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STATUTE

"THYROID NODULES THERAPIES (T.N.T.) ASSOCIATION"

TITLE I - GENERAL PROVISIONS

(WHY T.N.T. ASSOCIATION)

Art. 1

Constitution and general objectives

In accordance with art. 36 and following of the Italian Civil Code (that are rules applicable to the aforementioned legal institution), the medical-scientific association "THYROID NODULES THERAPIES (T.N.T.) ASSOCIATION" is established with its registered office in Reggio Emilia.

At the time of its initial establishment (therefore without prejudice to any subsequent possibility of evolving into further complex and structured forms, including, without excluding anything else, in further accordance with the provisions of the regulations for Third Sector Entities pursuant to Legislative Decree no. 117/2017 and so that, in case of registration in the Single National Register of Third Sector Entities, the name of the Association will be automatically integrated with the acronym ETS), the entity is organised in the form of an unrecognised legal association and consequently enjoys, in accordance with the law and within its limits, the widest possible organisational, patrimonial and legal autonomy.

The Association, openly non-partisan and apolitical - regulated according to democratic principles and transparency, pursues the purpose of general interest, non-profit and social utility, to spread - worldwide - through study and research activities, then teaching, training, education, dissemination and cultural promotion, or whatever else is consubstantial, ablative techniques thyroid, with radio frequency and eco-guided, for the treatment of thyroid nodules and whatever else on the subject.

Art. 2

Objective

The Association, therefore excluding the aim of subjective profit and without prejudice to the purpose of general interest mentioned above, has therefore - also considering, among other things and without prejudice, art. 5 letter h) "scientific research of particular social interest", as per Legislative Decree 117/2017 - more specifically the aim of:

- a) Organize a biennial international conference/meeting, therefore any and all initiatives similar to the above mentioned also during the year, on thyroid ablative techniques, with radio frequency and eco-guides, for the treatment of thyroid nodules and on any other subject to the above-mentioned theme however connected.
- b) To monitor, research and collect, in order to make it systematically and organically accessible to members, as well as to anyone through the website of the Association and / or the conference initiatives, publicity and dissemination put in place, want to take advantage of every last arrest and / or news from research and scientific literature most accredited internationally, in the broader field of thyroid ablative techniques, with radio frequency and eco-guided, for the treatment of thyroid nodules and / or similar diseases.
- c) To disseminate, train, train and educate in the scientific, theoretical/practical culture of thyroid ablative techniques, with radio frequency and eco-guided, for the treatment of thyroid nodules and others of the kind.
- d) To carry out and promote discussion, comparison and scientific research activities in the wider field of thyroid ablative techniques, with radio frequency and eco-guided, for the treatment of thyroid nodules and related and/or connected topics.
- e) Manage a website and/or online platform for the life of the Association and for the achievement of its aims and objectives.
- f) Carry out any other prodromal activity, consequent and/or in any case connected to the foregoing.

The Association may therefore perform all acts, activities, including economic, business and/or commercial - provided that it is within the limits of, and compatible with, the establishment and status of the non-recognised association concerned and/or referred to in subsequent developments, then conclude all transactions and legal transactions necessary and useful for the achievement of its purposes and social aims, including by collaborating, including any

form of connection and / or participation, with other associations or bodies, institutions or companies / companies in general, domestic or foreign, carrying out similar activities, ancillary or otherwise useful and / or concerning the activity (purpose and purposes) of the company as described above.

Art. 3

Other activities

The Association may also carry out activities other than general interest activities, pursuant to art. 6 of the Third Sector Code, on condition that they are secondary and instrumental, and are carried out according to the criteria and limits established by the aforesaid code and its implementing provisions.

It may also raise public funds for the purpose of financing its activities of general interest, in the forms, conditions and limits set forth in art. 7 of the Third Sector Code and its subsequent implementing decrees.

Art. 4

Duration

The duration of the Association is unlimited and the body can be dissolved by resolution of the extraordinary Assembly of Members.

TITLE II - ORGANISATIONAL PROVISIONS

Art. 5

Membership

The Association is open to anyone who shares its aims and statutory purposes as outlined above, which with the accession / registration undertakes to pursue and achieve, being a consequence of the right of the Board of Directors, which is responsible for the matter, to assess the appropriateness of the candidate to accession / registration, therefore it is a natural or legal person or other body, then manifests its intention to join / register by means of an ad hoc application and simultaneous payment of the membership fee and receive a response, unless refund / rejection duly substantiated for non-compliance, notice of admission and registration in the register of members by the Board of Directors.

Aspiring members whose application for admission has been rejected may oppose the decision, that has to be necessarily motivated ,of the Board of Directors before the next Assembly of members.

