**ITALIAN ASSOCIATION OF BIOMEDICAL EQUIPMENT SERVICES**

**Statute**

## Article 1 – Establishment, Name, and Registered Office

1. An association without profit-making purposes is established pursuant to Articles 36 and following articles of the Civil Code, named "Associazione Italiana Manutenzione Apparecchiature Biomedicali", abbreviated as AISAB (hereinafter, the "Association"), among companies operating in the sectors of integrated management of medical devices and biomedical technologies, maintenance, technical assistance, repair or refurbishment of multi-brand, multi-product biomedical equipment and medical devices, sale of refurbished and/or compatible materials and spare parts, safety verification, and functional or quality control of biomedical equipment and Medical Devices in their broadest sense and as defined by European sector directives and national regulations.

2. The Association has its registered office in Milan (MI), Via [...]. The Board of Directors has the authority to establish operational offices or local branches in other cities throughout the national territory by resolution, without this constituting an amendment to this statute.

3. The duration of the Association is unlimited, barring dissolution resolved in accordance with this statute.

4. It adopts its own Code of Ethics, which constitutes an integral part of this statute, basing its organizational methods and behaviors upon it and committing its members to compliance therewith.

5. It may join national, European Union, and international organizations and entities, and may establish delegations or branch offices, determining their organization and duties.

## Article 2 – Purpose

1. The Association is apolitical and non-profit. It brings together companies operating in the sector of integrated management and maintenance of biomedical equipment, in the broadest sense as indicated in Article 1, paragraph 1 above. It pursues the following objectives:

•Promotion of the holistic One Health vision, understood as a healthcare model characterized by the integration of diverse disciplines and based on the recognition that human health, animal health, and ecosystem health are inextricably linked.

•Promotion of the culture of legality and ethical-social, economic-financial, environmental, and energy sustainability as competitive levers for the development of the sector.

• Promotion and dissemination of quality standards through the development, promotion, and adoption of high technical and organizational standards in maintenance services and technical assistance for medical devices, in order to ensure their availability, safety, and effectiveness for healthcare professionals and patients.

• Promotion in Italy of the "Right to Repair" culture so that its guiding principles are extended to the maintenance of biomedical equipment and medical devices, ensuring operational autonomy for qualified entities.

• Representation and protection of members' interests, within the limits of this statute, before institutions and public administrations, economic, political, and trade union organizations, regulatory and standardization bodies (national and international), and any other component of society, promoting the common interests of the sector.

• Training and professional development through the organization of courses, seminars, workshops, and other initiatives aimed at enhancing members' skills and fostering continuous updating on best practices and technological and regulatory innovations in the sector.

• Collaboration and networking by encouraging cooperation among members and the exchange of information, experiences, and best practices. The Association may promote working groups and technical committees on specific topics (e.g., quality standards, safety, innovation), as well as establish partnerships with other related organizations and associations (such as the Italian Association of Clinical Engineers – AIIC) to achieve common goals in the healthcare and technological fields.

• Dissemination of the culture of maintenance, raising awareness among the public, institutions, and healthcare facilities regarding the importance of qualified and timely maintenance of biomedical equipment as a key factor for patient safety, continuity of care, and optimization of healthcare costs.

2. To pursue the objectives listed above, the Association shall adopt and enforce a binding code of ethics and professional conduct for all members, committing them to observe high standards of integrity, transparency, and professionalism in the exercise of their business activities. The Association may carry out all activities permitted by law, including, by way of example: the publication of studies, guidelines, and sector research; the organization of conferences, exhibitions, and public events; participation in technical roundtables or institutional hearings; the conclusion of collaboration agreements or conventions with public or private entities; and any other initiative useful for promoting the statutory purposes.

