

BYLAWS OF THE ISCaM

ARTICLE 1. NAME

1.1 The association is named "International Society of Cancer Metabolism", abbreviated as ISCaM, according to the Law Decree December 4, 1997 n. 460.

1.2 All acts, advertisements, publications, correspondence and any other document produced by the Association must contain its name.

1.3 The Association has unlimited duration. It can be dissolved at any time, according to the Italian law and the Statute.

ARTICLE 2. OFFICE AND LANGUAGE

2.1. The registered office of the Society is located in Bologna (Italy) and the transfer of the office within the Bologna province does not require changes in the Statute.

The Society is regulated by the Italian law.

The General Assembly may decide to change the legal office of the Society. In this case, such a modification must be communicated to the competent offices in due time.

2.2. The ISCaM head office is located at the legal office. The head office may be changed after approval of the General Assembly.

2.3. The working language of ISCaM is English. However, the language for official administrative acts and communication with Italian authorities will be Italian. For internal transparency all official acts may also be translated into English.

ARTICLE 3: AIMS AND ACTIVITIES

3.1. The objectives and goals of the Society is the following: to improve communication and to foster collaborative activities and research programs between European and non European scientists engaged in research on the role of pH changes, proton dynamics and metabolic alterations in cancer.

3.2. ISCaM is open to Italian and non-Italian members. Members develop all activities at international, European and national levels.

3.3. ISCaM is free, non-political, non-religious, voluntary, independent and non-profit.

3.4. ISCaM's main fields of activity are, among the others:

- (a) Fight against cancer
- (b) Public education and information in oncology
- (c) Professional education and information in oncology
- (d) Support and participation in scientific research projects and programs;
- (e) Organization of conferences and seminars

The major fields of activity may change in relation to new knowledge and therapeutic possibilities in oncology or to the development of new social and healthcare concerns.

To achieve its mission, the Society may organize, manage or develop:

- workshops;
- technical meetings;
- joint projects with organizations sharing similar objectives;
- exchange of information materials and experience;
- relationships with relevant international organizations and with associations with similar aims in other parts of the world where this is deemed to be desirable;
- co-ordinate and/or manage projects, activities and grants assigned by the European Commission or by any regional, national or international entity, public or private, including donations;
- represent members' interests with regard to national, European or international institutions
- assist its members in carrying out their activities
- establish working groups to evaluate and recommend research and assistance policies in the fight against cancer;
- organize fundraising campaigns to sustain scientific research of special social interest

ISCaM may promote and fund its own or third parties' scientific research projects or programs.

ISCaM may promote and defend public health interests, and the interests of its members, through appropriate legal proceedings.

3.5. The Society will not perform activities other than those mentioned above, with exception of those activities directly connected and supplementary.

ARTICLE 4: MEMBERS

4.1. The Society consists of a minimum of 3 (three) members.

By definition, founder-members are those individuals present when the Society has been funded; co-founder members are those individuals becoming members within 6 (six) months from the constitution of the Society or those who became members after this period and that the Board consider eligible for specific scientific merits.

4.2. Eligible for membership are all individuals with the following qualifications:

- researcher/organization engaged in research on the role of pH changes, proton dynamics and metabolic alterations in cancer;
- sharing the aims and objectives of the Society and accepting the regulations without reserve;
- researcher/organization located within or outside the European Union;
- a juridical person legally constituted according the law and regulations of the country of origin;
- researcher/organization independent from governments, political parties, religions and financial interests.

4.3. ISCaM membership gives the following rights:

- a. right to vote at the General Assembly (art. 5)
- b. right to be elected as member of the Board (art. 6)
- c. right to propose modifications of the Statute

4.4. Acceptance as member

Application to become member must be presented as written request and sent by regular mail, e-mail or fax to the President.

The President has the right to require additional information from the applicant. The decision of accepting the membership application is taken by the Board through simple majority vote. The decision of the Board about membership of the applicant is final.

4.5. Duties of the members

Members must pay an annual membership fee whose amount is set and decided by the Board based on objective criteria.

4.6. The payment of the annual membership fee, once the application has been accepted by the Board, is needed to acquire the status of member. Members that do not pay/renew the annual membership fee within 2 (two) months from the admission date or from the last day of the previous year subscription, will lose their status as members and lose their rights mentioned at paragraph 4.3, with the possibility of requesting a new membership application.

4.7. Membership in the Society requires the active participation to the social activities even through participation to the General Assembly and the full contribution to the activities and initiatives promoted by ISCaM. The Society will regulate accordingly the associative relation and modalities in order to guarantee the effectiveness of the same relation, specifically excluding the temporariness of participation to the associative life and by guaranteeing to members or participants above 18 years of age the right to vote for the approval and the modifications of the Bylaws and for the nomination of the executive organs of the Society.

4.8 Members may withdraw at any time but are obliged to pay the membership fee for the current year. The corresponding annual membership fee, however, will not be reimbursed. Withdrawal shall be communicated to the President by mail, e-mail, or fax.

Incapacity, failure, wind up, termination, or expulsion of a member will cause the loss of the status as member. However, even in case of dismissal of one or more members, the activities of the Society will continue with the remaining members.

4.9 Dismissal may result from any violation of the Bylaws or any serious offense of the pursuits of the Society, with the exception of what is referred to in art. 4.6. Dismissal is proposed by the President or by the Board on the basis of an overall evaluation of the member under trial, and decided by the General Assembly after hearing of the member who, however, cannot vote. Dismissals shall be the first point of the agenda. A 2/3 (two third) majority is due.

ARTICLE 5: GENERAL ASSEMBLY

5.1 The General Assembly is the governance of ISPDC. It is composed of all Society members.

5.2 The General Assembly will:

- a. approve the transfer of the legal and administrative office of the Society;
- b. elect and revoke the President, the Vice-Presidents, the Treasurer, and other members of the Executive Board. Nominations for these offices shall be proposed by mail to the President at least 30 days before the date of the General Assembly. The President shall send the nominations to all members at least 14 days before the date of the General Assembly; an independent auditor may be nominated to verify the Society balance.
- c. decide dismissal of a member for serious offences;
- d. approve/amend the activities and administrative acts of the Society as suggested by the President or the Board;

- e. approve the strategy, the priorities, and the aims of the Society as suggested by the President or the Executive Board;
- f. decide the site of the next General Assembly;
- g. approve the financial reporting, accounting and the budget suggested by the Board;
- h. approve the annual report suggested and presented by the Board;
- i. approve any decision regarding legal issues;
- j. amend the Bylaws;
- k. accept and amend the standard operating procedures;
- l. decide the withdrawal of the Society;
- m. decide any other issue that is not explicitly attributed to the President or the Board by this Statute or by law.

5.3 The General Assembly meets ordinarily at least once-a-year within 6 months from the closure of each fiscal year. Date and time will be decided by the President, who will chair the General Assembly. In case of inability of the President, he will be replaced by the Vice-President.

5.4 The General Assembly, including the agenda, will be called by written mail, e-mail, or fax communication, at least 90 days before the due date.

5.5 The General Assembly will be qualified to decide with a 50 percent plus one quorum. Members may be represented by proxy. Any participating member may hold a maximum of 2 proxies.

5.6 If the quorum is not sufficient, another General Assembly can be called on the same day, upon condition that such procedure is written in the original call. This General Assembly is qualified to vote in the absence of a quorum.

5.7 An extraordinary General Assembly can be called by the Board or at least 1/5 of the members. This call will be made at least 90 days before the due date.

5.8 Resolutions of the General Assembly are to be decided by simple majority of valid votes.

5.9 Minutes of the General Assembly are mandatorily written. The minutes will be sent to all members, saved at the registered office of the Society and made available for all members.

5.10 The minutes will be signed by the President and by the Vice-President and will be submitted to the next General Assembly for approval.

5.11 Under extraordinary circumstances, the General Assembly may decide by written voting (including email), according to the standard operating procedures. Members should be preliminarily informed, by written communication, of the agenda and the circumstances and reasons of this extraordinary procedure.

5.12 Resolutions by vote of the General Assembly are to be taken according to the following procedure:

- a. any member holds one vote;
- b. votes by mail or e-mail is possible upon decision by the Board. Such procedure is not applicable for the elective assembly.

ARTICLE 6: THE BOARD

6.1 The Board is elected by the General Assembly by simple majority and is composed of 3 (three) to 11 (eleven) members, including:

- one President, who chairs the meetings of the General Assembly and the Executive Board;
- one Vice-President, who chairs the above-mentioned meetings in the absence of the President;
- one Secretary;
- one Treasurer entitled to sign bank accounts of the Society;
- a variable number of members-at-large which may be assigned to specific tasks or projects.

The President, the Vice-President, the Secretary and the Treasurer constitute the Executive Board.

The General Assembly will, with separate and subsequent votes, elect the President and the other members of the Board. The above-mentioned offices will not be paid, except reimbursement of expenses decided by the Board.

6.2 The Board can take decisions only if at least one-half of its members are present or represented.

6.3 Decisions will be taken by simple majority of attending or represented members;

6.4 Board members can be represented at Board meetings by another Board member. Each Board member may hold a maximum of 2 proxies.

6.5 Board member office lasts for 3 (three) years and at the end of such period Board members cannot be immediately reelected. The President office lasts for 2 (two) years and at the end of this period the President cannot be re-elected.

6.6 Board membership is personal. If a Board member will stop representing the Society, the office will be vacant, unless otherwise decided by the General Assembly. If a Board member withdraws, a new member has to be elected at the next General Assembly until the end of the office.

6.7 All official documents of the Society have to be signed by the President, with exception of the assignments of the Treasurer and unless a specific proxy is made.

6.8 If the President is temporarily unable, the Vice-President will replace by the President; the Vice-President's signature will represent the President office towards Society members, third parties and public offices. In case of long-term unavailability or dismissal of the President, the Vice-President will take the President office ad interim, until the next General Assembly will elect the new President.

6.9 The Board may delegate specific powers for administration or representation to one or more individuals, either or not Board members, specifying if this may proceed as a single or in collaboration with another individual or a member of the Board.

6.10 In case of a conflict of interests, Board members must inform the President or, in case of inability of the President, the Vice-President. They will not participate in the discussion and the vote regarding the conflict of interests. A statement illustrating the conflict of interest will be attached to the Minutes.

6.11 Board members can be withdrawn at any time by the General Assembly. A 2/3 majority is needed in the presence of at least 3/4 members of the General Assembly.

6.12 Board members may resign at any time by written communication to the President and the Vice-President. Resignation will be effective by the time the President or Vice-President will notify the receipt of such communication.

ARTICLE 7: FUNCTIONS OF THE BOARD, OF THE EXECUTIVE BOARD AND OF WORKING GROUPS

The Board has the power and authority to perform ordinary and extraordinary activities needed to fulfill the aims of the Society, including:

- a. modify the aims and the field of interest of the Society, to be approved by the General Assembly;
- b. plan the strategy, the priorities and the objectives of ISCaM, to be approved by the General Assembly;
- c. nominate independent auditors for the annual inspection of the balance and accounting sheet of the Society;
- d. delegate some of the functions to one or more Board members or third persons, who will be authorised to represent ISCaM
- e. nominate and revoke the Chief Executive or other staff of the Society;
- f. approve the Chief Executive's report regarding the management of facilities and activities of the Society;
- g. organize the General Assembly, prepare the annual budget, the economic and financial statement, and the half-term financial plan to be approved by the General Assembly;
- h. establish objective criteria to define the annual membership fee;
- j. propose the transfer of the legal office to any other location;
- k. recruit or dismiss staff employed by the Society in accordance to Italian law;

The Executive Board has the following duties:

- a. plan the annual working program and guarantee its execution;
- b. assign and supervise the personnel work;
- c. select and propose the venue for the annual meeting and the General Assembly;
- d. appoint working groups to perform specific tasks and define their mission and competence

Working groups may include individuals who are not Board members or Society members; working groups are responsible towards the Board and the General Assembly for the tasks they are given and have to write a report of their activity, according to Standard Operating Procedures.

ARTICLE 8: REPRESENTATION

All acts of the Society, unless indicated by the General Assembly, have to be signed by the President, with exception of the Treasurer's assignments.

ARTICLE 9: BOARD MEETINGS

9.1 The Board will meet upon proposal of the President or, in case of unavailability, of the Vice-President, at least 2 times-a-year, or more frequently upon suggestion by the President or by 3 (three) Board members.

9.2 Board members that are unable to attend the meeting may be represented, by written proxy, by another Board member. Each Board member may hold a maximum of 2 proxies.

9.3 The Board is qualified with a one-half plus one member quorum. Tele- or videoconferences are considered valid to qualify meeting attendance.

9.4 Resolutions are taken by simple majority of votes of members, either present or represented. In the event of a tied vote, the vote of the President is worth double.

9.5 The Minutes of Board meetings have to be kept in a file at the registered office of the Society and made available to all members.

ARTICLE 10: THE CHIEF EXECUTIVE

10.1 The Board, upon decision of the General Assembly, may nominate a Chief Executive, whose functions and duties are determined by the Board according to the internal guidelines.

10.2 The Board determines the rules for the nomination and the dismissal of the Chief Executive.

10.3 The mandate of the Chief Executive will not overcome the fulfillment of his duties as determined by and in support of the General Assembly and the Board.

ARTICLE 11: ASSETS AND MANAGEMENT: ACCOUNTING AND BALANCE SHEET

11.1 The assets of the Society result from:

- membership fees;
- contributions from public institutions supporting specific activities or aims;
- contributions from international institutions;
- incomes resulting from agreements;
- incomes resulting from side financial activities;
- real estate and rental incomes;
- registered personal properties;
- personal properties;
- government securities;
- incomes on properties;
- legacies and donations;
- contributions from private institutions, associations, foundations.

11.2 The membership fee is determined annually by the Board.

11.3 The annual membership fee will be part of the income budget to be used for the ordinary operation of the Society, including the travels of the President, the Board, the Chief Executive and the staff.

11.4 The accounting and fiscal period corresponds to the solar year. At the end of each solar year, a balance has to be approved by the General Assembly. The first fiscal year expires on the 31 December of the year in which the Society was established.

11.5 The General Assembly will decide on the management of gains and losses. If the annual budget shows a gain, the General Assembly may decide to keep it as a reserve. In no case gains will be shared among members, unless such distribution is due by the law. The Society is obliged to use gains for its institutional aims.

ARTICLE 12: BYLAWS CHANGES AND DISSOLUTION OF THE SOCIETY

12.1 Members may propose changes of the Bylaws to the President by mail, e-mail or fax. Such proposals have to be communicated to all members at least 90 days before the General Assembly.

12.2 The Society is dissolved by decision of the General Assembly. A majority of $\frac{3}{4}$ (three quarters) of members is required.

12.3 Dissolution of the Society entails its closure. The General Assembly nominates the receivers. Closure will be regulated by the Italian Law.

12.4 In case of closure, the Society will donate its assets for purposes of public utility, according to the law 23 December 1996.

ARTICLE 13: INTERNAL GUIDELINES

Internal guidelines will be edited to enhance the management of the Society. The guidelines will be drafted by the Board and approved by the General Assembly. The guidelines may be amended by the General Assembly. A simple majority is necessary.

ARTICLE 14: CLAUSE

Any controversy on the interpretation and execution of these Bylaws among ISCaM members, among members and Board members, or among receivers and members will be arbitrated according to the rules of the CEPANI (Centre for the Study and Practice of National and International Arbitrate).

ARTICLE 15: MISCELLANEOUS

The Italian law applies to the present Statute even if not explicitly mentioned.

Bologna, March 18, 2015