to the operation of the Academy and provides for the organization of the General Meetings of the Members and the Board of Directors. Falls in the event of a change in the person of the President

of the Board of Directors and has no right to vote if a person outside the Academy.

20) TREASURER - Collaborates with the Board of Directors, in the preparation of annual drafts of proposed budgets and final budgets, in compliance with statutory accounting principles. He has no voting rights. He is appointed by the Board of Directors.

21) EXECUTIVE COMMITTEE - When appropriate, an Executive Committee may be appointed, a collegial body composed of three members chosen from individuals inside or outside the Academy by the Board of Directors; it will have functions and tasks implementing the decisions of the Board of Directors and the Members' Meeting.

22) TECHNICAL SCIENTIFIC COMMITTEE - The Technical Scientific Committee is composed of a number of members - chosen from outstanding personalities from within or outside the Academy - determined by the Board of Directors, in any case not less than seven and not more than eleven. It is up to the Board of Directors: to appoint the members of the Technical Scientific Committee, the President and the Vice-President, to determine their term of office, which in any case may not exceed three years, to determine their duties and any compensation. The duties of the Technical Scientific Committee include identifying and indicating to the Board of Directors the strategic lines of a scientific and operational nature, providing technical advice and opinions for the identification and development of activity programs.

23) REVENUE AND HERITAGE - The Association's assets are all assets, movable and immovable, owned by the Organization, from contributions from Members and membership dues, property income, disbursements and contributions from citizens, public and private entities, proceeds from *fundraising* activities, donations, inheritances and general bequests, and budget surpluses.

It consists of:

**a) an Endowment Fund that must meet the minimum assets of the Association, instrumental to the attainment and maintenance of legal personality, if requested and/or obtained.**

**The Endowment Fund shall be represented by cash or other assets, provided that they are susceptible to economic valuation, the value of which must be shown by a sworn appraisal drawn up by a statutory auditor or auditing firm duly registered in the Register of Statutory Auditors.**

**The value of the Endowment Fund must be maintained in its consistency. In the case of an Association with legal personality, if it appears that it has decreased by more than one-third as a result of losses, the Board of Directors or, in case of its inaction, the Controlling Body must without delay convene the Assembly to resolve on its reconstitution or the continuation of its activity in the form of an association without legal personality.**

**b) An Operating Fund that includes the value of all other assets.**

The assets are intended for the conduct of institutional activities as defined by these Bylaws in Article 3.

**Consistent with the absence of any profit-making purpose, the Association is obliged to use the profits or surplus for the realization of institutional activities and those directly related, ancillary or instrumental to them, deemed useful for the achievement of the associational purpose. The Association is prohibited from distributing, even indirectly, profits and operating surpluses as well as funds, reserves or capital during its life, unless the destination or distribution is imposed by law or is made for the benefit of Associations and Bodies**

that have a similar or similar purpose, thus also on individual withdrawal or termination of membership.

The following activities, by way of example, are considered indirect profit distribution transactions:

- the payment to directors, auditors and anyone holding corporate offices, of individual compensation that is not proportionate to the activity performed, the responsibilities assumed and the specific skills, or in any case higher than that provided in entities operating in the same or similar sectors and conditions.
- the payment to subordinate or self-employed workers of wages or compensation that is forty percent higher than those provided for the same qualifications by collective bargaining agreements, except for proven needs pertaining to the need to acquire specific skills for the purpose of carrying out general interest activities.
- The purchase of goods or services for consideration that, without valid economic reasons, exceeds their normal value.
- the supply of goods and services, on terms more favorable than market terms, to Members or participants, Founders, members of the administrative and supervisory bodies, those who in any capacity work for the Academy or are part of it, and individuals who make liberal donations to the Academy to their relatives within the third degree ~~and to their relatives-in-law~~ within the second degree, as well as to companies directly or indirectly controlled or affiliated by them, exclusively by reason of their capacity, unless such disposals or services do not constitute the object of the activity of general interest.

For the establishment of Assets earmarked for a specific affair provided exclusively for Recognized Associations, by resolution of the Board of Directors, after consultation with the Controlling Body, "assets may be established for a specific affair or for the repayment of funds earmarked for a specific affair."

24) ASSOCIATION DUTIES AND CONTRIBUTIONS - **Membership dues and contributions are intransmissible, whether inter vivos or mortis causa, non-repeatable and non-assessable.** Membership Dues and Contributions are decided, justifying any changes, annually by the Board of Directors by unanimous vote.

25) SOCIAL YEAR - Fiscal years are annual and will close on December 31 of each year. The first fiscal year will close on Dec. 31, 2013. Within one hundred and twenty days - or 180 (one hundred and eighty) days if there are special reasons - the Board of Directors shall prepare the budget understood as the Final Statement of Accounts for the previous year and the Estimate for the following year, accompanied by the Report of the Board itself and the Report of the Control Body and/or the Auditor, if appointed, to be submitted promptly to the approval of the General Assembly of Members.

26) AWARDS AND SCHOLARSHIPS - The Academy may make awards or scholarships available to deserving young scholars, researchers or individuals, including non-members. Financial coverage for such initiatives may also be charged to the Academy's Endowment Fund, or come from donations from any public or private entity in any capacity. The parameters and criteria for the awarding of scholarships or scholarship prizes are established in the regulations approved by the Board of Directors.

27) DISSOLUTION AND LIQUIDATION - In the event of dissolution or extinction of the Academy, the Assembly shall appoint one or more liquidators. **In the case of termination, the entire assets of the Academy will be donated to entities pursuing similar purposes, having acquired, if required by law, the opinion of the Office referred to in Article 45 c.1, Legislative Decree 117/2017.**

28) Any dispute that may arise between the Academy and its Members, the Court of Rome will have jurisdiction.