

ARTICLES OF ASSOCIATION

"BraYn Association ETS"

NAME, DESCRIPTION AND LOGO

The present document establishes the Association named:

**"Brainstorming Research assembly
for Young Neuroscientists association ETS",**

also abbreviated in 'BraYn Association ETS'.

The "BraYn Association ETS" is a national and international non-profit association and organisation that welcomes, in accordance with the procedures set out in these articles of association, professionals working in the fields of neuroscience and biology in general, with particular reference to scientific research (basic, applied and clinical), from National Health Service structures, academic structures, public and private research centres or freelance professionals who apply.

The Association's logo is a graphic representation of a neuron, a sprout and the word 'BraYn', which will be the Association's symbol. The neuron's cell body is to the left of the word 'BraYn', and its edge depicts a smile that ends in a sprout. This describes the basic concepts of BraYn: youth and informality. Within the wording 'BraYn' there are two symbols which indicate the aims of BraYn: connection, cooperation and networking, represented by the synaptic button within the letter B of the word 'BraYn', and research, represented by the magnifying glass in letter A of the same word. The colours are:

GREEN:RGB 29 138 120; CMYK 81 23 58 7; HEX 1D8977

BLACK: RGB 29 8 13; CMYK 67 85 58 89; HEX 1C070C

This logo is the exclusive property of the Association, which grants its use to other parties in the manner and in the form governed by specific Regulations adopted by the Board of Directors in accordance with the applicable legislation, including that relating to third sector organisations.

HEADQUARTERS

The Association has its registered office in the Municipality of Genoa.

PURPOSE

The Association's purpose is the exclusive exercise of the activities listed in these articles and of general interest for the non-profit pursuit of civic purposes, solidarity and social utility. The association promotes and supports the work of researchers, especially in the field of neuroscience, pursuing all avenues of assistance, within the limits of the statute. The Association's task is to remove obstacles to research, especially for young researchers, which hinder their full professional development and, ultimately, the advancement of scientific knowledge.

The Association also aims to cooperate with the Ministry of Health and the Ministry of University and Research, the regions, health authorities and other public and private health institutions and organisations by participating in the development of guidelines in collaboration with *Agenas* - the National Agency for Regional Health Services and the Federation of Italian Medical-Scientific Associations. In particular, the Association carries out activities related to:

- a) education and professional training, pursuant to Law No 53 of 28 March 2003, as amended, as well as cultural activities of social interest with an educational purpose;
- b) university and post-graduate training;
- c) scientific research of specific social interest;
- d) organisation and management of cultural, artistic or recreational activities of social interest, as well as activities, including editorial ones, for the promotion of volunteer work and activities of general interest, as referred to in Article 5 of Legislative Decree 117/2017.

The Association may also carry out all activities (including patrimonial, economic and/or financial) connected with and accessorial to the institutional activities provided that they are secondary and instrumental to the institutional activities within the limits permitted by Article 6 of Legislative Decree 117/2017, including:

- 1) the promotion of continuous professional training, lifelong learning, ongoing training with ECM training activity programmes and continuous education aimed at national and international operators, in accordance with the provisions on ECM courses laid down by national and international ministerial regulations; this activity may be carried out directly or through and in collaboration with other non-profit organisations and/or scientific associations; the association may manage training courses, including remote and e-learning courses (FAD - distance training);

- 2) the promotion of research in general, especially in the neuroscientific field, and the profession of the researcher, with special attention to young researchers taking their first steps in the field;
- 3) the promotion of cultural exchanges, collaborations and relations between Italian and foreign researchers, also by encouraging the creation of new study groups, especially in the field of neuroscience;
- 4) the promotion of scientific research through mass communication channels such as, but not limited to, social networks, internet, television and newspapers;
- 5) the promotion of the accurate dissemination of findings produced by and concerning the fields of scientific research in the various fields of knowledge, with particular attention to neuroscience, in order to provide correct, adequate and comprehensible scientific information;
- 6) the promotion of the values underlying the work of researchers, such as the use of the scientific method, openness to dialogue and confrontation, and intellectual honesty.

