

## **STATUTE**

### **“EUROPEAN CANCER PREVENTION ORGANIZATION APS”**

#### **ART. 1**

##### **(Name and headquarters)**

In compliance with the Civil Code, Legislative Decree 117/2017 and the relevant legislation, the Third Sector Body called "EUROPEAN CANCER PREVENTION ORGANIZATION APS" is established, which from now on assumes the legal form of Association non-partisan and non-denominational.

The Association has its registered office in vico D'Aulisio, n. 15 in the municipality of Bagnoli Irpino (AV).

The transfer of the registered office does not involve changes to the bylaws, but the obligation to notify the competent offices.

The Board of Directors can establish the establishment of local sections of the association which will always operate for the pursuit of the founding purposes.

The Association operates in the province of Avellino (Italy), in the regional, neighboring and extra-regional areas, also adhering to national, European and international coordination.

The duration of the Association is unlimited.

#### **ART. 2**

##### **(Use in the denomination of the acronym "APS" or of the indication of "Social Promotion Organization")**

- In the case of registration in the Regional Register or RUNTS, the Association will have to use the indication of "social promotion organization" or the acronym "APS" in the deeds, correspondence and communications to the public.

- The cancellation of the Association from the appropriate section of the RUNTS implies the illegitimacy of the use in the company name and in relations with third parties of the acronyms and phrases referred to in articles 12 and 32, paragraph 3 of the Third sector Code.

- Any provisions for cancellation and/or future registration, issued by the competent authority, which determine a change in the company name, pursuant to article 32, paragraph 3 of the Third sector Code, do not involve amendments to the bylaws, unless notified to the competent offices.

#### **ART. 3**

##### **(Statute)**

The Association is governed by this statute, and acts within the limits of Legislative Decree 3 July 2017 n. 117, of the related implementing rules, of the regional law and of the general principles of the legal system.

The assembly decides on any implementing regulation of the statute for the regulation of the more particular organizational aspects.

#### **ART. 4**

##### **(Interpretation of the statute)**

The statute is evaluated according to the rules of interpretation of contracts and according to the criteria of article 12 of the pre-laws of the Civil Code.

#### **ART.5**

##### **(Activities and Purposes)**

The Association exclusively or principally carries out one or more activities of general interest for the non-profit pursuit of civic, solidarity and social utility purposes.

The activities that it is proposed to carry out mainly in favor of its associates, their family members or third parties and mainly making use of the voluntary activity of its associates, pursuant to art. 5 of Legislative Decree 117/2017, are:

- education, instruction and professional training, pursuant to the law of 28 March 2003, n. 53, and subsequent amendments, as well as cultural activities of social interest with educational purposes;

- university and post-graduate training;

- scientific research of particular social interest;

- organization and management of cultural, artistic or recreational activities of social interest, including activities, including publishing, to promote and disseminate the culture and practice of volunteering and the activities of general interest referred to in this article;

It can also carry out any other activity connected or similar to those listed above and performs, always in compliance with the reference legislation, any deed or contractual operation necessary or useful for the direct or indirect

realization of the institutional purposes. The Association can also carry out fundraising activities in compliance with the principles of truth, transparency and correctness with supporters and with the public in compliance with the provisions contained in art. 7 Legislative Decree 117/2017. The Association can carry out various activities, instrumental and secondary to the activities of general interest, pursuant to and within the limits established by art. 6 of Legislative Decree 117/2017. Their identification may be made on the proposal of the Board of Directors and approved in the shareholders' meeting. In the event that the Association carries out different activities, the Board of Directors will have to test the secondary and instrumental nature of the same in the budget documents, pursuant to art. 13 paragraph 6 Legislative Decree 117/2017.

To carry out the activities listed above, it aims to carry out the following actions:

- PROMOTE cancer prevention research in Europe;
- ORGANIZE active cooperation at European level in this field;
- INFORM the medical profession and the public about advances in cancer prevention potential.

In pursuing its aims, the association may, among other things:

- administrate and manage the assets owned by her or of which she is the owner, lessor, bailee;
- participate in associations, bodies and institutions, public and private, whose activity is aimed, directly or indirectly, at the pursuit of purposes similar to those of the association;
- organize training courses, internships, meetings, congresses, including international ones, and cultural exchanges;
- also cooperate with other entities, social enterprises and organizations on a local, national and international scale;
- carry out any other suitable activity, or support for the pursuit of the purposes.