**Article 3 – Members and Categories of Membership**

1. Founding Members: Those who signed the original deed of incorporation.
2. Ordinary Members: Legal entities (companies, corporations) established under one of the corporate forms provided for by the general legal system, operating predominantly in the sector of integrated management of medical devices and biomedical technologies, maintenance, technical assistance, repair or refurbishment of multi-brand, multi-product biomedical equipment and medical devices, sale of refurbished and/or compatible materials and spare parts, safety verification, and functional or quality control of biomedical equipment and Medical Devices. Each Ordinary Member that is a legal entity participates in assemblies through a designated representative.
3. Supporting Members (or Partners): Entities (natural persons, businesses, or organizations) that do not possess the requirements to be classified as ordinary members, yet share the objectives of the Association and intend to support its activities, or possess characteristics of complementarity and economic alignment with the profile of an Ordinary Member (e.g., professional associations in the healthcare sector, research bodies, universities, Medical Specialty Schools, Technical Higher Education Institutes [ITS], foundations, patient associations, consumer associations, etc.). Supporting Members contribute to the resources of the Association with a fee or established contribution and may participate in association life in an advisory capacity, but do not hold voting rights in the Assembly (unless otherwise resolved by the Assembly for specific cases).
4. Honorary Members: The Assembly, upon a proposal by the Board of Directors, may appoint as Honorary Members natural persons of particular prestige or experience, or those who have made significant contributions in the field of management and maintenance of medical equipment or in favor of the Association's objectives. Honorary Members are exempt from paying membership dues. They may be invited to participate in association activities and assemblies in an advisory capacity, but they do not have voting rights nor can they hold elective office (unless otherwise decided by the Assembly).
5. All members, of any category, are required to comply with this statute, any internal regulations, and the resolutions of the association's governing bodies. Membership status is strictly personal (for natural persons) or pertains directly to the member entity (for companies/entities) and is non-transferable to third parties, except through universal succession or corporate transformation/merger, subject to prior approval by the Board of Directors.

**Article 4 – Admission Criteria and Membership Procedure**

1. Admission to the Association as a member (ordinary or supporting) is contingent upon meeting the required criteria and accepting the Association's objectives. In particular, candidate Ordinary Members must demonstrate: • That they actively operate within the scope of the activities defined in Article 1, paragraph 1, share and commit to complying with the code of conduct and quality standards promoted by the Association; • The absence of conflicts of interest with the Association's purposes.
2. Anyone wishing to join the Association must submit a written application for admission to the Board of Directors, containing information on the activity performed and an explicit declaration of acceptance of this statute, all rights and obligations deriving from it, and the Association's Code of Ethics. For legal entities, the application must be signed by the legal representative.
3. The Board of Directors examines admission applications at the first useful meeting following receipt, subject to preliminary investigation by the Board of Arbitrators regarding compliance with the qualitative requirements—transparency, integrity, soundness, reliability—required by the Code of Ethics and Association Values. Admission is resolved by the Board of Directors by a majority of those present through a public vote. In the event of an application rejection, the Board of Directors shall communicate the reasons in writing to the applicant; the latter may submit a written appeal to the General Assembly, which shall make a final ruling at its next meeting.
4. Following acceptance, the new member must pay the annual membership fee (and any one-time registration fee, if applicable) within the specified deadlines. Only after the fee has been paid is the registration considered complete and the member fully acquires the rights deriving from membership status.
5. The appointment of an Honorary Member takes place by resolution of the Assembly, upon a reasoned proposal from the Board of Directors, and does not require an application from the interested party. Acceptance by the appointee ratifies their registration in the appropriate category.

### Article 5 – Rights and Duties of Members

1. Founding and Ordinary Members have the right to actively participate in the life of the Association. In particular, they have the right to attend General Assemblies, vote on resolutions, and run for and be elected to association offices, in accordance with the procedures set forth in this statute. Legal entities exercise their voting right through their designated representative.
2. Supporting Members and Honorary Members may attend Assemblies and contribute to discussions, if invited, but do not exercise voting rights (barring any derogation resolved by the Assembly). They may not hold office in the

Board of Directors reserved for Ordinary Members, but they may be involved in advisory committees or working groups of the Association for their specialized contributions.

3. All members have the right to make use of the services, initiatives, and opportunities offered by the Association in compliance with the corporate purposes (e.g., participating in training courses, receiving publications and updates, using any trademarks or quality certificates granted to members, etc., in accordance with established rules).
4. Members have the duty to:

- Comply with this statute, any internal regulations, and resolutions adopted by the corporate bodies;
- Maintain behavior consistent with the principles of loyalty, fairness, and cooperation toward other members and the Association;
- Contribute, to the best of their ability, to association activities and the pursuit of common objectives;
- Pay annual membership fees and any additional contributions resolved upon promptly, in accordance with established procedures;
- Refrain from any conduct that could cause moral or material damage to the Association or compromise its objectives. In particular, members commit to not engaging in practices contrary to the quality standards and Code of Ethics of the Association while exercising their professional activity.

5. Membership in the Association may not be used for personal profit. Members are prohibited from using their position within the Association in a manner incompatible with the corporate purposes or detrimental to its image and credibility.

**Article 6 – Termination of Membership**

1. Voluntary Resignation Any member may submit voluntary resignation from the Association by providing written notice via certified email (PEC) or registered mail with return receipt to the Board of Directors by September 30 of each year. Resignation takes effect on December 31 of the year in which it is communicated and does not entitle the member to a refund of fees paid for the current year. The resigning member is required to fulfill any obligations already assumed toward the Association up to the effective date of the resignation.
2. Withdrawal Due to Statutory Amendments Members who vote against statutory amendments concerning the objectives and purposes indicated in Article 2 are granted the right to withdraw from the Association. Withdrawal must be communicated in writing via certified email (PEC) or registered mail with return receipt to the Board of Directors within 30 days of the

deliberation. The withdrawal takes effect immediately upon communication, but does not entitle the member to a refund of fees paid for the current year.

3. Exclusion of a Member The exclusion of a member from the Association may be resolved by the Board of Directors upon the opinion of the Board of Arbitrators, with the favorable vote of at least two-thirds of its members, for serious reasons, such as, by way of example: a) violation of the statute, internal regulations, or the code of ethics; b) conduct gravely contrary to the objectives or image of the Association; c) improper or damaging conduct toward other members or third parties in the exercise of professional activity, such as to compromise the reputation of the sector or the Association; d) irreconcilable conflicts of interest with the Association. The exclusion procedure must respect the member's right to a defense. The member must be notified in advance in writing of the specific charges and given the opportunity to provide their justifications to the Board of Arbitrators within 15 days of receiving the notice. The Board of Arbitrators must issue its opinion within 30 days of receiving the justifications and send the reasoned opinion to the Board of Directors. The Board of Directors will evaluate the appropriate actions to be taken. Any resolution of exclusion must be reasoned and communicated in writing to the member concerned. The member may file an objection against the exclusion resolution with the judicial authority within six months of the communication, pursuant to Article 24 of the Civil Code.

4. Forfeiture Due to Default Failure to pay the annual membership fee for a period exceeding six months from the due date constitutes default. The Board of Directors, following a written reminder that remains unanswered for at least 30 days, may declare the member's forfeiture due to default. A member who has forfeited membership due to default may be readmitted, at the discretion of the Board, only after settling the back dues and any default interest at the legal interest rate.

5. Suspension for Insolvency Proceedings In the event of bankruptcy declared by a final judgment, the Board of Directors has the power to resolve the suspension of the membership relationship from the date of the bankruptcy declaration judgment. For other insolvency proceedings, including composition with creditors with business continuity, the Board of Directors has the power to resolve the suspension of the membership relationship, with effects also on contribution obligations, in the event of excessively protracted timelines or particularly complex situations.

6. Termination Due to Cessation of Business In the event of the definitive cessation of the member's business activities, the membership relationship

terminates automatically from the date of business cessation, subject to notification to the Board of Directors. Such termination does not entitle the member to a refund of fees paid for the current year.

7. Effects of the Termination of Membership Resignation, withdrawal, exclusion, forfeiture, or termination for any cause entails the loss of membership status and of any right to the association's assets. The outgoing member is not entitled to a refund of membership dues paid, nor to any share of the Association's assets.

**Article 7 – Governing Bodies of the Association** The governing bodies of the Association are:

1. The General Assembly of Members;
2. The Board of Directors;
3. The President (optionally assisted by one or more Vice Presidents);
4. The Technical-Scientific Advisory Committee (optional body);
5. The Board of Statutory Auditors (optional body);
6. The Board of Arbitrators;
7. Any additional bodies or committees established by the Assembly for specific needs, in compliance with current regulations.

   From the establishment of the Association and until the holding of the first General Assembly of Members, to be convened within six months of the deed of incorporation, the appointment and composition of the association bodies are reserved exclusively to the Founding Members.

**Article 8 – General Assembly of Members**

1. The Assembly is the sovereign body of the Association and is composed of all members entitled to vote (i.e., Founding Members and Ordinary Members up to date with fee payments). Supporting Members and Honorary Members, as well as any guests or experts authorized by the Board of Directors, may also participate in the Assembly's work in an advisory capacity, without voting rights. Members not up to date with their fee payment obligations may still participate in assembly proceedings, but without voting or speaking rights. Members not in arrears regarding contribution payments cannot receive a proxy from another member.
2. Companies currently subject to disciplinary measures suspending their membership relationship may not participate in the Assembly and cannot receive a proxy.
3. The Assembly meets in ordinary session at least once a year, by April 30 of each year, to approve the financial statements for the previous year.

previous year and the budget for the current year, as well as to resolve on other matters placed on the agenda by the Board of Directors. The Ordinary Assembly also provides for the periodic election of the President, the members of the Board of Directors, the Board of Arbitrators, and any other statutory bodies.

4. The Assembly meets in extraordinary session when convened by the Board of Directors (on its own initiative) or upon the reasoned request of at least one-third of the Ordinary Members. The Extraordinary Assembly resolves on amendments to this statute, the dissolution of the Association, and any other matter within its jurisdiction provided for by law or the statute.

5. The convocation of the Assembly (ordinary or extraordinary) is carried out by the President, upon resolution of the Board of Directors, by means of a written notice sent to all members (including via e-mail or other electronic means) at least 15 days before the set date. The notice must contain the agenda, date, time, and location (physical and/or virtual) of the first and any subsequent second call. In the case of an assembly held electronically or in a hybrid format, the notice specifies the procedures for remote connection, ensuring the identification of participants and the regular conduct of debate and voting.

6. The Assembly is validly constituted, on first call, with the presence (including by proxy and through telecommunication means that guarantee identification, participation, and exercise of voting rights) of at least half of the members entitled to vote. On second call, the Assembly is valid regardless of the number of voting members present. Each voting member may be represented by another member through a written proxy; however, each member present may not represent more than three other members. Proxies must be delivered to the President of the Assembly at the start of the meeting and recorded in the minutes.

7. The resolutions of the Assembly, both ordinary and extraordinary, are adopted by a simple majority of valid votes cast by those present, except in cases for which this statute requires qualified majorities. In particular, resolutions amending the statute require the favorable vote of at least two-thirds of the voting members present; the resolution for dissolution requires the majorities indicated in Article 16.

8. The Assembly is chaired by the President of the Association or, in their absence, by the Vice President; in the absence of both, by another member of the Board of Directors designated by the Assembly. The President of the Assembly appoints a Secretary (who may also be chosen from non-members) to draft the minutes. The minutes, signed by the President and the Secretary, are transcribed into the Assembly's minute book and remain available for consultation by the members.

9. In the Assembly, each member disposes of a number of votes proportional to the turnover declared for the application of the contribution referred to in Article 13, based on the table contained in Annex A, an integral part of this statute.

**Article 9 – Board of Directors**

1. The Board of Directors is the management and administrative body of the Association. It is elected by the Assembly of Founding and Ordinary Members. The Board of Directors is composed of an odd number of members between 3 and 9, as resolved by the Assembly at the time of election. Candidates for the Board must belong to the Founding and/or Ordinary Members (or, in the case of legal entities, must be designated representatives of the member companies). No more than one designated representative for each Ordinary Member may be elected to the Board of Directors. Founding Members, however, may designate and elect more than one of their representatives. Any representatives of Supporting Members may be co-opted by the Board in an advisory capacity, but without voting rights within it.

2.The members of the Board of Directors serve for a term of 3 years and are eligible for re-election. In the event of the early termination (due to resignation, forfeiture, or other cause) of a board member, the Board may co-opt the first non-elected candidate (if available) or another suitable person chosen from the Founding and/or Ordinary Members, requesting ratification at the subsequent Assembly. If the majority of elected board members lapses, the entire Board is deemed to have fallen, and the President, or the Vice President in their stead, must urgently convene the Assembly for the election of a new Board. The most recent Past President is a permanent invitee to the Board of Directors without voting rights, provided they represent a regularly associated company and hold no political office.

3.The Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the Association, without prejudice to those expressly reserved to the Assembly by this statute. In particular, the Board is responsible for:

• The implementation of policy guidelines and activity programs resolved by the Assembly;

• The preparation of the preliminary budget and the annual financial statement/balance sheet, to be submitted to the Assembly for approval;

• The determination of the amount of annual membership fees and any extraordinary contributions (within the limits and according to the criteria possibly established by the Assembly or the internal regulations);

• Resolving on admission applications of new members and the possible initiation of disciplinary procedures against members (reprimands, suspensions, or proposals for exclusion) upon investigation by the Board of Arbitrators;

• The convocation of ordinary and extraordinary Assemblies and the definition of the agenda;

• The conclusion of all acts and contracts necessary for carrying out association activities (e.g., partnership agreements, service contracts, participation in projects, etc.);

• The establishment of commissions, committees, or working groups for the pursuit of specific objectives or projects within the scope of the corporate purposes, optionally appointing their coordinators;

the appointment, if necessary, of employed personnel and external consultants or collaborators for the performance of association activities, determining their duties and compensation in compliance with available resources; • any further power or task not expressly reserved to other bodies by law or by this statute.

4. The Board of Directors meets, upon convocation by the President, as a rule at least quarterly and whenever deemed necessary by the President himself or requested by at least one-third of the board members. Meetings may also be held via electronic means (videoconference), provided that the possibility for all participants to take part in the discussion and voting in real-time is guaranteed.

5. For the validity of the Board's resolutions, the presence of the majority of its incumbent members is required. Resolutions are adopted by a majority of those present; in the event of a tie, the vote of the person chairing the meeting (normally the President) prevails. Minutes of each meeting are drafted by the Secretary, signed by the President and the Secretary themselves, and kept in the records of the Association.

6. The members of the Board of Directors are entitled to the reimbursement of expenses incurred and documented in the interest of the Association. The Board of Directors may also establish any compensation or allowances for the performance of its functions.

**Article 10 – President, Vice President, and Other Offices**

1. The President of the Association is elected directly by the Assembly. The President serves for the duration of the Board of Directors and is re-eligible. In the event of consecutive re-election, the maximum limit of re-eligibility is equal to two terms.
2. The President holds the legal representation of the Association before third parties and in legal proceedings. He oversees the execution of the resolutions of the Assembly and the Board of Directors, supervises the general performance of the Association and coordinates its activities, overseeing compliance with the statute and regulations.
3. The President convenes and chairs the meetings of the Assembly and the Board of Directors, signing the relative minutes. In case of urgency, the President may take decisions within the competence of the Board of Directors on his own responsibility, subject to submitting them for ratification at the next subsequent board meeting.
4. The President appoints one or more Vice Presidents from among the members of the Board of Directors, who assist the President and replace him in all his functions in case of his absence or impediment. The senior Vice President (or, if there are multiple, the oldest among the Vice Presidents) temporarily assumes the office of President in the event of the latter's early termination, limited to ordinary management, until the new election.
5. For a complete implementation of the institutional activities referred to in Article 2, the President has the power to attribute specific delegations to the Vice Presidents for the development of issues identified as priorities for the achievement of the Association's aims and purposes.

