

STATUTE

Name, Sites and Aims

1st item

- 1) The **"ONLUS ASSOCIATION FOR THE CHILD CEREBRAL TUMOURS RESEARCH"**, (**"ONLUS ASSOCIAZIONE PER LA RICERCA SUI TUMORI CEREBRALI DEL BAMBINO"**), is a no-profit association (ONLUS) based on the law 460/1997, has no profit aims, is determined to pursue purposes of social solidarity only and to give benefits to disadvantaged people as per defined by the item 10-1-a-3 of the law 460, April 12th 1997, making financial or natural donations to the Public Scientific Institute "Giannina Gaslini" in Genova to perform:
 - a) The financial coverage of projects oriented to the research and the study of the child cerebral tumours, to develop therapies and cares of these related pathologies;
 - b) The financial support intended to build and maintain works and services for children affected by cerebral tumour and for the assistance to their parents or tutors;
 - c) The contribution to the projects that protect and promote the rights of the child affected by tumour pathology who is a patient in the Institute structures.The ONLUS Association is forbidden to develop activities that are different from the ones defined as its own aims and must develop the activities linked to them in the respect of the limits of current laws.
The acronym ONLUS will be used in the Association name and in any distinctive sign and public communication.
The ONLUS will provide the communications requested by "Direzione Generale delle Entrate del Ministero delle Finanze". Any following change that should define the loss of the ONLUS qualification will be communicated to the above Government Department.
The contents and the structure of the organisation are inspired to solidarity, democracy and transparency principles, to allow the real participation of the volunteers to the life of the organisation itself.
- 2) The Association, founded for an undefined period, is a no-profit organisation, independent from any political and religious movement, as per the values ratified by the "Costituzione Italiana".
- 3) The legal residence is at the Scientific Institute "Giannina Gaslini", Unità Operativa di Neurochirurgia, (Neurosurgery Operational Unit) Largo G. Gaslini 5, 16147 Genova. The administration residence is decided and for modified any motivation by the Management Committee.
- 4) The Management Committee can decide to open and close secondary residences, delegations and peripheral offices, all over the world.
- 5) The Association is managed following the current statute rules, the laws of the Italian "Codice Civile", and the current and ongoing disposals related to the associations management.

Financial Resources

2nd item

- 1) The Association revenues are Association shares, voluntary contributions from the members themselves, voluntary contributions from private people, contributions from Government, Regions, Local and public Government Organisations, International Organisations, inheritances, donations and legacies, marginal commercial and production activities, rentals from mobile or fixed assets received by the Association based on different claims and contributions from other Associations and any additional entry provided by current legal disposals.
- 2) The Association estate is fully bound to perform the statutory aims.

- 3) Management incomes are bound to increase the Association assets to be used to perform the Association aims.
- 4) It is forbidden the direct or indirect distribution of incomes, residuals, funds, statutory reserves and capitals, during the life of the Association. The same distribution can only be imposed by the law or directed to other ONLUS that are part of the same structure as defined by the law, the statute or any different rules.
- 5) The possible Association shares are only personal and not revaluable.

Association Organisation

3rd item

- 1) The Association is made up of:
 - a) The Members Assembly
 - b) The Management Committee
 - c) The President
 - d) The Vice President
 - e) The Auditors Council

All the offices are free.

Members

4th item

- 1) The Association has a democratic structure, the members freedom and dignity is fully respected, with the regular discipline of the Members associative relation. Each member with single right to vote to nominate the Association Bodies, to approve and modify the statute and the Association regulation. There is no limit to the rights of the Members in relation to the geographic distance from the legal residence.
- 2) All the members jobs and activities are free.
- 3) All the people interested in the Association activities and who share its aims can become Association Members. The adhesion request must be addressed to the Management Committee by letter.
- 4) The Member who wants to resign from the Association must communicate the request by letter to the Management Committee.
- 5) A Member will be excluded from the Association whenever his/her behaviour does not confirm to the Association statute and aims and in case of absence without justification to the social life of the Association and in case of the Association share is not paid in due time. The Management Committee can decide the exclusion of a Member explaining the reasons for this decision and the resolution must be communicated to the Member with return receipt letter by mail or delivered directly. The Member can have recourse against the Committee resolution. It is intended that the Member accepts the resolution if no recourse is presented within 15 days after receiving the resolution.