The Board of Directors, in addition to keeping and updating the register of members, establishes annually, with ad hoc resolution, the membership fees for the following fiscal year, differentiated between ordinary members and other categories of members that the Board of Directors itself can identify for particular promotional purposes.

The Board of Directors also has the right to appoint up to three Honorary Members each year, for particular merits related to the purposes of the Association.

Art. 6

Rights and obligations of members

All members, of every category:

- have the same rights, can participate in all initiatives promoted by the Association and participate in ordinary and extraordinary meetings.
- have the right to vote, which they must exercise directly not being allowed to delegate, for the approval and modification of the statute, regulations and resolutions of the meetings and for the appointment of the governing bodies of the Association.

Each member, be it a natural person, a legal entity or another body, has the right to one vote only, regardless of the membership fee paid.

Members:

- have the right to the information and control established by the regulations in force and by the statute.
- - have the right to examine the company books, a right they can exercise by means of a written and motivated request to the Board of Directors, a request to which the Board of Directors must give a positive or negative answer, in the latter case with due justification, within ten days.
- have the obligation to respect the rules of this statute and the social regulations, as well as the resolutions of the Assembly and the Board of Directors, and then to pay the annual membership fee.

Art. 7

Loss of membership

Withdrawal/exclusion

The temporary nature of participation in the Association is excluded.

The dues or the associative contributions are not transferable and are not revalutable.

The quality of member ceases exclusively for:

- a) withdrawal or death of the member;
- b) non-payment of the membership fee by 31 March, in which case the willingness to withdraw is considered tacitly expressed.
- c) exclusion for serious reasons to be decided by the Board of Directors.

By way of example only and not limited to, the right of the Board of Directors to order the exclusion constitutes a serious and integral reason:

- operate within the Association in contrast with the aims and purposes set out in Articles 2 and 3 of the Articles of Association;
- operate within the Association to prevent the pursuit and/or achievement of its medical and scientific aims and purposes, as set out in the articles of association n.2 and n.3;

The exclusion, as well as the withdrawal - however manifested - have immediate effect, as well as consequently immediate will be the elision from the shareholders' register.

Members who have withdrawn or are excluded are not entitled to a refund of the annual social security contribution paid.

The excluded members can oppose the provision of the Board of Directors before the next Assembly of members.

Art. 8

Governance

These are necessary bodies of the Association:

- a) the Members' Meeting;

- b) the Board of Directors;
- c) the President;
- d) the Vice-President;

without prejudice to the right of the Board of Directors: to assign specific internal delegations (such as, by way of example and without the exclusion of others, those of: secretary, treasurer, etc.) to appoint bodies to assist the Board of Directors (such as, by way of example and without the exclusion of others: study commissions; permanent technical-scientific committees and/or for ad hoc initiatives, etc.).

Art. 9

Shareholders' Meeting

The Assembly of the members is composed of all those enrolled in the register of members who have paid the membership fee for the year in which the Assembly is held and is the sovereign body of the association.

The Assembly can be held, as provided by the President who has the power / duty to convene it, both in ordinary and extraordinary (or convened in extraordinary seat by the majority of the Board of Directors or by 10% of members who request it to the Board of Directors):

- entirely/integrally off-line, then in a physically determined seat/place and with the physical presence of the members;
- entirely/integrally online, then through a dedicated ad hoc platform, having to ensure the identifiability of the participants - the actual participation and the possibility of intervention and voting;
- preferably, at the same time and jointly in both the previous ways, i.e. in the same context of the meeting, there may be both the possibility to participate/intervene/vote off-line and the possibility to participate/intervene/vote online;

The Assembly is convened at least once a year, within the month of April, to verify the activities carried out, approve the final balance (including the social report) and the budget, elect the Board of Directors that has in the meantime fulfilled its five-year mandate and give the guidelines of the Association.

The Assembly is convened in ordinary and/or extraordinary way by the President, or in extraordinary way it can be requested by the majority of the Board of Directors or by the 10% of the members.

The Assembly must be convened by posting a notice at the registered office, also by publication on the website of the Association and by communication sent to the personal area of the website of each member, at least 15 days before the date set.

The Assembly is validly constituted in first call with the presence of at least half plus one of the members, in second call whatever the number of participants and decides, unless otherwise specified in the statute and/or legislation, by an absolute majority.

Each member has the right to only one vote and participation by proxy is excluded.

Before starting, the Assembly must appoint its own president, different from that of the Association. It has the task of: reading the agenda at the opening of the meeting; accepting questions, questions, motions and amendments; maintaining the order of business for the meeting and ensuring that each individual member can express their opinions undisturbed; ensuring that the agenda is respected; checking the results of votes counted by the Secretary; giving readings of the results of approved motions and the final text of all resolutions adopted by the meeting.