6. The Board of Directors may also appoint from among its members a Treasurer (tasked with assisting the Board in financial management and bookkeeping) and a Secretary (with duties of drafting minutes of meetings and administrative management). Such roles may be combined or delegated, with operational functions, to personnel external to the Association, by resolution of the Board, without prejudice to the ultimate responsibility remaining with the Board of Directors.

7. The President, the Vice President(s), the Treasurer, and the Secretary perform their functions on a pro bono basis, without prejudice to the reimbursement of documented expenses incurred for official business, according to any procedures that may be established.

**Article 11 – Technical-Scientific Advisory Committee (Optional Body)**

1. The Association may establish a Technical-Scientific Advisory Committee, appointed by the Board of Directors, with an advisory and strategic support function. The Committee has the task of providing opinions and recommendations to the Board of Directors on matters of particular technical, scientific, or legal relevance pertaining to the corporate purposes (e.g., maintenance and safety standards, sector regulations, training projects, legal initiatives).

2. The Advisory Committee may consist of of experts in the biomedical sector (clinical engineers, specialized technicians, legal experts in medical devices, healthcare organization experts, physicians, researchers, and/or university professors), even non-members, as well as representatives of partner organizations with which the Association collaborates (e.g., delegates of professional associations, universities or research centers, patient associations, consumer associations, foundations, etc.). The number of members, their appointment, and the term of office of the Committee are established by the Board of Directors at the time of the Committee's establishment.

3. The members of the Committee perform their work on a pro bono basis. The Committee meets at the request of the Board of Directors or the President whenever it is necessary to examine specific issues or draft proposals supporting the association's goals. The opinions and suggestions expressed by the Committee are not binding, but constitute an important reference for the decisions of the Board of Directors.

4. Upon decision of the Assembly, other bodies or advisory commissions on specific matters may be established (e.g., Ethics Commission, thematic or territorial working groups), defining their composition and duties through a specific resolution or internal regulation, in compliance with this statute.

**Article 12 – Board of Statutory Auditors (Optional Body)**

1. If the Assembly deems it appropriate to ensure greater management transparency, it may elect a Board of Statutory Auditors as an internal control body. The Board, if established, is composed of three titular members (who may also be non-members, provided they possess adequate skills in administrative and accounting matters). The Assembly may also appoint two alternate members, who will step in should a titular auditor cease to hold office.

2. The Statutory Auditors serve for a term of 3 years, coinciding with the term of office of the Board of Directors, and are eligible for re-election. They elect a President of the Board from among their members, who coordinates the work and acts as the point of reference for the Association's governing bodies.

3. The Board of Statutory Auditors has the task of overseeing the financial management of the Association, verifying the regular maintenance of accounting records and the correct administration of resources in compliance with statutory and legal regulations. It examines the preliminary and final budgets prepared by the Board of Directors, drafting an accompanying report for the Assembly on the annual financial statement regarding the economic-financial trends and compliance with institutional purposes.

4. The Statutory Auditors may attend meetings of the Board of Directors and the Assembly without voting rights. They may carry out inspections and audits at any time, asking the Board of Directors for information on the progress of association activities or on specific operations.

5. The office of Auditor is performed on a pro bono basis, barring the reimbursement of documented expenses incurred in the exercise of their functions, according to any procedures established by the Assembly.

6. If the Assembly does not proceed to appoint the Board of Auditors, the relative internal control functions are performed by the Board of Directors in a collegiate capacity, without prejudice to the obligation to submit the financial statements to the General Assembly of Members for approval.

