

**STATUTE OF THE ASSOCIATION**

**“INTERNATIONAL ACADEMY OF INNOVATIVE DENTISTRY”**

**ARTICLE 1. PURPOSE AND ACTIVITIES**

The Association bearing the name "**INTERNATIONAL ACADEMY OF INNOVATIVE DENTISTRY**" or in abbreviated form **IAID ASSOCIATION** (hereinafter also "Academy" or "Association") is constituted, pursuant to the rules contained in the first book of the Italian Civil Code.

The Association aims to pursue the following purposes:

- Establish and conduct an Academy for training activities and the promotion of innovative technologies in dentistry and aesthetic medicine, and allow professionals to pursue excellence in all medical treatments both intra and extra oral, to achieve the improvement of the health of the whole person. To this end, it may carry out the activities described below:
- Study and research activities, with an interdisciplinary approach;
- Training of specific basic and advanced skills, also through the preparation of specific updating and training projects;
- Development of international relations, for collaborations on common projects, cultural comparisons, exchange of experts and operators in training;
- Undertake relationships with the industry in the sector in order to enhance the attractiveness of the social-health network to companies and support the development of innovative production processes;
- Provide educational and / or technical study courses to practitioners of primary medical professions [Medical Doctor, MD), Specialists in Dentistry (Specialized in Dentistry, DDS, MDS, MDSc), dentists (Doctor of Dental Surgery, DDS and Doctor of Dental Medicine , DMD)], and dental support personnel [dental hygienists, dental technicians, and oral health therapists holding relevant degrees in their countries];
- Promote comprehensive teaching of innovative technologies for both individuals and university programs;
- Advance learning and knowledge in all their aspects and provide scientific and professional education and training;

- Study, conduct research, promote and develop any art or science for the public benefit, including the publication of results, documents, reports or other material deriving from the research;
- Participate, when the Academy deems it appropriate, in agreements entered into with any higher education institution or with any other body having the appropriate powers under which practitioners of the primary and supportive dental professions may be qualified to receive qualifications and other academic qualifications of that other institution;
- Enter into any agreement with any government or authority, central, municipal, local or otherwise, which may favor all or some of the objectives of the Academy; obtain, establish and exercise any rights, privileges, licenses, contracts and concessions from such government or authority.

The Association may carry out any movable, real estate and financial transaction to achieve the corporate purpose including the assumption of interests and shareholdings in companies, businesses or firms with similar, complementary and similar purposes.

## **ARTICLE 2. HEADQUARTERS**

The Association is based in Italy in Rome (RM), Via Panama n. 52.

It is possible to change headquarters, both in Italy and abroad, and to set up offices and secondary offices in other locations as well, with a resolution of the Board of Directors.

## **ARTICLE 3. PURPOSE AND DURATION**

The Association is not for profit. For this reason, the Association will not be able to distribute profits in any form.

In order to achieve its aims, the Association may participate in organizations or companies of any type, as well as enter into agreements with universities, public administrations, public and private bodies, national and international foundations and companies, which operate in the sectors concerned and / or connected to the activities indicated in the preceding Article 1 and to carry out any other initiative and action deemed useful and opportune aimed at the realization and management of scientific initiatives in the context of projects and agreements.

The Association is established for an indefinite period.

## **ARTICLE 4. ASSOCIATES**

They can be members of the Academy of Surgeons (Medical Doctor, MD), Specialists in Dentistry (Specialized in Dentistry, DDS), dentists (Doctor of Dental Surgery, DDS and Doctor of Dental Medicine, DMD), dental hygienists, dental

technicians, and therapists of oral health who hold relevant degrees in their countries (Oral Health Therapist, Dental Therapist, Health Therapist). The application for membership is open to the aforementioned professional categories and must be filed by the applicant with the Membership Acceptance Committee, in accordance with the rules established below for each category of member.

The Members of the Academy are all Members registered in the Register of Members and classified from time to time according to the rules referred to in this article.

No Member may hold the office of director or act as such until he has accepted in writing to become a Member of the Academy and his name has not been registered in the Register of Members and Directors. For all corporate communications, the Members elect domicile at the address communicated at the time of the application for admission, except for any subsequent changes to be communicated in writing. In any case, communications sent by email to the address communicated by the Member will be valid.

When a Director withdraws, his name will be removed from the Register of Members and Directors only when he ceases to be a Member. Membership and all rights of a Member are personal and non-transferable and in the event of death, any relationship ceases.

The fee paid by a Member who ceases to be a Member of the Academy will be retained by the Company.

4.1 Members are divided into the following categories:

- FOUNDER MEMBER (Founder Member);
- ACTIVE MEMBER (Active Member);
- AFFILIATE MEMBER (Affiliate Member);
- HONORARY MEMBER (Honorary Member).

The annual fee for FOUNDING and ACTIVE members, unless otherwise resolved by the Board of Directors, is listed below and must be paid by direct debit or standing order by the Members at the beginning of each calendar year and no later than the 31st of March of each year of registration of the member, on the bank account of the IAID.

Payment after this date will be subject to a surcharge as listed below.

AFFILIATE members have no time constraints for the renewal of the registration, however, they cannot access the activities reserved for them unless they are up to date with the renewal:

- Founding Member: € 450 per year (€ 500 after March 31);
- Active Member: € 395 per year (€ 450 after March 31);
- Affiliate Member: free until 31 December 2021 and then from 1 January 2022 the fee will be € 100 per year;
- Honorary Member: no fee.

Affiliate Members and Honorary Members are not eligible for any Academy Committee or Board of Directors and Affiliate Members cannot be appointed to the College of Arbitrators.

Affiliate Members have the right to participate in the General Scientific Congress upon payment of the congress fee of € 350, in addition to the annual fee of € 100. These fees may be changed by resolution of the Board of Directors. Honorary Members and Affiliate Members receive the same benefits as any Active Member, except for the fees due for participation in courses and Scientific Congresses of the Academy, but do not have the right to vote.

The right to vote is conferred only to Founding Members and Active Members in good standing with the payments of the annual fee or with other sums requested by the Board of Directors.

The payments of the Members are not repeatable and in no case will the amount paid to the Association be refunded.

The President, having heard the Board of Directors who will express a non-binding opinion, is allowed to accept spontaneous contributions in money or in kind, or in professional and / or scientific services, from the category of FOUNDING MEMBERS.

4.2 Founder Members are those who have participated and contributed to the establishment process and those who have previously expressed their commitment to be part of the Association with the status of Founding Member.

The founding members will have the following rights and duties:

- Right to vote in the Annual General Assembly and in the General Assembly Extraordinary;
- Right to be elected in the various offices as established by the following Statute;
- They will not have to pay any sum for the Biennial Scientific Congress (if up to date in rule with payments);
- They will not have to pay any sum to take advantage of the on-line and off-line courses (if up to date with payments);
- They can propose, organize and hold courses with the prior authorization of Board of Directors (if up to date with payments);

4.3 To qualify as an Active Member, a member must meet the following requirements:

- a) must have a qualification for the dental profession (surgeon, specialist in dentistry MDS, MDSc, DDS and DMD), dentists (Doctor of Dental Surgery, DDS and Doctor of Dental Medicine, DMD)
- b) have been an Affiliate member of the Association for at least two years
- c) having participated as an Affiliate Member, as defined in point 4.4, in the biennial Scientific Congress ("General Scientific Congress"), which takes place in alternating years.

In the presence of the above requirements, he is authorized to submit an application to the Membership Acceptance Committee of the Academy.

d) An Active Member, like any Founding Member, can request the Scientific Committee to hold a course at any meeting held by the Association. In the event that the course is subject to a paid enrollment fee, the Treasurer, on behalf of the Board of Directors, will enter into an agreement with the Teacher regarding expenses and fees.

4.4 They can become an **Affiliate Member** (Medical Doctor, MD), Specialists in Dentistry (Specialized in Dentistry, DDS), dentists (Doctor of Dental Surgery, DDS) and Doctor of Dental Medicine, DMD), dental hygienists, dental technicians, and oral health therapists in possession of the relative diplomas in their countries (Oral Health Therapist, Dental Therapist, Health Therapist), upon decision of the Board of Directors and upon payment of the annual membership fee of € 100, or another the other sum set by the Board of Directors.

No membership fees will be applied to the Affiliate Member until December 31, 2021.

In the event that the application for membership is not accepted, the applicant can resubmit his application after attending a conference or an Annual General Assembly or a Scientific Congress.

4.5 Any dentist who, in the opinion of the Board of Directors, has reached a high scientific and qualitative-professional standard, recognized in the academic and professional world at national and international level, can be invited to become an **Honorary Member**:

i) Each member of the Board of Directors may submit to the Board, also on the recommendation of other members, the appointment as Honorary Member of a professional of any nationality who is considered worthy of such recognition.

ii) The presentation must be sent to the Secretary General and will be promptly notified to all members of the Board of Directors. The decision to grant the qualification of Honorary Member will be taken a majority of the votes of 4/5 (four / fifths) of the members of the Board of Directors, with an open ballot vote.

iii) After the positive vote, the President of the Board of Directors will send a note to the professional who has been chosen as Honorary Member for his acceptance.

iv) Provided that the professional agrees to become an Honorary Member, he will be invited by the President of the Academy to the next Annual General Assembly or the next Extraordinary General Assembly, to be invested with the qualification of Honorary Member.

v) For Honorary Members there is no membership fee and they do not have the right to vote.

## **ARTICLE 5. CESSATION OF THE QUALITY OF MEMBER - EXCLUSION OF THE MEMBER**

### 5.1. Termination:

The Member ceases to be a member of the Academy in the following cases:

a) death;

b) for failing:

- as an Active Member, to pay the annual fee for 2 (two) consecutive years, or not having participated in three consecutive national and / or international Congresses of the Association;
- as an Affiliate Member, the payment of the annual fee.

### 5.2. Exclusion:

A Member, after two consecutive written warnings, can be suspended by majority decision of the Board of Directors, which with its own resolution will define a regulation that must contain:

- the reasons that may lead to the exclusion of a member;
- the procedure and methods of communication to the member;
- the procedure for making an appeal.

## **ARTICLE 6. WITHDRAWAL FROM THE QUALITY OF MEMBER**

A member, without any obligation towards the Academy, can voluntarily withdraw from the status of member of the Academy at any time, by submitting an application for withdrawal to the Board of Directors. Members with a residual debt to the Academy will have to settle their account before being able to withdraw from the Academy, in the event that the withdrawing member has benefited from the Association's activities carried out by him without having paid the membership fee.

## **ARTICLE 7. ASSETS OF THE ASSOCIATION**

The assets consists of movable or immovable property acquired by the Association and of those subject to donations, bequests and legacies.

The Founding Members and the members who have withdrawn have no right either on the assets of the "Association" or on any sum paid, not even in the event of exclusion.

For the pursuit of its purposes, the Association may make use of the following resources:

- a. annual dues paid by the Members as previously indicated in point 4.1;
- b. loans, contributions or sponsorships from Bodies and / or Subjects with which there is a collaboration relationship in the pursuit of the corporate purpose;
- c. duly accepted donations, bequests, legacies and donations.

- d. contributions, in money or in kind, disbursed for the activities by Italian or international companies, public or private bodies, including non-members;
- e. contributions, in money or in kind, made by international institutions in relation to collaboration agreements;
- f. income deriving from the activity carried out on the basis of orders, contracts or agreements with administrations and with other public or private bodies or institutions.

## **ARTICLE 8. BODIES OF THE ASSOCIATION**

The bodies of the Association are:

- 1. The Board of Directors
  - 1.1. President
  - 1.2. The Past President
  - 1.3. The President-elect
  - 1.4. The Secretary General
  - 1.5. The Treasurer
- 2. The Executive Committee
  - 2.1. The Scientific Committee
  - 2.2. The Communication and Media Committee
  - 2.3. The Membership Acceptance Committee
- 3. The Auditors
- 4. The Board of Arbiters
- 5. The Members' Meetings

The meetings of all bodies can be validly held in videoconference or teleconference, provided that the exact identification of the persons entitled to be present from the other connection points is guaranteed, the possibility of all participants to intervene orally, in real time, on all topics, to be able to view and receive documentation and to be able to transmit it.

The offices provided for in the Board of Directors and in the Committees are understood to be carried out free of charge, unless otherwise resolved by the Members' Meeting.

### **8.1. THE BOARD OF DIRECTORS**

#### 8.1.a Powers and duties of the Board of Directors

The following powers are attributed to the Board of Directors:

- (a) The definition of the educational content and objectives of the Academy and the supervision of its activities;
- (b) The effective and efficient use of resources, the solvency of the Academy and the safeguarding of its assets;

- (c) The preparation of the final balance sheet with management report and the budget with the annual forecasts of income and expenses to be submitted for approval by the Assembly of the Board;
- (d) The appointment, regulation, suspension, withdrawal and exclusion of Members;
- (e) determination of any fees to be paid to the corporate bodies to be submitted for approval by the Annual General Assembly of Members;
- (f) decisions, having heard the opinion of the Scientific Committee, regarding scientific activities;
- (g) regulations on agreements and contracts, also through investee companies;
- (h) deliberations on all matters concerning the administration.

The Board of Directors may exercise all the powers established in this statute directly or also by delegation to the Committees, referred to in the following paragraphs with executive or consultative powers. The Committees may be composed of Founding Members and / or Active Members with at least 4 years of seniority and other co-opted Members as the Board may determine, excluding any director in office.

The Board may also establish other committees in addition to those listed below, as needed, following the terms of reference provided for in this statute.

No Member who is not a Founding Member can be President of an Executive Committee, until all the founding members available to hold such offices are exhausted. In this case, the Active Members will be able to hold these offices. The Board of Directors may, in compliance with this Statute, delegate to any Executive Committee, or to the President of the Board of Directors under the terms and conditions that it deems appropriate from time to time, the exercise of all or some of the powers and duties conferred on it by this Statute, it being understood that:

(a) The Board of Directors cannot delegate all or some of its powers or duties in relation to:

- (i) The definition of the Academy's educational content and objectives;
- (ii) The preparation of the final balance sheet with management report and the budget with the annual forecasts of income and expenses to be submitted for approval by the Assembly of associates;
- (iii) Guarantee the solvency of the Academy and ensure the safeguarding of its assets;
- (iv) The proposal, at the meetings of the Assembly, for the approval, revocation, modification or variation of this Statute;
- (v) The appointment, suspension and revocation of the members of the Board of Directors and their possible appeals in the event of the suspension or exclusion of other Members of the Academy;
- (vi) The termination of the membership of any Member;



(vii) Any act or thing that pursuant to or by virtue of any provision of this Statute is required to be done by the President of the Board of Directors or by the Board of Directors itself;

(b) The Board of Directors cannot delegate to any Member, who is not a member of a Committee, the preparation of a report for:

(i) The evaluation, discipline or suspension of the members of the Board of Directors and its right of appeal;

(ii) The authorization to spend any sum of money or the alienation of any property of the Academy except within the limits that the Board may reasonably deem necessary for the proper performance of the delegated activities.

(c) In case of delegation, the Board of Directors will always have responsibility for any delegated matter.

#### 8.1.b Composition of the Board of Directors

The Association is managed by a Board of Directors, appointed in accordance with the criteria set by the Statute, and will be composed of at least 5 (five) members, who have experience in the practice of the dental profession, skills in scientific, teaching, management, and must provide for the attribution to the directors of the following offices:

i) The President, the Past President, the President-elect, the Secretary General, the Treasurer of the Council.

ii) The directors appointed in the offices will move on to the next one at the end of each mandate as shown below:

- The President will become the Past President;
- The President-elect will become the President;
- The Secretary General of the Council will become President-elect;
- The Treasurer will become the General Secretary of the Council.

iii) The directors appointed in the five offices referred to in point i) leave their office at the end of their mandate.

iv) In the event that one of the members of the Board of Directors is unable or unable to take up his office, the Board of Directors may co-opt one of the Founding Members who is a member of one of the executive committees provided for by the Statute, to take his place.

v) The first Board of Directors is made up of five Founding Members: The President, the President-elect, the Secretary General, the Treasurer, the Deputy Treasurer as specified below.