Members Assembly

5th item

- 1) The Members Assembly is convened at least once a year at the Association legal residence or any other location. It is called by the Management Committee, which defines the meeting topics and it is communicated to the Members at least 20 days before the defined date. For urgent problems the time is reduced to at least 5 days. The call will be performed via mail, e-mail, fax, telex and telegram. In any case, the Members Assembly must be convened in the first quarter every year to agree (or disagree) on the income and financial statement.
- 2) The call can be requested by a minimum of 10% of the Members with a written and documented motivation.
- 3) The first level Assembly Members call is valid if the 50% of the active Member plus one are present or represented with a written valid proxy.
- 4) The second level Assembly Members call is valid no matter how many members are present or represented.
- 5) Each Member can be represented by another Member. Each Member cannot represent more than three Members.
- 6) Since some Members live in sites very distant from the legal residence or can have logic difficulties in taking part in the Members Assembly, the Management Committee will accept the written suggestions and the vote from the Members with problems as above: the communication must arrive at the Assembly Members site at least the day before the date of the Assembly.
- 7) The Members Assembly decides by a majority of votes. All the Members over 18 years old have the right to vote for the statute approval and modifications and the representatives of the Association Bodies.
- 8) As for the Statute modifications, the two third of the Members must be present or represented, rounding up to the next unit. The vote is valid with the majority of the Members.
- 9) The Members who do not vote are not calculated as voters.
- 10) In case of pair votes result, the President vote decides on the matter.
- 11) At the beginning of every Members Assembly, the Assembly itself appoints the Assembly President and the Secretary chosen between the present Members. The Secretary compiles the Assembly resolution minutes. The Assembly minutes must be underwritten by the Assembly President, the Secretary and by the Scrutineers, in case of voting.
- 12) The Members Assembly can modify the current statute but cannot modify the Association aims.

Voting for the Bodies of the organisation

6th item

- 1) Each Member must declare his/her vote. The Members who are not present at the voting but requesting to participate at it can express the vote with a written and signed communication sent to the administrative residence, via mail, e-mail, fax and telex, no later than the day before the assembly date.

- 2) The Assembly President appoints two Scrutineers chosen among the present Members. The Scrutineers verify the voting regularity, underwrite the voting minutes jointly with the Assembly President and Secretary.
- 3) The voting results are proclaimed by the Assembly President.

Management Committee

7th item

- 1) The Management Committee has as minimum of three association Members, elected by the Assembly Members. The number and the Members of the Management Committee are defined on the act of partnership when the Association is born. The Management Committee is in charge for three years and its Members can be re-elected.
- 2) In case of death or resignation of a member of the Management Committee, before his/her mandate ends, the Management Committee will decide the substitution with a forced nomination. These Members remain in charge up to the following assembly. The Member Management Committee job is free.
- 3) The Management Committee has all the power to decide about the activities to be done and the related criteria, to guarantee the achievement and the fulfilment of the Association aims as well as the ordinary and the extraordinary management.
- 4) Some detailed responsibilities of the Management Committee:
 - a) Defines the lines to accomplish the statutory activities, defines the execution modalities and responsibilities, controls the related results;
 - b) Decides the Members admittance and resignation;
 - c) Decides the Association activities and initiatives, the collaboration with third parties, the designation of some Members to carry on particular and dedicated jobs to achieve the Association aims;
 - d) Approves the budget, the research status, the financial and the income statement to be presented to the Members Assembly;
 - e) Defines the rules and obligations to distribute financial resources;
 - f) Defines the amount of the Members share and the related terms and conditions.
- 5) Assigns and revokes proxies.
- 6) The Management Committee appoints its President and its Vice President. They remain in charge as long as the Management Committee.
- 7) The Management Committee is convened at least quarterly at the Association residence or at any other place by the President or his/her substitute, who defines the agenda. The convocation is sent to the Management Committee components via mail, e-mail, fax, telex at least 5 days before the meeting date or the day before in case of urgency. Two or more Members can call the meeting proposing the subject to be voted.
- 8) The decisions of the Management Committee are taken at majority of the present Members. In case of pair result the President vote defines the decision.
- 9) The Management Committee decisions are valid if the Members at the meeting are more than 25% of the Members.
- 10) The Association President is the legal representative of the Association.

Auditors Council

7th-bis item

- 1) The Auditors Council is formed by three Members that appoint the Auditors Council President. The Members can be Association members or no-members. They are in charge for three years and the members can be re-elected.
- 2) In case a Member of the Auditors Council Members dies or resigns, before the mandate ends, the Management Committee will decide the substitution with a forced nomination. These Members remain in charge till the following ordinary assembly. The job of a Member of the Auditors Council is free.
- 3) The Auditors Council have at least a quarterly meeting to verify the accounting completeness and before the end of any first quarter of the year expresses its opinions on the Financial Report to be proposed to the Members Assembly for the final approval.

Financial Report

8th item

- 1) Within the end of March of every year, the Management Committee must define the budget to be proposed to the Association Members Assembly for the final approval.
- 2) Within the end of March of every year, the Management Committee must complete the Financial Report to be proposed to the Association Members Assembly for the final approval.
- 3) The Financial Report must be accompanied by the Management Committee report about the ongoing management, underlining, in dedicated parts, the realisations, the results achieved and the comments of the Auditors Council.

Dissolution

9th item

- 1) If the Association goals are not achievable or the Association should be dissolved for any cause, the residual assets after the final settlement will be donated to other ONLUS, after council of the "Organismo di Controllo" as per law n. 662, item 3-190, Dec. 23rd 1996, if not defined differently by current laws.
- 2) The dissolution final decision must be decided by the Members Assembly with manifest vote and the majority of the two third of current adult Association Members.

Final statement

10th item

- 6) About the whole matter not covered in the current statute, the laws of the Italian "Codice Civile" will be expected and the related fulfilment, and the current and ongoing disposals related to the no profit associations.