**Article 13 – Board of Arbitrators** The Board of Arbitrators is composed of three members chosen from among the founding and/or ordinary members elected by the Assembly. The arbitrators serve for three years and may be re-elected.

The Board:

• Examines matters relating to the application of the Statute, the Code of Ethics, and internal regulations;

• Decides disputes between members *ex bono et aequo* without particular procedural formalities, with the decision shall be final and binding on the parties;

• Expresses opinions on doubtful cases upon request by the Board of Directors;

• Conducts preliminary investigations regarding admission requests concerning compliance with the qualitative requirements—transparency, integrity, soundness, reliability—required by the Code of Ethics and Association Values;

• Transmits admission applications to the Board of Directors along with its opinion;

• Safeguards and certifies the proper conduct of all deliberative acts adopted by the Assembly or the Board of Directors;

• Decides on electoral appeals or disputes concerning all voting procedures taking place during the Assembly. The Board of Arbitrators meets at least twice a year to examine membership applications. In the event of appeals, queries from the Board of Directors, requests for the resolution of disputes between members, or reports of violations, the Board shall meet within 30 days of receiving the report or request to discuss and resolve the matter on its merits.

**Article 14 – Economic Resources and Financing**

1. The economic resources for the operation and execution of the Association's activities derive from:

   • Membership fees: the annual fees paid by Founding and Ordinary Members, the amount of which is established annually by the Assembly upon proposal by the Board of Directors, as well as any fees or contributions paid by Supporting Members in accordance with what is resolved by the corporate bodies;

   • Extraordinary contributions from members: any voluntary contributions, donations, or liberality granted by members to support specific initiatives or, more generally, association activities;

   • External funding: contributions, donations, or grants disbursed by public entities (Ministries, Regions, European Union, etc.) or private entities (foundations, companies) for the implementation of projects pertaining to the corporate purposes or for the general support of the Association;

   • Proceeds from activities and services: any revenues deriving from the organization of events, training courses, conferences, publications, consultancies, or other services offered by the Association to members or third parties in line with the statutory purposes;

   • Sponsorships and partnerships: any income deriving from sponsorship or partnership agreements with subjects interested in supporting association activities, in compliance with the independence and purposes of the Association;

   • Other income: any other lawful income compatible with the association's purposes and permitted by law (e.g., occasional fundraisers, crowdfunding campaigns, returns on assets, interest on bank deposits, etc.).

2. The Association is prohibited from distributing, even indirectly, profits or operating surpluses, as well as funds, reserves, or capital during the life of the association,

unless the destination or distribution is mandated by law. Any profits or operating surpluses shall be reinvested in the institutional activities provided for by the statute, for the benefit of the corporate purposes.

3. The financial year of the Association begins on January 1 and closes on December 31 of each year. The Board of Directors prepares, within the statutory deadlines, the final financial statement for the past year and the preliminary budget for the following year, to be submitted to the annual ordinary Assembly for approval. The financial statement documents must be made available to members in the days preceding the Assembly, in accordance with the procedures established by the Board of Directors.

4. The Association may establish a reserve fund with any excess of revenues over expenses, intended to meet future needs or special projects, as resolved by the Assembly upon proposal by the Board of Directors.

5. In the event of extraordinary financial needs or for significant investments, the Association may promote extraordinary fundraising campaigns among members or with third parties, or evaluate recourse to permitted financial instruments (e.g., financing, loans), subject to a resolution by the Assembly defining their methods and limits.

**Article 15 – Contributions**

1. Determination of Contributions Membership contributions are determined annually by the Assembly upon a reasoned proposal by the Board of Directors, by March 31 of each year. The proposal must be accompanied by an explanatory report highlighting the financial needs of the Association and the allocation criteria adopted.