The first Board of Directors will consist of four Founding Members and the Deputy Treasurer, who will leave his office at the expiry of the first mandate to the elected Treasurer and the President of the Board of Directors will leave his office and will assume the position of Past President.

A. For the first mandate, which will last from the date of constitution until 31 December 2023, the Board of Directors is made up of:

- The President: Dr. Giovanni Olivi who acts as President of the Board of Directors;
- The President-elect: Dr. Cristian Coraini with the function of Vice President of the Council;
- The Secretary General: Dr. Philip Hand acting as a member of the Board; - The Treasurer: Dr. Norberto Berna as a member of the Board;
- The Deputy Treasurer: Dr. Luigi Cecchinato as a member of the Board.

B. For the subsequent period of 2 (two) years, i.e. from 1 January 2024 to 31 December 2025,

each director who has held offices for the previous mandate will move on to the next office, with the exception of the temporary office of Deputy Treasurer.

Therefore the Board of Directors will be formed as follows:

- The President: Dr. Cristian Coraini acting as President; - The Past President: Giovanni Olivi with the function of member of the Council;
- The President Elect: Dr. Philip Hand acting as the Vice President of the Board;
- The Secretary General: Dr. Norberto Berna as a member of the Board; - The Treasurer, as a member of the Council, will be appointed by the Board of Directors and chosen from among the members of the Executive Committees during the meeting of the Board of Directors, which will take place 6 (six) months before the end of the previous mandate for the period 2021-2023 with a decision taken by a majority of 3/5 (three / fifths) of the votes of the Board of Directors.

C. For the subsequent period of 2 (two) years, i.e. from 1 January 2026 to 31 December 2027, the Board of Directors will rotate according to the provisions of the Statute and the composition of the Council will be as follows:

- The President: Dr. Philip Hand as President;
- The Past President: Dr. Cristian Coraini with the function of member of the Board; - The President-elect: Dr. Norberto Berna who acts as Vice President of the Council;
- The Secretary General is the member who has held the position of Treasurer in the previous two years;
- The Treasurer, as a member of the Board, will be appointed by the Board of Directors and chosen from among the members of the Executive Committees during the meeting of the Board of Directors, which will take place 6 (six) months before the end of the two-year period 2024-2025 by majority decision of 3/5 (three / fifths) of the votes of the Board of Directors.

D. For the two-year period from 1 January 2028 to 31 December 2029, the Board will consist of:

- The President: Dr. Norberto Berna acting as President;
- The Past President: Dr. Philip Hand acting as a member of the Board;
- The President-elect: is the member who has held the office of Secretary General in the previous two years;
- The Secretary General: is the member who has held the position of Treasurer in the previous two years;
- The Treasurer, as a member of the Council, will be appointed by the Board of Directors and chosen from among the members of the Executive Committees during the meeting of the Board of Directors, which will take place 6 (six) months before the end of the two-year period 2026-2027 with a majority decision of 3/5 (three / fifths) of the votes of the Board of Directors.

E. For the two-year period from 1 January 2030 to 31 December 2031, the Board will consist of:

- The President: will be the member who has been appointed Vice President for the period 2028-2029 and will act as President of the Board;
- The Past President: Dr. Norberto Berna acting as a member of the Board;
- The President-elect: is the member who has held the office of Secretary General in the previous two years;
- The Secretary General: is the member who has held the position of Treasurer in the previous two years;
- The Treasurer, as a member of the Council, will be appointed by the Board of Directors and chosen from among the members of the Executive Committees during the meeting of the Board of Directors, which will take place 6 (six) months before the end of the two-year period 2028-2029 by majority decision of 3/5 (three / fifths) of the votes of the Board of Directors.