Secretary of the Assembly is usually the Secretary of the Association, in case of his vacancy, the Assembly, on the recommendation of the President of the same, proceeds to confer the appointment to a member.

The meetings of the Assembly are summarized in minutes drawn up by the Secretary, signed by the President and collected in a book of minutes of the Assembly. These minutes are accompanied by the resolutions, balance sheets and statements approved by the Shareholders' Meeting.

The minutes shall always be deposited at the registered office and may be consulted by any member. Furthermore, an excerpt of the minutes, of the deliberations, of the balance sheet and of the reports must be communicated to the members by means of an insert in the Association's newsletter, publication on the web site and in the personal area of each member.

Art. 10

Board of Directors

The Board of Directors remains in office for three years and is composed of 3 to 5 members, chosen/elected from among the members of the Assembly, to which are added by right (therefore not by election as the previous ones), also in order to constitute historical memory of the activity of the outgoing

board and to give stability of governance, for a second consecutive term, the outgoing President, with the title of Past-President and an outgoing councillor from the aforementioned Past-President chosen and designated for the purpose before the Assembly votes for the renewal of the Board of Directors (so that the Board of Directors in its final formation will consist of 3 to 5 members elected plus 2 by right, or depending on the number of elected councillors may be composed as follows: 3+2; 4+2; 5+2), both the said members of the Board of Directors have the same power/duty/rights as those of the elected directors.

The elected directors who for any reason have to terminate their mandate early will be replaced by members who have obtained the highest number of votes among the non-elected and will remain in office until the natural expiration of the council.

The directors by right (Past-President + an outgoing director) who for any reason have to terminate their mandate early will not be replaced for the remaining duration of the council.

The Board of Directors, in the first meeting, must provide for the appointment of the Vice-President, then if deemed appropriate to the appointment of the Secretary and the Treasurer, also giving further delegations that it will consider appropriate for its best operation.

The President convenes the Board of Directors at least once every three months, by posting at the time of the convocation and the agenda at least 15 days before, then sending the convocation by e-mail and publishing it both on the site and in the personal area of each Director.

The Board of Directors is invested with the widest powers of administration and management of the Association, then decides on the initiatives to be taken and on the criteria to be followed for the achievement of the purposes and social purposes, then implements the resolutions of the shareholders' meetings and provides for the general management and direction, administrative / economic, of the Association.

In any case, it must provide for the admission of members, the exclusion and withdrawal of members, must draw up financial statements and reports, keep the company books, including the members' book, and provide for anything else necessary for the operation of the body.

It is in its power to draw up regulations governing the activities of the Association, or to appoint technical-scientific committees and/or permanent and/or ad hoc commissions, and then to appoint external control and/or audit bodies (such as, by way of example but not limited to: board of statutory auditors - auditor - auditor - supervisory body - etc.).

The Board of Directors deliberates by absolute majority and in case of a tie the President's vote prevails.

Art. 11

Chairman

The President of the Association and therefore of the Board of Directors is the member who has obtained the highest number of votes during the renewal of the administrative body of the Association.

The President is the legal representative of the Association, convenes and chairs the Board of Directors and convenes the Assembly of members. In case of his absence he is replaced by the Vice-President. He can delegate for technical tasks and particular functions of representation other members of the Board of Directors or other members.

In urgent cases, the President may take any action necessary for the protection of the interests of the Association, with subsequent ratification by the Board of Directors.

Art. 12

Secretary / Treasurer

The Secretary draws up the minutes of the Assembly of the members, of the meetings of the Board of Directors and the other associative books; he takes care of the exposition in the registered office of the convocation of the assemblies of the members, of the meetings of the Board of Directors with relative agenda, and of the social regulations; he carries out all the duties of secretariat that are entrusted to him by the Board of Directors.

The Treasurer, without prejudice to the possibility of delegating, in accordance with the regulations in force, any activity to consultants and/or data processing companies external to the Association, keeps and processes the accounts, the books of account and the cash register, draws up the balance sheets, takes care of payments and receipts, according to the indications given by the Board of Directors.

Art. 13

Electiveness/ Concessionary

The offices of the organs of the Association are elective (subject to the transitional rule at the bottom of this statute) and free of charge.

Art. 14

Offices Renewal

The renewal of the Board of Directors, during the Assembly for this purpose, must be done through the preparation of a ballot paper, both for the off-line and for the on-line hypothesis depending on how the Assembly will be held, in which the member-elect can indicate as many names of associates as there are numerically members of the Board of Directors to be appointed, including at least one among the outgoing directors, the rest, or all if it is not possible to elect at least among those outgoing, among all members.

The members who have obtained the highest number of votes will be elected as members of the Board of Directors.

The Director who has obtained the greatest number of votes will be elected to the office of President of the Board of Directors - then of the Association.

In all cases of equality will proceed for seniority.

TITLE III: ASSETS AND FINANCIAL YEAR

(ECONOMIC MANAGEMENT)

Art. 15

The Association draws the economic resources for the operation and performance of its activities from:

- membership fees and contributions of members;
- subsidies and contributions from private individuals or institutions, national or foreign;
- revenues deriving from marginal or occasional commercial and productive activities and/or within the terms allowed by current regulations;
- reimbursements deriving from agreements;

- services rendered, within the scope of what is provided between the purposes and purposes of the Association, to members and / or third parties within the limits of the law;
- donations, legacies and rents of movable or immovable property received by the Association for any reason;

Art. 16

The financial year closes on 31/12 of each year. The Board of Directors, within sixty days from the end of the financial year, shall draw up the final financial statements (supplemented by the social balance sheet) and the budget to be submitted for approval to the annual ordinary shareholders' meeting. The final financial statements (supplemented by the social balance sheet) must remain deposited in copy at the headquarters of the Association and published on the site, during the fifteen days preceding the meeting and until it is approved.

The final financial statements, unless otherwise provided by the laws in force, is composed of an economic statement and a financial statement; the economic statement analytically highlights the expenses and income according to cash criteria, the financial statement highlights the financial situation of the Association listing separately the liquidity, debts, credits, the estimated value of the stock and other movable and immovable property owned by the Association.

The balance sheet must show the assets, contributions or legacies received.

It is forbidden to distribute, even indirectly, profits or surpluses as well as funds, reserves or capital during the life of the Association, unless the destination or distribution is not required by law.

Any surplus management will be entirely allocated to the pursuit of the purposes and purposes of the Association.

Art. 17

Control body

He is appointed in the cases provided for by Legislative Decree 117/2017

If appointed:

- It monitors compliance with the law, the articles of association and the principles of correct administration.
- It monitors the adequacy of the organisational, administrative and accounting structure and its actual functioning.
- It also carries out the accounting control in the event that a person in charge of the statutory audit is not appointed or in the event that one of its members is a statutory auditor registered in the appropriate register.
- It carries out tasks of monitoring compliance with civic, solidarity and social utility objectives.
- It certifies that the social report has been drawn up in compliance with the provisions of the law.
- The social report acknowledges the results of the monitoring carried out.
- The members of the control body may at any time carry out inspections and controls, and to this end, they may ask the directors for information on the progress of company operations or on certain business transactions.

Art. 18

The board of auditors, if appointed, has an administrative control function, is composed of three members, and is elected by the assembly even from among non-members.

The Board of Auditors shall remain in office for the duration of the Governing Council and shall be eligible for re-election.

It controls the administration of the association, the correspondence of the balance sheet to the accounting records and monitors compliance with the Statute. It may participate in meetings of the Board of Directors and in meetings without voting rights, and prepares its own annual report on the final balance sheet.

TITLE IV - PROVISIONS FOR REVISION AND DISSOLUTION

(MISCELLANEOUS I)

Art. 19

Any amendments to the present Articles of Association must be decided by the Shareholders' Meeting with a two-thirds majority of the participants. The Assembly is validly constituted on first call with the participation of at least half plus one of the members, on second call whatever the number of participants.

Art. 20

The dissolution of the Association, as well as the devolution of the residual assets, is decided by the General Assembly with the favourable vote of at least two thirds of the members.

In case of dissolution of the association, for whatever reason, its assets, will be compulsorily devolved to other bodies of the third sector, as provided for by Legislative Decree 117/2017 with similar purposes, or in favor of interventions relating to the social utility in the field referred to the finalities and purposes of the Association, such as, for example, scholarships, scientific research, etc., unless otherwise required by law.

TITLE V - FINAL AND TRANSITIONAL PROVISIONS

(MISCELLANEOUS II)

Art. 21

The Association, for the best management and operation of the same, will have to make, in an absolutely preferential way, the widest possible use of the existing systems and computer models / telematics (so-called online) and / or assimilated.

Art. 22

For all matters not envisaged by-laws, the rules established by the Italian Civil Code and subsequent regulations in force from time to time on the subject (including Legislative Decree 117/2017 and subsequent amendments and additions) shall apply.

Art. 23

With the exception of the first mandate of the Board, the composition of which is established by the Constitutive Act, the Board of Directors of the Association will be composed as indicated above (sub. Art. 9), i.e. from 3 to 5 members elected plus (i.e. that are added) 2 members by right (Past-President and an outgoing councillor indicated by the latter) from the immediately following second mandate.