The Association may therefore conduct all the activities connected with and accessory to the institutional activities provided that they are secondary and instrumental to the institutional activities within the limits allowed by Article 6 of Legislative Decree 117/2017 and carry out all those operations deemed necessary or appropriate by the Board of Directors for the achievement of the Association's purpose; to this end, provided they are within the scope of the institutional activities and in the exclusive pursuit of the stated aims of solidarity or social profit, it may:

- I) organise and promote conferences, debates, seminars, courses and events of all kinds as well as scientific retreats;
- II) promote and produce publications and audio-visual aids of all kinds;
- III) promote and/or directly edit and publish books, texts, handouts, newsletters, websites, online pages, brochures and surveys and to establish peer-reviewed scientific journals;
- IV) write popular and scientific articles for websites, social networks, blogs, journals, newsletters or others;
- V) coordinate its activities with those of other associations with similar aims, individual researchers, bodies or foundations, also on an international level;
- VI) collaborate with public or private organisations (public administrations, non-profit organisations and companies), local, national

or international, as well as with organisations, movements and associations with which it shares the same institutional aims;

VII) provide funds and establish grants to finance individual scientific research projects, especially in the field of neuroscience;

VIII) provide funds and establish awards to reward the research activity of individual researchers in the field of neuroscience;

IX) provide scholarships or research grants for scientific research purposes, especially in the field of neuroscience;

X) support specific research projects or studies in any way deemed appropriate;

XI) receive sponsorships and/or obtain any contribution from public, private or mixed capital organisations, both Italian and foreign, as well as enter into agreements and contracts with organisations of any kind, both national and transnational, and in particular with institutions of the European Union, the Italian State, the Regions, the Provinces and other territorial public bodies;

XII) carry out all those operations deemed necessary or appropriate by the Board of Directors for the achievement of the Association's object, including conducting commercial operations (public events, advertising events, conferences, conventions, sponsorships, educational activities, studies, training, etc.) provided they are within the scope of institutional activities and in the exclusive pursuit of the stated purposes of solidarity or social utility;

XIII) promote, inspire and/or concretely participate in the creation/foundation of research organisations and/or research centres in partnership with other public or private entities or through its own initiative with full autonomy;

XIV) carry out any other activity that is suitable for the achievement of its purposes.

DURATION

The Association has an unlimited duration.

PRINCIPLES

The Association is a non-profit organisation.

The Association allocates the proceeds from any commercial activities connected with its institutional activities to the promotion of its aims.

The Association shall allocate any budgetary surpluses to the realisation

of its aims, with the express interdiction of redistribution of membership fees or annual surpluses among members, even indirectly, all within the limits and in compliance with the provisions of Article 8 of Legislative Decree 117/2017.

ASSETS

The Association's assets consist of:

- the annual fees paid by the members;
- movable and immovable property belonging to the Association;
- any reserve funds consisting of budgetary surpluses;
- any donations, grants and legacies.

The financial means required to run the Association come from:

- membership fees paid by the members upon admission to the Association in the amount established annually by the Board of Directors and ratified by the Assembly;
- contributions, donations, legacies in cash or in kind from persons and/or bodies whose aims do not conflict with the Association's objectives;
- promotional initiatives;
- any extraordinary fees decided by the Assembly in relation to particular initiatives;
- voluntary contributions by members;
- donations, sponsorships or funding received from companies or organisations (public or private) in support of the Association's purposes in general or for specific events, congresses, conventions, studies or research;
- from other sources compatible with the institutional aims.

The Association's assets, together with any profits or surpluses, are to be used in full for the pursuit of the institutional aims.

They may not be distributed or diverted in any form whatsoever from their intended purpose, be it during the Association's lifetime or upon its dissolution.

To this end, it is prohibited to distribute, even indirectly, profits and surpluses, funds and reserves, howsoever called, to founders, associates, workers, collaborators, administrators and other corporate members, even in the event of their withdrawal or any other type of individual dissolution of the associative relationship, all within the limits and in compliance with the provisions of Article 8 of Legislative Decree 117/2017.

FINANCIAL YEARS

The financial year shall begin on the first day of January (1 January) and end on the thirty-first day of December (31 December) of each year.

The first financial year shall end on the thirty-first day of December 2021 (31/12/2021).

Within 4 (four) months of the end of the financial year, the Board of Directors shall prepare the financial statements (cash flow statement) provided that the limit indicated in Article 13 of Legislative Decree 117/2017 is met, and vice versa the financial statements (balance sheet, cash flow statement and mission report) if said limit is exceeded.

The financial statements shall be drawn up in accordance with the models established by decree of the Minister of Labour and Social Policies after consulting the National Council of the Third Sector. The balance sheet shall be filed with the R.U.N.T.S. (*Single national register of the third sector*).

MEMBERSHIP FEE

All members contribute with an annual membership fee, to be paid upon joining or, in case of renewal, within the time limit set by the Board of Directors.

The yearly membership fee is initially established for the year in the articles of association, and for the following years may be modified by the Board of Directors and ratified by the Assembly when approving the budget. The Assembly may establish reduced annual fees in order to favour the entrance of certain categories of members, in compliance with the principle of uniformity of the membership relationship.

Ordinary contributions shall be paid in a single instalment and shall be due for the whole of the current calendar year, irrespective of the time of enrolment of new members; a member who resigns or ceases to be a member of the Association shall pay the social contribution for the whole of the current calendar year.

ADMISSION OF NEW MEMBERS

Admission to the Association is open to adult individuals of any nationality, as well as to companies and/or organisations that accept the terms of this Statute and share the Association's aims and undertake to devote a part of their time and/or resources to achieving them.

Members are admitted upon application.

Applications are assessed by the Board of Directors, which must provide

reasons for any refusal. The decision to refuse an application must be communicated directly to the interested party, who may, within 60 (sixty) days of the notice of rejection, request that the Assembly express its opinion on the matter during the next scheduled meeting.

Membership of the Association obliges members to abide by the decisions made by the representative bodies in accordance with the provisions of the articles of association and entails the obligation to pay membership fees in accordance with the above article.

Members are divided into:

- Founding members: those who participated in the founding of the Association and those who join the Association within sixty days of its establishment after being invited to join as founders by the founding members, paying the initial annual fee as regulated above; they have the right to vote and are eligible to be elected to corporate offices;
- Ordinary members: those who have requested and obtained membership status from the Board of Directors. They have the right to vote and are eligible for appointment to corporate offices. Their status as ordinary members is subject to registration and payment of the annual membership fee as well as, if provided for by the Board of Directors, payment of the one-off initial registration fee in the amount established annually by the Board of Directors.

The number of ordinary members is unlimited;

- Honorary Members: the Board of Directors may unanimously appoint Honorary Members chosen among both Italian and foreign citizens who have distinguished themselves for particular achievements in the implementation and promotion of the principles, aims and purposes of the Association, or who have actively contributed to the Association's activities with their work.

Individuals, legal entities and bodies or institutions that, sharing the aims of the Association, wish to contribute to it by means of free money donations or by carrying out free professional or promotional activities in favour of the organisation shall be nominated Supporters of the Association, but not be considered members.

The Board of Directors may, by its own resolution, grant the status of Supporter to one or more individuals, and/or define the requirements and procedures for granting this status, as well as possibly establish the subdivision of Supporters by categories of contribution to the Association. The activities carried out by the Members in favour of the Association and

for the achievement of the social aims are mainly carried out on a voluntary basis and entirely free of charge. However, the Association may, if necessary, take on employees or self-employed workers, including members.

RIGHTS OF MEMBERS

Members of the Association have the right to elect the corporate bodies and to be elected to the same. All members have the right to information and verification as established by the current laws and these Articles of Association: volunteer members may not be paid in any way, but shall only be entitled to the reimbursement of expenses effectively incurred for the activity performed. The Association mainly relies on the voluntary and unpaid work of its members.

Each member, as such and for as long as he or she is a member of the Association, may participate without time limit in the life of the Association.

Each member may be elected to management positions of the Association provided that he or she has been a member for at least two years or has been a member for three years out of the last four years (in the first two years of the Association's life, however, any member may be elected).

All members are entitled to access the Association's documents, resolutions, budgets, accounts and registers.

The right to vote belongs to founding members as well as to other members provided they have been listed in the Members' Register for at least 3 (three) months.

OBLIGATIONS OF MEMBERS

Members shall carry out their activities in the Association on a personal, voluntary and non-profit basis, according to their declared personal needs and availability, with the exception of the provisions of Article 16 of these Articles of Association.

A member's behaviour towards other members and within the Association must be motivated by a spirit of solidarity and carried out with integrity, good faith, honesty, professionalism and moral rigour, in accordance with these Articles of Association and the established guidelines.

LOSS OF MEMBERSHIP

Membership is not transferable to third parties and is forfeited:

- by withdrawal;

- by death;
- by exclusion due to failure to pay dues on time and/or to behave in a manner contrary to the Association's aims or in violation of the duties provided for by these articles of association or by law, as well as for other serious reasons that cause moral and/or material damage to the Association.

A member who intends to withdraw from the Association is in any case obliged to pay the fee for the current year.

The member may withdraw from the Association by means of written notice to be sent to the Board of Directors. Withdrawal shall take effect from the date of closure of the financial year in which it was exercised.

The exclusion of the member for non-payment of the annual membership fee occurs if the member does not pay the fee in full by the end of the year in question and takes effect automatically from the first day of the following year.

In any case, the exclusion of a member is decided by the Board of Directors. It must be notified by registered letter or certified e-mail to the member, together with the reasons for the exclusion, and ratified by the Board of Directors at the first scheduled meeting.

Withdrawn and/or excluded members who have ceased to belong to the Association, as well as the heirs of the deceased member, may not demand the return of paid contributions, nor have any right to the Association's assets.

ORGANS OF THE ASSOCIATION

The organs of the Association are:

- the General Assembly of Members;
- the Board of Directors;
- the President and Vice President;
- the Treasurer;
- the Secretary;
- the Controlling Body and/or the Statutory Auditor if the conditions set out in Articles 30 and 31 of Legislative Decree 117/2017 are met, provided that the Assembly does not intend to entrust the Controlling Body also with accounting control if at least one member of the Controlling Body is a Statutory Auditor entered in the appropriate register.

GENERAL ASSEMBLY OF MEMBERS

Founding members and members who have been listed in the register of members for at least three months are entitled to vote at the Association's General Assembly.

Each Member has the right to one vote.

Each Member may be represented at the Assembly by another Member by means of a simple written proxy. Each member may represent up to a maximum of three members if more than five hundred members are registered with the Association, and up to five members if at least five hundred members are registered. The fourth and fifth paragraphs of Article 2372 of the Civil Code shall apply, insofar as they are compatible.

Meetings are chaired by the President of the Board of Directors or, in the event of his absence or impediment, by the Vice President or by the most senior Director (based on length of service).

Members may also attend the assembly in remote mode and may vote by correspondence or electronically, all in compliance with the method of simultaneous voting, on condition that:

- the President of the Assembly is able to verify the identity and legitimacy of those attending, regulate the proceedings, count and proclaim the results of a vote using any means deemed necessary or appropriate;
- the President and all other persons attending the meeting, including members of the Board of Directors and auditors, if appointed, are able to adequately understand the issues discussed in the meeting;
- all participants are able to follow and take part in the discussion in real time, if necessary by viewing, sending or receiving documents or having their interventions recorded in the minutes;
- in the absence of one or more of the above conditions, the President may declare the meeting not duly convened;
- the notice of the scheduled meeting, except in the case of a Plenary Assembly, shall indicate the audio-visual location connected by the Association in which the entitled parties may participate in the proceedings.

If these requirements are met, the meeting shall be deemed to have been held at the venue where the President is located and where the person taking the minutes must also be located, so that the minutes can be properly drawn up and signed.-

The following matters fall within the competence of the Assembly:

- a) appointment and removal of the members of the Board of Directors.
- b) appointment and removal, where applicable, of the person in charge of the statutory audit;
- c) approval of the budget;
- d) resolutions on the liability of members of corporate bodies and initiation of liability suits against them;
- e) amendment of the Memorandum and Articles of Association;
- f) approval of any rules for the proceedings of the Assembly;
- g) dissolution, transformation, merger or demerger of the Association.

The Assembly is also responsible for all matters assigned to it by law, by the Memorandum of Association or by these Articles of Association.

It shall be convened by the Board of Directors in relation to the Association's needs, and in any case at least once a year before April for the approval of the budget. The Assembly shall also be convened when it is deemed necessary or when a motivated request is made by at least one tenth of the members.

The Assembly shall be convened at the registered office or at another venue to be established, both in Italy and within the European Union, by registered letter or e-mail or fax sent to the members at least 5 (five) days before the date set for the meeting. The relevant notice shall also be displayed on the premises of the registered office.

Unless otherwise provided for in these Articles of Association or by law, resolutions of the General Assembly shall pass by a majority of votes and with at least half of the members present. On second convening, the resolution shall be valid regardless of the number of attendees.

Resolutions concerning the dissolution of the Association and the devolution of its assets shall in any case require the favourable vote of at least 3/4 (three quarters) of the members, pursuant to and in accordance with Article 19 of these Articles of Association.

BOARD OF DIRECTORS

The Association is administered by a Board of Directors consisting of 3 (three) to 7 (seven) members appointed by the Assembly. The majority of the members of the Board of Directors must in any case be chosen from among

the members or representatives (or proxies) of the member organisations. Article 2382 of the Civil Code shall apply.

Within 30 (thirty) days from the news of their appointment, the members of the Board of Directors must request registration with the R.U.N.T.S. (*Single national register of the third sector*) in the manner indicated in the sixth paragraph of Article 26 of Legislative Decree 117/2017, indicating which of them is to represent the organisation.

The members of the Board of Directors shall hold office for 3 (three) financial years, or for the shortest duration established by the Assembly at the time of appointment, and may be re-elected.

If, during the term of office, one or more directors cease to serve for any reason, the remaining directors shall replace them by means of a special resolution.

The directors thus appointed shall remain in office until the next Assembly.

Directors may be paid a fee for their activities, which shall be established by the General Assembly and shall be proportionate to the activities carried out and the responsibilities undertaken, and in any case within the limits set by Article 8 of Legislative Decree 117/2017.

The Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the Association, with no exclusions or exceptions.

The Board of Directors also decides on the admission/exclusion of members and on the membership fees to be submitted to the General Assembly.

The Board of Directors may appoint one or more Scientific Commissions for the purpose of organising specific activities or events, including the annual congress, attributing specific roles and powers to the Scientific Committee. The Board of Directors may appoint one or more Local Organisational Committees, or other committees, to support and assist the Scientific Committee in the organisation of specific activities or events, including the annual congress.

The Board of Directors is duly convened if the majority of its members is present, and decides on its business by absolute majority of those attending.

The meetings and resolutions of the Board are recorded in minutes signed by the President and the Secretary in a special register.

Meetings of the Board of Directors may be held by teleconference or videoconference, provided that all participants can be identified and are

able to follow the discussion and participate in real time in the discussion of the items on the agenda.

Provided these requirements are met, the Board of Directors is deemed held at the venue where the President is located and where the Secretary of the meeting must also be located, so that the minutes can be drawn up and signed in the relevant register.

The Board of Directors meets at least twice a year and is convened in person or remotely by the President, who chairs it. It shall also be convened whenever requested by at least two of its members.

Except at the time of the Association's constitution, the Board of Directors is elected by secret ballot in person or remotely by all members. The list of candidates is prepared by spontaneous candidature among the members. If there are no candidates for the election of a new Board of Directors, the members of the outgoing Board of Directors shall retain their positions.

PRESIDENT, VICE-PRESIDENT, TREASURER AND SECRETARY

- REPRESENTATION

The Board of Directors appoints its own President and Vice-President, as well as a Secretary and a Treasurer (also from individuals who are not part of the Board of Directors). It may appoint them on the basis of spontaneous nomination by members or choose them autonomously subject to acceptance by the interested parties.

The role of Secretary and Treasurer may be held by the same person.

The legal representation of the Association vis-à-vis third parties and members, and before any court of law, is the joint responsibility of the President and the Vice President of the Board of Directors.

The President directs the Association and represents it to all effects before third parties and in court. The President has overall responsibility for the management and proper conduct of the Association's business. The President shall be the legal representative and signatory of the deeds of the Association, which bind the Association both to its members and to third parties.

The President presides over the Board of Directors and the Assembly and convenes the General Assembly and the Board of Directors.

He disposes of the Association's funds by means of measures countersigned by the Treasurer if they relate to the disposition of amounts exceeding the sum of Euro 10,000.00 (ten thousand euros and zero cents) per

individual transaction.

In the event of the President's absence or impediment, his functions shall be exercised by the Vice President.

The Treasurer shall be responsible for the use of the Association's resources and funds, and shall carry out the financial duties of the Association, implementing the decisions of the Board of Directors and the Assembly on this matter from time to time.

The Secretary ensures orderly administration, draws up the minutes of the General Assembly, updates and maintains the register of members and the book of minutes of the General Assembly, implements the resolutions of the General Assembly and the President and coordinates the activities of the Association.

FINAL PROVISIONS

For anything not included in these Articles of Association, reference shall be made to the provisions of the Civil Code relating to associations and to the provisions of Legislative Decree 117 of 2017.

The Association is a Third Sector Body subject to registration in the R.U.N.T.S. (*Single national register of the third sector*), characterised by the exclusive pursuit of socially useful purposes, favouring and supporting the figure of the researcher, especially in the neuroscientific field, pursuing all avenues of assistance by removing obstacles to research, especially for young researchers, which prevent their full professional development and ultimately the advancement of scientific knowledge.

To this end, the association carries out activities of:

- a) education and professional training, pursuant to Law No 53 of 28 March 2003, as amended, as well as cultural activities of social interest with an educational purpose;
- b) university and post-graduate training;
- c) scientific research of specific social interest
- d) organisation and management of cultural, artistic or recreational activities of social interest, as well as activities, including editorial ones, for the promotion of volunteer work and activities of general interest, as referred to in Article 5 of Legislative Decree 117/2017.

Therefore:

- a) The Association is organised according to principles of transparency,

including the preparation of financial statements and, when deemed appropriate or provided for by law, the appointment of a Controlling Body and an Auditor;

b) The Association may not distribute or divert profits or surpluses, funds or reserves, even indirectly, or patrimonial assets from their institutional destination either during the life of the organisation or upon its dissolution;

c) The pursuit of lucrative aims or interests other than institutional ones is prohibited;

d) It is forbidden to pay fees to collaborators, supporters, administrators, etc. that exceed the limits set by current laws, even by means of the provision of services or the transfer of goods at more favourable conditions, and in any case it is forbidden to distribute, even indirectly, profits or surpluses by any means;

e) The uniform regulation of the Association's relationship and modalities and the democratic nature of its structure and corporate bodies are provided for by law.

The provisions in these Articles of Association that refer to registration or deposit to the R.U.N.T.S. (*Single national register of the third sector*) shall be considered temporarily ineffective until the final implementation of Legislative Decree 117/2017.