The association can carry out other activities, even different from those indicated, only and exclusively if necessary for the organization and carrying out of continuous training activities, in total administrative and management autonomy of the association and its legal and non-legal representatives; the exercise of entrepreneurial activities or participations in them is excluded, with the exception of activities carried out in the continuing medical education program (CME). Support, including free economic support, in favor of the association by structures, bodies, foundations, other associations is allowed and free contributions from members or public or private bodies or pharmaceutical, electro-medical and medical-surgical device industries are allowed, in any case in compliance with the criteria and limits established by the national commission for ECM and by current regulations.

The association does not have the trade union protection of its members among its institutional purposes and, in any case, does not carry out trade union activities, directly or indirectly.

The association will take care and be responsible for publishing on its institutional website, which is constantly updated:

- budget estimates;
- the final balance sheets;
- paid assignments;
- the declaration and regulation of its and its associates' conflicts of interest;
- constantly updated scientific activity.

In order to achieve the statutory purposes and purposes, for the performance of its activities, the Association can enter into agreements with the Municipality and with other public and private bodies and/or associations in the performance of services. It may also connect to other national bodies and organizations recognized in accordance with current legislation that have the same purposes. The Association can, therefore, take all the initiatives and carry out all the activities, including the stipulation of collaboration agreements with Italian and foreign organizations, or the promotion and/or participation in associations and foundations and other public or private institutions which are deemed necessary or useful for the achievement of their purposes.

The main activities or those directly connected to them are carried out by the Association mainly through personal, voluntary and free services of its members.

The activity of the members cannot be paid in any way, not even by any direct beneficiaries.

Members can only be reimbursed by the Association for out-of-pocket expenses actually incurred for the activity performed, subject to documentation and within the limits established by the Board of Directors or in accordance with the provisions of art. 17 Legislative Decree 117/2017.

## **ART. 6**

### **(Admission and exclusion)**

All natural and legal persons who share its aims and, moved by a spirit of solidarity, are concretely committed to achieving them are members of the Association. Admission to the Association is approved by the Board of Directors at

the request of the interested party. The resolution is communicated to the interested party and the registration is noted in the register of members, with the simultaneous payment of the membership fee.

In the event of an application for admission as a shareholder presented by minors, the same must be countersigned by the person exercising parental authority.

In case of rejection of the application, the Board of Directors communicates the decision to the interested party within 60 days, giving reasons. The aspiring shareholder may, within sixty days of such communication of rejection, request that the meeting pronounce on the request on the occasion of the subsequent call.

Admission as a member is open-ended, without prejudice to the right of withdrawal

The category of temporary members is not admitted.

The membership fee is non-transferable, non-revaluable and non-refundable.

Members cease to belong to the Association for:

- voluntary withdrawal communicated in writing to the Board of Directors;
- for non-payment of the membership fee for the current year;
- for unworthiness deliberated by the Board of Directors;
- for persistent violations of statutory obligations.

Against the provision of the Board of Directors causing the exclusion of the member, the appeal is admitted within thirty days of receipt of the communication to the Assembly of members who, after discussion, must decide definitively on the matter in the first meeting convened.

All members have equal rights and duties and their number is unlimited; each shareholder has the right to one vote.

## **ART. 7**

### **(Rights and duties of members)**

Members of the Association have the right to:

- to elect the corporate bodies and to be elected in them;
- be informed about the activities of the Association and monitor its progress;
- attend the premises of the Association;
- be reimbursed for the expenses actually incurred and documented for the activity performed, pursuant to art. 17 of Legislative Decree 117/2017;
- take note of the agenda of the meetings, view the economic-financial report, consult the minutes;
- vote in the Assembly, represented by the Legal Representative or his delegate and have the right to a single vote, whatever the size of their corporate body - in the case of legal persons - provided that they have been registered for at least three months in the register of members.

and the duty to:

- comply with this statute and any internal regulations;
- carry out one's activity in favor of the community and the common good in a personal, spontaneous and freewill, on a non-profit basis, even indirectly and exclusively for solidarity purposes;
- pay the membership fee according to the annually established amount.

## **ART. 8**

### **(Corporate bodies)**

The bodies of the Association are:

- Shareholders' Meeting;
- Board of Directors;
- President;
- Control body (if any);
- Auditing body (if any).

All corporate offices are free.

To the members of the corporate bodies, with the exception of those referred to in article 30 paragraph 5 of Legislative Decree 117/2017 who meet the requirements set out in art. 2397 of the Civil Code, paragraph 2, no remuneration can be attributed except for the reimbursement of expenses actually incurred and documented for the activity performed for the purposes of carrying out the function.

## **ART. 9**

### **(Assembly)**

The Assembly is the sovereign body of the Association and is made up of all members.

The Assembly is chaired by the President of the Association or, in his absence, by the Vice President. It is convened at least once a year by the President of the Association or by whoever takes his place by means of a written notice to be

sent at least 8 days before the date set for the meeting and containing the meeting date, time, place, the agenda and the eventual date of the second call.

This communication can take place in paper and/or computerized form to be disclosed to the address resulting from the register of members or by means of a notice posted at the headquarters of the Association.

The Assembly is also convened at the request of at least one tenth of the members or when the administrative body deems it necessary.

The votes are open, except those concerning people.

Participation in ordinary and extraordinary Shareholders' Meetings is also foreseen by means of telecommunication or electronically, provided that it is possible to verify the identity of the member who participates and votes.

The minutes of the meetings of the Assembly are drawn up, signed by the President and the secretary and kept at the headquarters of the Association, for free viewing by all members.

The Assembly can be ordinary or extraordinary. The one convened for the modification of the statute and the dissolution of the Association is extraordinary. It is ordinary in all other cases.

#### **ART. 10**

##### **(Duties of the Assembly)**

The Assembly must:

- establish the number of members of the Board of Directors;
- appoint and dismiss the members of the corporate bodies;
- appoint and revoke, when required, the person in charge of the statutory audit of the accounts;
- approve the budget;
- deliberate on the liability of the members of the corporate bodies and promote liability actions against them;
- deliberate on the exclusion of associates;
- to deliberate on the modifications of the deed of incorporation or of the statute;
- approve any regulation of the meeting's work;
- deliberate the dissolution, transformation, merger or demerger of the Association;
- to deliberate on the other objects attributed by the law, by the deed of incorporation or by the statute to its competence.

#### **ART. 11**

##### **(Ordinary assembly)**

The Ordinary Assembly is duly constituted on first call with the presence of at least half of the members with the right to vote, present on their own or by proxy, and on second call whatever the number of members present, on their own or by proxy.

The Assembly decides by majority vote of those present.

Associates can be represented in the Assembly only by other associates, by granting a written proxy. Each member is the bearer of a maximum of 1 proxy.

Voting by mail or electronically is permitted, provided that it is possible to verify the identity of the member who participates and votes.

In resolutions approving the financial statements and in those concerning their responsibility, the directors do not have the right to vote.

#### **ART. 12**

##### **(Extraordinary assembly)**

The Extraordinary Assembly amends the statute of the Association with the presence of at least  $\frac{3}{4}$  of the members and the favorable vote of the majority of those present and decides on the dissolution and liquidation as well as the devolution of the assets with the favorable vote of at least  $\frac{3}{4}$  of the members.

#### **ART. 13**

##### **(Board of directors)**

The Board of Directors governs the Association and operates in implementation of the will and general guidelines of the assembly to which it responds directly and from which it can be revoked with justification.

Everything that is not by law or by statute pertaining to the Assembly or other associative bodies falls within the sphere of competence of the Board of Directors. In particular, and among others, the tasks of this body are:

- carry out the resolutions of the assembly;
- formulate the associative activity programs on the basis of the lines approved by the assembly;
- prepare the financial statements and any corporate financial statements in the cases and in the manner envisaged for the achievement of the legal thresholds;
- prepare all the elements useful to the assembly for forecasting and economic planning for the year;

- decide on the admission and exclusion of members;
- stipulate all the deeds and contracts relating to the association's activities;
- take care of the management of all movable and immovable property owned by the Association or entrusted to it.

The Board of Directors is made up of a number of members ranging from 3 to 7 members (7 elected by the assembly among the members, for a period of 5 years and can be re-elected.

Article 2382 of the Civil Code applies to the Board of Directors, regarding the causes of ineligibility and forfeiture. Article 2475-ter of the Civil Code applies to directors' conflicts of interest.

The Board of Directors is validly constituted when the majority of the members is present. If it is made up of only three members, it is validly constituted and deliberates when all are present.

Resolutions are passed by a majority of those present.

The power of representation attributed to directors is general. The limitations on the power of representation cannot be enforced against third parties if they are not registered in the Single National Register of the Third Sector or if it is not proved that the third parties were aware of them.

#### **ART. 14**

##### **(President)**

The president legally represents the Association in internal and external relations and carries out all the acts that bind it towards the outside.

The president is elected by the Board of Directors from among its members by majority vote of those present.

The president remains in office as long as the Board of Directors and ceases due to expiry of the mandate, voluntary resignation or possible revocation decided by the assembly, with the majority of those present.

At least one month before the expiry of the mandate, the president convenes the assembly for the election of the new president and the Board of Directors.

The president convenes and presides over the Assembly and the Board of Directors, carries out ordinary administration on the basis of the directives of these bodies, reporting to the Board of Directors on the activity performed.

The Vice-President replaces the President in all his assignments whenever the latter is unable to perform his functions.

#### **ART. 15**

##### **(Supervisory body)**

The supervisory body, monocratic or collective, is appointed in the cases provided for by art. 30 of Legislative Decree 117/2017. Pursuant to the second paragraph of Article 2397, the member must be an auditor registered in the relevant register and, in the case of a collective control body, the aforementioned requirement must be possessed by at least one of the members.

The supervisory body:

- supervises compliance with the law, the articles of association and compliance with the principles of correct administration;
- supervises the adequacy of the organisational, administrative and accounting structure and its effective functioning;
- carries out tasks of monitoring the observance of civic, solidarity and social utility purposes;
- certifies that the social report has been drawn up in compliance with the guidelines set out in article 14 of Legislative Decree 117/2017. The social report acknowledges the results of the monitoring carried out.

The member of the supervisory body may at any time carry out inspections and controls and, for this purpose, may ask the directors for information on the progress of corporate operations or on specific business.

#### **ART. 16**

##### **(Statutory auditing body)**

He is appointed in the cases provided for by art. 31 of Legislative Decree 117/2017. It consists of an auditor registered in the relevant register.

#### **ART. 17**

##### **(Economic resources)**

The economic resources of the Association consist of:

- membership fees;
- public and private contributions;
- donations and bequests;
- patrimonial annuities;
- income from various activities pursuant to art. 6 Legislative Decree 117/2017 provided that they are permitted, secondary and instrumental;

- proceeds from fundraising pursuant to art. 7 Legislative Decree 117/2017;
- refunds from agreements pursuant to art. 56 paragraph 1 of Legislative Decree 117/2017;
- any other income or income compatible with the aims of the association and attributable to the provisions of Legislative Decree 117/2017.

#### **ART. 18**

##### **(Assets)**

The assets of the Association are immovable property, registered movable property and movable property. Registered real estate and movable property can be purchased by the Association and are in its name. Real estate, registered movable property, as well as movable property that are located in the headquarters of the Association are listed in the inventory, which is deposited at the headquarters of the Association and can be consulted by the members.

#### **ART. 19**

##### **(Prohibition of distribution of profits and obligation to use assets)**

The Association is prohibited from distributing, even indirectly, profits and operating surpluses as well as funds, reserves or capital to founders, associates, workers and collaborators, directors and other members of the corporate bodies, even in the event of withdrawal or any other hypothesis of individual dissolution of the associative relationship pursuant to art. 8 paragraph 2 of Legislative Decree 117/2017 as well as the obligation to use the assets, including any revenues, annuities, proceeds, income however denominated, for the performance of the statutory activity for the exclusive pursuit of civic purposes, solidarity and social utility.

#### **ART. 20**

##### **(Financial statements)**

The financial statements of the Association, or of the cash flow statement where the conditions are met, are annual and run from January 1st of each year or, alternatively, from another date that does not coincide with the calendar year. They are drawn up pursuant to articles 13 and 87 of Legislative Decree 117/2017 and the related implementing rules. The budget is prepared by the Board of Directors, and is approved by the ordinary assembly within 6 months of the end of the financial year to which the final balance refers.

#### **ART. 21**

##### **(Social budget)**

It is drawn up in the cases and methods provided for by art. 14 of Legislative Decree 117/2017.

#### **ART. 22**

##### **(Conflict of interest)**

The associates, the president, the treasurer, the members of the board of directors, the scientific secretary and any employees and collaborators in general, must act impartially and in the exclusive interest of the association. Anyone who finds himself in a real or potential conflict of interest must make it known to the board of directors by means of a specific declaration. The following are considered situations of conflict of interest:

- the existence of personal interests that interfere with the object of decisions in which the subject participates and from which he could obtain a direct or indirect advantage;
- the existence of existing and/or pre-existing business and/or employment relationships with persons or organizations specifically interested in the object of the decisions in which the person participates, even in cases where said relationships do not constitute situations that give rise to incompatibilities provided for by law or by other standards;
- the existence of relationships of marriage, civil union, cohabitation, kinship or affinity within the second degree with persons, bodies or organizations specifically interested in the object of the decision in which the subject participates, even in cases in which said relationships do not constitute situations that give rise to incompatibilities provided for by law or other regulations;
- Belonging to categories, associations, companies or groups by virtue of which the subject acquires a personal advantage from decisions in which he participates, even in cases in which said membership does not generate the incompatibilities envisaged by law or other regulations. In the event that there are situations of conflict of interest, the subject in conflict, in addition to making the aforementioned declaration, must abstain from any deliberation, vote or other act in the process of formation of the decision.

#### **ART. 23**

##### **(Agreements)**

The agreements between the Association and the public administrations pursuant to art. 56 of Legislative Decree 117/20147 are deliberated by the Board of Directors which also determines the methods of implementation and are

stipulated by the president of the Association, as his legal representative. A copy of each agreement is kept at the headquarters of the Association.

#### **ART. 24**

##### **(Remunerated staff)**

The Association may hire employees or make use of the services of self-employed or other workers, including those of its members, without prejudice to the provisions of art. 17 paragraph 5, only when this is necessary for the purposes of carrying out the activity of general interest or for the pursuit of the purposes. In any case, the number of workers employed in the activity cannot exceed 50% of the number of volunteers or 5% of the number of associates.

Relations between the Association and paid personnel are governed by law and by specific regulations adopted by the Association.

#### **ART. 25**

##### **(Mandatory social books)**

The Association must compulsorily keep:

- a) the register of members;
- b) the book of the meetings and of the resolutions of the assemblies, in which the minutes drawn up by public deed must also be transcribed;
- c) the book of meetings and resolutions of the Board of Directors, of the control body and of any other corporate bodies.

The books referred to in letters a), b) of the first paragraph, are kept by the Board of Directors. The books referred to in letter c) of the first paragraph are kept by the body to which they refer.

Members have the right to examine the corporate books, even if they are kept by professionals the Association makes use of, upon written access request addressed and authorized by the competent body which must be processed within 15 days of receipt. In the event of refusal, which must be communicated in writing, the shareholder may lodge an appeal within 30 days.

The Assembly must deliberate in the first useful call.

#### **ART. 26**

##### **(Liability and member insurance)**

Members who carry out voluntary work are insured for illnesses, accidents and for civil liability towards third parties pursuant to art. 18 of Legislative Decree 117/2017.

#### **ART. 27**

##### **(Transfer of assets)**

In the event of extinction or dissolution, the remaining assets are donated, unless otherwise required by law, to other entities of the Third sector, in accordance with the provisions of art. 9 of Legislative Decree 117/2017.

In case of registration in RUNTS, the opinion of the same is mandatory for the purpose of devolving the assets.

If the Association has legal personality and registered in the register of companies, it can establish one or more assets destined for a specific business pursuant to and for the purposes of articles 2447-bis and following of the Civil Code.

#### **ART. 28**

##### **(Final provisions)**

For anything not provided for in this statute, reference is made to the regulations in force on the subject and to the general principles of the legal system. The statute is evaluated according to the rules of interpretation of contracts and according to the criteria of article 12 of the pre-laws of the Civil Code.