F. For the next 5 (five) two-year mandates starting from January 1, 2032 until December 31, 2041:

The Founding and Active Members with the right to vote at the Annual General Assembly (AGA), which must take place at least 6 (six) months before the end of the previous two-year period, will have to decide on the procedure for appointing the new Board of Directors among the Members Founders or Active Members and adopt the rotation procedure previously adopted for the next 5 (five) two year periods or any other alternative procedure for the next 5 (five) two year periods and for future mandates.

In the event that one of the members of the Board of Directors ceases to be in office, is unable or unable to take up his office, the Board of Directors will appoint an "acting Board member" among the Founding Members who are members of

one of the three executive committees provided for by the Statute, to take his place.

A Director ipso facto ceases to be a Director if:

- a) upon his death
- b) he resigns from the office of Director with one month's written notice addressed to the Board. Resignation takes effect from the date of receipt of the notice or from the date of resignation specified therein, whichever is later;
- c) he becomes unable to understand according to the criteria established by the law on mental health;
- d) he is subjected to judicial procedures for the recovery of credits;
- e) he is absent from participating in Board meetings continuously for a period of 12 (twelve) months or four consecutive meetings, whichever is shorter, without special permission from the Board;
- f) he is unable or unsuitable to perform the functions of director and the Board approves a resolution taken by a majority of 4/5 (four / fifths) of the entire Board which removes him from office;
- g) he is the subject of a disqualification order issued under company law or is otherwise prohibited by law from acting as director; or is barred from acting as a trustee of a charity;
- h) he has been notified in writing of his removal by resolution of the Board of Directors, provided that no less than 4/5 (four / fifths) of the directors approve it;
- i) he is removed from office with a duly approved resolution pursuant to these Articles of Association;
- j) if the Director ceases to be a Member of the Association for any reason.

#### 8.1.c The Secretary

The Board of Directors may appoint a secretary for a period of 2 (two) years under the conditions it deems appropriate. The secretary thus appointed can be revoked by the Board of Directors itself. The secretary can be confirmed in the office for a period of 2 (years), also renewable.

The secretary is an official of the Company and must send notices of the meetings to the Members and Directors, and must also transmit to them, the Members and the auditors the resolutions that must be drawn up by him and signed by him together with the Chairman. The approved resolutions must be transcribed in the Book of Meetings of the Board of Directors and, if requested, transmitted to the competent authorities.

The secretary keeps or ensures that copies of all the resolutions of the Members, the minutes of all the acts and of the general meetings are kept.

#### **8.1.1. PRESIDENT**

The functions of the President of the Board of Directors are the following, in addition to those provided for by law:

a) preside over all the meetings of the Members' Meeting:

- Annual and Extraordinary General Assemblies, Biennial Scientific General Assemblies and Special Discipline Meetings;

b) to express the casting vote in the case of a tie in the Board of Directors;

c) to appoint, with the other members of the Board of Directors, the Academy Secretary and the members of the three Committees;

d) supervise the activities of each of the Committees and of the Secretary General of the Council and the Treasurer;

e) sign any contract or document that binds the Academy together with the Secretary of the Company on behalf of the Board of Directors;

f) to be jointly and severally liable with the other members of the Board of Directors for the financial affairs of the Company and to represent the Company in any judicial proceeding both as a defendant and as an actor only after consultation and authorization of the Board of Directors.

#### **8.1.2. THE PAST PRESIDENT**

The duties of the Past President are:

a) assist the President in his duties, as requested;

b) close any business left open during your term as President by ensuring that all activities relating to your term have been duly recorded;

c) further offer its contribution and experience in corporate management and in carrying out the activities that involved and that involve knowledge of contacts, people, companies

#### **8.1.3. THE PRESIDENT-ELECT**

The duties of the president-elect are:

a) assist the President in his duties, as requested;

b) be responsible for the scientific programs of the sessions together with the President;

c) coordinate the scientific committee for the organization of the Congress, together with the President;

d) assume the functions of the President in his absence;

e) managing relations with the President with other scientific associations;

f) succeed to the office of President.

#### **8.1.4. THE SECRETARY GENERAL**

The Secretary General is a member of the Board and will be responsible for administrative matters affecting the company:

a) