

## ARTICLES OF ASSOCIATION

### *Name, Object, Registered Office and Duration*

#### **Article 1**

The name of the newly established scientific and cultural Association is “**Computer Aided Implantology Academy**”.

#### **Article 2**

The object of the Association is to promote people’s health by improving life styles and through the functional and aesthetic recovery of the maxillo-facial area, teeth and parodontal tissues through implant and reconstructive therapies, in partially or totally toothless patients, performing the procedures with the least invasive impact and using the most recent technologies.

To this end, the Association deals with study, scientific research, updating and training in Implantology, Periodontology and medical and biologic disciplines connected thereto, also by granting funds.

The Association cooperates with national and international organizations engaged in the above fields.

This is a non-profit Association and has no commercial purpose; occasionally, it may carry out transactions having an economical nature provided that they are required to achieve the object of the Association.

#### **Article 3**

The registered office of the Association is at the domicile of the President in office.

#### **Article 4**

The Association is set up for an unlimited period of time.

### *Members and Bodies*

#### **Article 5**

The members of **Computer Aided Implantology Academy** are divided into Active Members, Ordinary Members, Affiliated Members, Attending Members, Supporting Members, Honorary Members and Life Members. No registration and association fees are required from these two latter categories of members. Titles, qualifications and procedures required to become a Member are provided in the regulation.

#### **Article 6**

Active Members, Ordinary Members, Honorary Members and Life Members are entitled to take part free of charge in the annual Convention, cultural events and training courses organized by the Association, as well as to receive the Journal which is the official organ of the Association.

However, training courses and cultural events reserved to Active Members may also be organized.;

Affiliated Members and Attending Members are entitled to take part in the annual Convention free of charge.

Members are required to pay their membership fees not later than the date of the annual Convention; in case of lack of payment within such term, the defaulting Member shall be automatically suspended from membership and the exercise of the relevant rights. The defaulting Active Member shall lose his/her membership and, in order to be accepted again, such Member shall submit a new application together with the documents required under the Regulation. Such new application shall follow the procedure established in the Regulation (Article 2).

### **Article 7**

The organs of the Association are as follows:

- Active Members' Meeting;
- Ordinary Members' Meeting;
- Presidency Council;
- Board of Arbitrators.

### ***General Meetings***

### **Article 8**

The General Meeting of Active Members shall be convened by the Presidency Council at least once a year, not later than the month of June, following a resolution taken by the Council, by notice sent by registered mail at least 30 days before the day fixed for the meeting.

The General Meeting shall also be convened as above at the demand of at least one third of the Active Members who have duly paid their membership fees, stating the agenda proposed.

The Active Members' Meeting shall:

- approve the financial statements;
- ratify the admission of new Active Members;
- elect the members of the Presidency Council;
- elect the members of the Board of Auditors and Board of Arbitrators;
- elect the members of the Commissions provided in the Regulation;
- resolve the changes to the Articles of Association and Regulation of the Association;
- resolve on the issues submitted by the Presidency Council;
- resolve on the possible dissolution of the Association.

**Article 9**

The Ordinary Members' Meeting is an advisory body and shall be convened once a year on the occasion of the Annual Convention, upon notice on the Association's Journal and in the program of the Convention. The Active Members are also entitled to attend this Meeting during which the activity annually carried out by the Association, the results obtained and future programs shall be presented.

This Meeting can also examine all the issues for which the Presidency Council believes it necessary to have the opinion of the Ordinary Members, which opinion shall not be binding.

**Article 10**

The Members who are duly registered and have paid their annual membership fees are entitled to take part in the Meetings.

**Article 11**

Any Member may be represented at Meetings by another Member of the same membership class by granting this Member a proxy in writing. Any Member shall not be granted more than one proxy.

**Article 12**

An Active Members' Meeting shall be validly convened, on first call, with the participation, in presence or proxy, of one half of the Members entitled to attend and, on second call, irrespective of the number of the Members attending or represented. In order to discuss resolutions concerning changes to these Articles of Association or the Regulation, a Meeting shall be validly convened, on first call, with the participation of 75% of the Members entitled and, on second call, with the participation of 50% of the Members entitled. In order to resolve the dissolution of the Association, a Meeting shall be validly held with the participation of 75% of the Members entitled, present and represented, on first and second call.

The Ordinary Members' Meeting shall be validly held irrespective of the number of Members attending in person or represented.

**Article 13**

Meetings are chaired by the President in office or, in case of absence of the President, by the Vice President and, in case of absence also of this latter, by a member of the Presidency Council or by an Active Member designated by the attending Members.

**Article 14**

Each Member taking part in the relevant Meeting shall be entitled to one vote, in addition to the one, if any, connected to any proxy.

The Active Members' Meeting shall resolve, both on first and second call, at absolute majority of the present members with an open ballot.

The Organs of the Association shall be elected with a secret ballot.

Resolutions concerning changes to these Articles of Association or the Regulation require the favorable vote of at least 75% of the Members attending, both on first and second call.

The Ordinary Members' Meeting shall resolve at absolute majority of the Members attending.

### ***Presidency Council***

#### **Article 15**

The Presidency Council includes 5 members, who must be Active Members, and namely:

- the President
- the President Elected
- the Vice President
- the Treasurer
- the Secretary

During the first four years after the set up of this Association the Presidency Council may have 3 members only and namely:

- the President (covering the duties as Treasurer and Secretary)
- the President Elected
- the Vice President

The Members of the Presidency Council shall hold office for two years at the end of which the President Elected shall automatically become President and the Active Members' Meeting shall elect the other members.

The President shall not be re-elected for two years and the Vice President for one year.

#### **Article 16**

The Presidency Council has all the current and special administration powers which these Articles do not reserve to other Organs, leads the activity of the Association for the achievement of its object and organizes an annual Convention.

The Council also shall:

- annually fix the membership fees for the various classes of Members,
- prepare and approve the budget, usually by the end of February;
- prepare the financial statements to be submitted to the Active Members' Meeting for approval;
- coordinate the works of the Commissions established in the Regulation.

#### **Article 17**

The Presidency Council shall meet each time the President deems it necessary or upon request of at least two of its members. The Council shall be validly convened with the presence of at least three members and shall resolve at the favorable vote of the majority of the Members attending. In case of equal vote the vote of the President in office shall prevail.

**Article 18**

If during the two years of office of the Presidency Council a vacancy occurs, for any reason whatsoever, for the office as President Elected and/or Secretary and/or Treasurer, within the following thirty days an Active Members' Meeting shall be convened to fill the vacant office/s.

In case the office as President becomes vacant, the Vice President shall cover the relevant functions until the end of the two years period.

In case the office as President becomes vacant, the Secretary shall cover the relevant functions until the end of the two years period.

If, during the two years period, the offices as President and Vice President should become vacant, also non contemporaneously, the entire Council shall fall from office and within the following thirty days an Active Members' Meeting shall be convened in order to elect the new Council that shall hold office for two years and where the previous President Elected shall hold the office as President.

The office as President and in general the other elected offices of the Association are not remunerated.

The Presidency Council may resolve reimbursement of expenses.

**Article 19**

The President of the Presidency Council is the legal representative of the Association.

***Board of Arbitrators – Disciplinary Sanctions*****Article 20**

The Board of Arbitrators includes one President, two current members and two alternate members elected by the Active Members' Meeting and shall remain in office for four years.

The office as Arbitrator is not compatible with an office within the Presidency Council and is reserved to the members who have not served as President of the Association. In case there is no sufficient number of candidates, all the Active Members may run for the office as Arbitrator.

The Board of Arbitrators shall apply the sanctions provided in Article 21 below.

**Article 21**

Any Member who breaches any rule in the Articles of Association and in the Regulation, or has a behavior contrasting with the purposes of the Association or professional ethics, shall incur the following sanctions:

- 1) reprimand,
- 2) temporary suspension,
- 3) exclusion.

**Article 22**

All reports to the Board of Arbitrators shall be addressed in writing to the President of the Board, through the Secretary.

The Board may also proceed autonomously and shall, in any event, invite the Member subjected to disciplinary procedure to explain his/her reasons personally or in writing.

The Board shall resolve by majority vote and the written decision is sent by the Board President to the President of the Presidency Council to be further sent by registered mail to the Member concerned.

***Financial Statements and Reserves*****Article 23**

The financial statements shall be submitted to the Active Members' Meeting for approval not later than the month of June each year.

Any surplus shall be allocated for 20% to an Unavailable Reserve and the remaining part to an Available Reserve.

The non distributable reserve may be used, upon resolution of the Active Members' Meeting, exclusively to cover deficits, if any.

The Available Reserve may be used, upon resolution of the Presidency Council, allocating the same in the budget.

**Article 24**

In case the Association is granted any legacy, inheritance, donation and similar grants by persons or entities, the same shall be accepted according to the relevant rules and the corresponding amounts shall be allocated to the Unavailable Reserve, subject to any different provision decided by the testator or donor.

***Final Rules*****Article 25**

For anything not ruled by these Articles of Association, reference is made to the Italian Civil Code and other relevant legal provisions.

In case of dissolution of the Association, the Active Members' Meeting shall determine the procedures for the liquidation and the allocation of the residual funds.

**Article 26**

Any dispute which may arise with respect to the construction and application of these Articles of Association, its Organs and Members shall be submitted to the Board of Arbitrators.

## REGULATION

### **Article 1**

(Titles and qualifications required for membership)

In order to become Members of **Computer Aided Implantology Academy** the following titles and qualifications indicated for each class are required.

#### *Active Members*

The following may belong to this class: graduates holding a legally recognized university degree to exercise the profession as dentist, doctors specialized in radiology, doctors specialized in plastic, reconstructive and maxillo-facial surgery.

#### *Ordinary Members*

The following may belong to this class: graduates holding a legally recognized university degree to exercise the profession as dentist, doctors specialized in radiology, doctors specialized in reconstructive plastic and maxillo-facial surgery, and people holding a diploma in dentistry.

#### *Affiliated Members*

The following may belong to this class:

- university students in medicine and surgery or dentistry and dental prosthesis;
- graduated students enrolled to a specialization school in dentistry and dental prosthesis, graduated students taking a specialization course in radiology or reconstructive plastic and maxillo-facial surgery.

#### *Attending Members*

Attending Members are those who take part in the annual Convention. Graduates holding a legally recognized university degree to exercise the profession as dentist may belong to this class.

#### *Life Members*

Any Active Members who, due to health reason or age cease their professional activity and who have been members of **Computer Aided Implantology Academy** for at least 10 years may belong to this class.

#### *Supporting Members*

Any people or entities who support economically **Computer Aided Implantology Academy** may belong to this class.

#### *Honorary Members*

Personalities who, with their scientific contributions, have given special importance or development to **Computer Aided Implantology Academy** may be invited to enter this class.

## **Article 2**

(Membership of **Computer Aided Implantology Academy**)

The membership to each class of Members of **Computer Aided Implantology Academy** is ruled as follows:

### ***Ordinary, Affiliated, Attending, Supporting and Life Members***

Membership applications must include the necessary documentation and sent to the Secretary who gets a file ready and submits the same to the Presidency Council which issues the final resolution.

### ***Honorary Members***

This membership is resolved by the Presidency Council which during the term of office cannot admit more than three Honorary Members.

## **Article 3**

(Elections)

Votes for the election of the Presidency Council and Board of Arbitrators shall be by voting cards.

Nominations are open and the Active Members may indicate on their voting cards one name for each office.

The candidates who obtain the highest number of votes shall be elected to the relevant offices.

Voting cards for the election of the Presidency Council shall not include the office as President because the President Elected holds automatically this office.

## **Article 4**

(Commissions)

The following provisions are established:

- a) Membership Commission;
- b) Commission for scientific activity;
- c) Commission for publishing activity.

The Presidency Council has the power to establish other Commissions and the relevant members shall be chosen among the Members of the Association.

The Commissions shall prepare an annual written report on the activities carried out and deliver the same to the Presidency Council.

Each Active Member may propose possible Commission Members to the Presidency Council.

The Presidency Council, after considering the proposals and hearing the people concerned, shall prepare the lists of candidates.

Each Commission shall elect an activity coordinator.

**a) Membership Commission**

This Commission includes 5 current members and 2 alternate members, who must all be Active Members, elected by the Active Members' Meeting. These Members shall hold office for 2 years.

The vote is carried out by voting cards showing the names of the candidates. Each Active Member may vote 3 current members and 1 alternate members. The candidates who obtain more votes shall be elected.

The office as Commission Member is incompatible with the membership in the Presidency Council; in case a person is subsequently elected as Council Member, such member shall fall from office as Commission Member and is replaced by the most aged alternate member. If it is not possible to complete the membership of the Commission with the alternate members, new elections shall be held. The newly elected members shall hold office until the end of the mandate of the Commission.

**b) Commission for scientific activity**

This Commission includes 3 members who must all be Active or Ordinary Members, elected by the Active Members' Meeting. These Members shall hold office for 2 years.

The vote is carried out by voting cards showing the names of the candidates. Each Active Member may vote 2 members. The candidates who obtain more votes shall be elected.

In case during the mandate one or two vacancies occur, the President of the Association shall designate their substitutes who shall hold office until the end of the mandate of the Commission.

This Commission shall cooperate with the Presidency Council to the organization and selection of cultural and research activities of the Association.

**c) Commission for publishing activity**

This Commission includes 5 members, who must all be Active or Ordinary Members, elected by the Active Members' Meeting. These Members shall hold office for 2 years.

The vote is carried out by voting cards showing the names of the candidates. Each Active Member may vote 3 members. The candidates who obtain more votes shall be elected.

In case during the mandate one or two vacancies occur, the President of the Association shall designate their substitutes who shall hold office until the end of the mandate of the Commission.

This Commission shall cooperate with the Director of the Journal by providing information on the cultural activities carried out by the Association. Furthermore, this Commission prepares the minutes of the research sessions carried out by the Association.

**Article 5**

(Duties of the members of the Presidency Council)

The President shall call and chair the Council, call and chair Members' Meetings, liaise the various Commissions, each year submit to the Active Members' Meeting and the Ordinary Members' Meeting a written report on the activities of the Association.

The Vice President shall act as President in absence of this latter and assist the President in the performance of his/her duties.

The Secretary shall be responsible for the duties of the Secretariat at Active Members' Meetings and Ordinary Members' Meetings, prepare the relevant minutes, as well as the minutes of the meetings of the Presidency Council, keep the list of Members updated, keep all the minutes of the Association, submit an annual written report to the Active Members' Meeting.

The Treasurer is the faithful custodian of the funds of the Association; shall collect membership fees and any other revenue, immediately depositing the amounts as per the instructions of the Presidency Council; pay the payment orders signed by the President; prepare the budget as per the instructions of the President and the Council and prepares the financial statements, and shall submit both budget and financial statements to the Presidency Council for approval; assist the President in any administrative issue of the Association.

Rome, 15.12.2004    Read and signed by the Active Founding Members: