

## ARTICLES OF ASSOCIATION

### ART. 1 – Name and nature

The newly founded association is named "**Forum Italiano dei Professionisti Sanitari in Reumatologia**" [*Italian Forum of Healthcare Professionals in Rheumatology*] or "**FOR-RHeUMA**" for short

"**FOR-RHeUMA**" is a no-profit scientific body.

### ART. 2 – Registered office

"**FOR-RHeUMA**" has its registered office in Viale Isonzo 8, **Milan**.

### ART. 3 - Duration

The duration of "**FOR-RHeUMA**" is unlimited.

### ART. 4 – Purpose and aims

The aim of the association is to promote scientific activities in the healthcare professions in an interdisciplinary manner, and favour spread of knowledge and clinical practice based on proof of efficacy in order to improve the quality of care of people affected by rheumatological diseases and/or musculoskeletal disorders.

To this end, it shall support and promote: 1) scientific research; 2) teaching and training activities; and 3) clinical practices based on proof of efficacy.

The association may adopt any initiative in the field of rheumatological diseases that is considered suitable for reaching the aforesaid objectives, in particular:

- a) the promotion of scientific research by healthcare professionals in every area of intervention (clinical, organisational, educational, etc.);
- b) the promotion of initiatives aimed at stimulating knowledge and the development of guidelines and clinical practices based on proof of efficacy;
- c) collaboration with other Italian and international scientific bodies, with priority being given to the Società Italiana di Reumatologia [*Italian Society of Rheumatology*] (SIR) and the European League Against Rheumatism (EULAR).
- d) collaboration with universities, the Ministry of Health, the Regions, hospitals, and public and private institutions and bodies.

It is forbidden to engage in activities other than those mentioned above unless these are directly related and accessory in nature insofar as they integrate the same.

### ART. 5 – Revenues and assets

The revenues of the association shall consist of:

1. Annual membership fees
2. Revenues arising from its assets
3. Income made in carrying out its activities
4. Any public or private contributions, donations or liberal disbursements.

The assets of the association shall consist of any real estate or goods and chattels donated to the association for any reason.

The association may also finance itself by means of the organisation of educational and scientific events, charging for services, the support of professional associations, and public or private financing.

The membership fees shall be established annually by the Governing Council, and are strictly personal, cannot be transferred or inherited, and cannot be revalued.

Any profits, surplus income, funds and reserves shall never be distributed to members, not even indirectly, unless this is required by law.

Any annual profits or surplus income shall be used to carry out the association's institutional activities and those that are directly related and/or accessory to the same.

All revenues received for whatsoever reason shall be entered in the association's financial statements.

Any funds shall be deposited in a bank current accounts in the name of the association.

#### **ART. 6 – Membership categories**

Membership of "FOR-RHeUMA" is open to whoever is seriously committed to the scientific aspects of rheumatology, and the clinical, healthcare, working and social problems of rheumatic patients.

The members of the association may be:

- Founding Members
- Ordinary Members
- Supporting Members
- Honorary Members

All members are required to:

- observe the present Articles, the association's internal regulations, and the resolutions legitimately adopted by the association's administrative bodies;
- behave correctly in their relations with the associations;
- pay the annual membership fees.

#### **ART. 7 – Founding Members**

These are the members who participated in founding the association.

### **ART. 8 – Ordinary Members**

These are the members who have duly paid their membership fees, and participate actively in the development of the various healthcare professions and the scientific activities of the association.

In addition to being granted by the Founding Members, the status of Ordinary Member is acquired by making an application for admission addressed to President of "**FOR-RHeUMA**". The application will only be considered if it is accompanied by a curriculum vitae.

The admission proposal shall be discussed by the Governing Council, and approved if it obtains the favourable vote of at least two-thirds of the Councillors.

Members may not join the association for a limited period of time.

An Ordinary Member has the right to participate in and vote at ordinary and extraordinary general meetings, and to stand for election as a member of the Governing Council.

### **ART. 9 – Loss of membership**

Any Ordinary Member who has not paid his membership fees for more than two years, or who fails to comply with a written invitation to do so within a given term, shall forfeit his right of membership.

### **ART.10 – Supporting Members**

Supporting Members are natural or legal persons, bodies or associations that support the activities of "**FOR-RHeUMA**".

Supporting Members are admitted after having made an application to the President and following a resolution of acceptance voted by the majority of the members of the Governing Council.

They are required to pay a membership fee established by the Governing Council in order to support the activities of "**FOR-RHeUMA**".

They may participate directly (if natural persons) or by means of a representative (if legal persons) in the association's general meetings and other work, but without the right to vote.

Supporting Members or their representatives may not hold any official position in the association.

Supporting Members who do not pay their membership fees shall be declared to have forfeited the right of membership by the Governing Council.

### **ART. 11 – Honorary Members**

These are subjects that have contributed to the advancement of the various healthcare professions. Their nomination is to be proposed by the Governing Council and approved by a Members' General Meeting.

#### **ART. 12 – Withdrawal and expulsion**

Members may present their resignation to the Governing Council at any time by means of a registered letter. The resignations shall have immediate effect. The expulsion of a member must be proposed to the Governing Council, and the related resolution must be passed by the majority of its members.

#### **ART. 13 – Membership fees**

All payments, fees, legacies, and non-recurring or annual contributions made by members for whatsoever reason shall remain the property of the association, which shall not have any obligation of restitution for any reason.

Each payment does not create any other right of participations and, in particular, does not create any undivided quotas of participation that can be transferred to third parties or inherited either universally, or by universal or particular title.

The amount of the membership fee shall be established by the Governing Council.

#### **ART. 14 – Association bodies**

The administrative bodies and officers of "FOR-RHeUMA" are:

- a) the Members' General Meeting;
- b) the Governing Council;
- c) the President;
- d) the Secretary General;
- e) the Treasurer.

With the exception of the Treasurer, all of the positions are unpaid other than the reimbursement of expenses.

#### **ART. 15 – Members' General Meeting**

The Members' General Meeting is for Ordinary Members; Supporting and Honorary Members may attend but do not have the right to vote.

The Meeting shall be chaired by the association's President or, in the case of his or her absence, by the Vice-President or another person nominated by the Meeting itself. The Meeting shall be called by the President at least once a year for the purpose of approving the financial statement, normally within four months of the closure of the financial period or, if required by particular circumstances, within six months of the closure of the financial period.

A General Meeting shall also be called upon the reasoned request of one-third of the members of the members of the Governing Council or one-tenth of the association's voting members. General Meetings are to be called by means of a letter or e-mail or sent to the members at least eight days

before the date of the Meeting itself. The notification shall contain an indication of the place, date, time and agenda of the Meeting, and any second call of the meeting, which is to be held no less than 48 hours after the time of the first meeting.

At **first-call** ordinary and extraordinary Members' General Meetings, resolutions require the presence of at least half of the association's members, and the favourable vote of the majority of those present; at **second-call** ordinary and extraordinary Members' General Meetings, resolutions may be passed by the majority of members attending.

Proxy votes are allowed. The mandate, which is valid for both the first-call and the second call meetings, must expressly indicate the name of the representative and the name of the represented member.

**Ordinary** Members' General Meetings:

- 1) approve the proposed annual financial statement drawn up by the Treasurer and approved by the Governing Council;
- 2) discuss the association's programmes and put forward proposals;
- 3) elect the members of the Governing Council.

**Extraordinary** Members' General Meetings:

- 1) resolve upon proposed changes to the present Articles;
- 2) resolve upon the dissolution of the association;
- 3) resolve upon any other extraordinary matter submitted to their approval.

In order to be able to resolve upon the dissolution of the association and the simultaneous devolution of its assets, it is necessary have the favourable votes of at least three-quarters of the members having the right to vote.

#### **ART. 16 – Governing Council**

"**FOR-RHeUMA**" shall be governed and administered by a Governing Council, the members of which shall have a three-year mandate and may be re-elected.

The General Council shall consist of between three and seven members elected from among the Founding or Ordinary Members of the association.

When there are no Founding Members, a necessary requisite for being elected Councillor is to have published at least one article in an Italian or international journal that is indexed in the principal scientific medical or healthcare databases.

The Governing Council shall provide for the presence of representatives of at least three healthcare professions.

Council meeting must be called by e-mail at least 15 days before they are held. Urgent meetings may be called by e-mail at least three days before the date established by the President when he or she considers it opportune or upon the written request of the majority of the members of the Governing Council or one-fifth of the association's members with the right to vote.

Governing Council meetings may also be held with members in different places and connected by means of telecommunication equipment provided that the collegial method and the principles of good faith and equal treatment are respected. In particular:

- (a) the President must be able to ascertain the identity and legitimacy of the participants, control the conduction of the meeting, and verify the results of any vote;
- (b) the person taking the minutes must be able to perceive the events of the meeting adequately;
- (c) the participants must be able to join in the discussion and vote simultaneously;
- (d) the participants must be able to exchange documents relating to the items on the agenda.

It is the responsibility of the Governing Council:

- a) to direct the activities of the association;
- b) to elect the President, Vice-President, and Secretary General;
- c) to accept new members on the basis of the applications received;
- d) to expel members who are in arrears;
- e) to decide on membership fees and the recompense of the Treasurer;
- f) to examine the financial statement drawn up by the Treasurer for submission to the Members' General Meeting;
- g) to propose changes to the Articles at the Members' General Meeting;
- h) to promote and nominate Research Commissions;
- i) to nominate the Treasurer, who does not have to be a member of "**FOR-RHeUMA**", and revoke the mandate of the same;
- l) to supervise the implementation of the association's programmes, as well as relations with other Italian and international scientific entities;
- m) to resolve upon the admission of Supporting Members as described;
- n) to draw up and execute one or more regulations to discipline the methods of implementing the activities of "**FOR-RHeUMA**".

Resolutions are passed by a majority vote of the Councillors present, and are to be considered to be valid when at least a majority of Councillors are present. In the case of a tied vote, the President's vote shall be worth double.

### **ART. 17 - President and Vice-President**

The President and Vice-President are to be elected by the Governing Council from among its members.

The President shall remain in office for three years, and may be re-elected.

The President represents the association in relations with third parties and in judicial matters.

The President:

- a) calls the meetings of the Governing Council and participates by right in all of the Scientific Commissions;
- b) calls Members' General Meetings;
- c) reports on the association's various areas of activities at Members' General Meetings;
- d) provides for the execution of the resolutions passed at Members' General Meetings and by the Governing Council;
- e) attends to matters of ordinary administration;
- f) after having heard the opinion of the Governing Council, nominates delegates to represent "**FOR-RHeUMA**" on national and international bodies.

The President may adopt provisions, but must report on the subject at the earliest subsequent meeting of the Governing Council.

In the case of the impediment or temporary absence of the President, the Vice-President shall act in his or her place.

### **ART. 18 – Secretary General**

The Secretary is to be elected by the Governing Council from among its members. He or she remains in office for three years and may be immediately re-elected.

The Secretary General supports the President in the organisation of the association; follows the implementation of the decisions made by the Members' General Meeting, the Governing Council, and the President; evaluates the membership applications received by the association; provides for drawing up the minutes of the Members' General Meetings and the meetings of the Governing Council; and is responsible for keeping the association's books.

### **ART. 19 - Treasurer**

Except for the first nominee upon the founding of the association, the Treasurer is nominated by the Governing Council.

He or she remains in office for three years and may be immediately re-elected.

The Treasurer:

- a) receives and safeguards the membership fees, liberal disbursements, and payments made to "**FOR-RHeUMA**" for any other reason;
- b) provides for payments;
- c) maintains the ordinary administration of the association, and prepares the data for the proposed financial statement that must be presented to the Governing Council at least one month before the date established for the Members' General Meeting;
- d) may open banks and post office current accounts, with all of the faculties of making deposits, endorsing credit instruments, and issuing cheques up to the amount available in the aforementioned accounts;
- e) within the limits of the amounts available in the current accounts, may request the issue of fidejussions in favour of third parties as surety for obligations assumed by "**FOR-RHeUMA**" and, if required, for the purpose of tying up the funds;
- f) is also required to keep the accounting books under the direction of the Secretary General, to whom he or she is to answer directly in relation to all of the functions assigned by the present Articles.

#### **Art. 20 – Books of the association**

In addition to keeping all of the books required by law, the association shall keep minute books of the meetings and resolutions of the Members' General Meetings and of the Governing Council, as well as a register of the members of the association.

#### **ART. 21 – Modifications of these Articles of Association**

These Articles may be modified during the course of an Extraordinary Members' General Meeting.

Such modifications may be proposed by:

- 1) the Governing Council;
- 2) members having the right to vote.

Any proposal formulated by members, accompanied by the signatures of at least five percent (5%) of members with voting rights, must be received by the Governing Council at least 90 days before a Members' General Meeting. The proposals must be notified to the members in writing at least 30 days before the Meeting or published on the association's website when it exists.

#### **ART. 22 – Balance sheet**

The financial period closes on 31 December each year.

A Governing Council meeting is to be called by 31 March of each year in order to draw up the final balance sheet of the preceding year to be submitted for approval by the Members' Ordinary General Meeting.



**Art. 23 – Surplus operating funds**

The association is prohibited from even indirectly distributing profits or surplus income, or any funds, reserves or capital throughout the duration of its life, unless the destination or distribution is required by law, or in favour of no-profit organisations that, by law, statute or regulation, forms a unitary part of the association itself.

The association is required to use any profits or surplus income to carry out its institutional activities or others directly related to its institutional activities.

**ART. 24 – Compromissory clause**

The association's members are required to submit any controversy concerning the application and interpretation of the provisions contained in the present Articles that may arise among them, or between them and the association, to arbitration proceedings. The arbitral decision is to be made by a single arbitrator who shall be nominated by the court of the place in which the association has its registered office.

**ART. 25 – Dissolution**

The association may be dissolved on the basis of a resolution passed at a Members' General Meeting. Any surplus in the assets of the association at the time of its dissolution and/or liquidation shall be transferred to bodies having the same or similar or publicly useful purposes, unless a different destination is required by the law.

The Members' General Meeting shall designate one or more liquidators, and determine the powers.

**ART. 26 – Regulatory framework**

Anything that is not foreseen or is incompletely regulated by the present Articles shall be disciplined by the special laws in force concerning the matter or, in their absence, by the Italian Civil Code.