2. Types of Contributions Contributions are divided into the following types:

   a) Admission fee: paid on a one-time basis upon registration by all members, in a fixed amount determined annually by the Assembly;

   b) Ordinary annual contribution: owed by all Founding and Ordinary Members, calculated as a percentage of the turnover achieved by the member in Italy in the specific sector represented by the Association in the fiscal year two years prior to the reference year of the fee;

   c) Lump-sum contribution: paid by Supporting Members in a fixed amount determined annually by the Assembly;

   d) Extraordinary contributions: may be resolved by the Board of Directors, subject to assembly approval, for specific initiatives or extraordinary needs of the Association.

3. Calculation and Communication Procedures The relevant turnover for the purpose of calculating the annual contribution is that declared by the member through a specific

communication to be transmitted by January 31 of each year, accompanied by suitable documentation. In case of failure to communicate, the Board of Directors may proceed with a presumptive estimate based on available elements, without prejudice to subsequent regularization.

4. Payment Terms and Methods The payment of contributions must be made within thirty days of the communication of the request by the Association. For new members, the admission fee must be paid within 30 days of the communication of acceptance of registration. When admission occurs during the year, periodic contributions are calculated on a pro-rata monthly basis, while the admission fee is due in full.

5. Default and Interest Default interest at the current legal interest rate, increased by two percentage points, may be applied to members who make payment after the due date. Failure to pay for more than six months may constitute grounds for forfeiture pursuant to Article 6 of this statute.

6. Exemptions and Reductions The Assembly may resolve, upon proposal by the Board of Directors, total or partial exemptions from contributions for members experiencing proven financial hardship or for special merits toward the Association. Honorary Members are exempt from the payment of any contribution.

**Article 16 – Dissolution of the Association**

1. The dissolution of the Association may only be resolved by an Extraordinary Assembly specifically convened with such an item on the agenda. For the validity of the dissolution resolution, the presence of at least two-thirds of the Ordinary Members entitled to vote and the favorable vote of at least three-quarters of the votes cast are required.

2. In the event of dissolution, the Extraordinary Assembly shall appoint one or more liquidators, preferably chosen from among the members, establishing their powers. The liquidators shall proceed to settle all pending relationships, liquidate the assets, and pay any liabilities.

3. The residual assets resulting from the liquidation shall be donated, upon resolution of the Assembly, to another non-profit association or entity with purposes similar or akin to those of the Association, or for public utility purposes, having consulted the control body required by law for associations (where applicable), and in any case in compliance with current regulations. Any distribution of the residual assets among the members is excluded.

**Article 17 – Final Provisions**

1. Any internal regulations prepared by the Board of Directors and approved by the Assembly shall govern organizational or procedural aspects not detailed in this statute, in compliance with the principles established herein.

2. For anything not expressly provided for by this statute, the provisions of the Civil Code and current regulations concerning non-profit unincorporated associations shall apply.

**Attachment A – Vote Calculation Scheme**

The number of assembly votes allocated to each member company is determined based on the turnover data submitted for the calculation of the membership fee for the previous year, in accordance with the following scheme.

Company turnover is defined strictly as revenue generated within Italian territory in the specific sector represented by the Association.

| **Turnover (in Euros)** | **Votes** |
|---|---|
| From €0 to €2,500,000 | 5 votes |
| From €2,500,000 to €5,000,000 | 1 additional vote for every €312,500 or fraction exceeding half |
| From €5,000,000 to €10,000,000 | 1 additional vote for every €400,000 or fraction exceeding half |
| From €10,000,000 to €25,000,000 | 1 additional vote for every €800,000 or fraction exceeding half |
| From €25,000,000 to €50,000,000 | 1 additional vote for every €1,150,000 or fraction exceeding half |
| From €50,000,000 to €100,000,000 | 1 additional vote for every €2,000,000 or fraction exceeding half |
| From €100,000,000 to €200,000,000 | 1 additional vote for every €5,000,000 or fraction exceeding half |
| Over €200,000,000 | 1 additional vote for every €9,000,000 or fraction exceeding half |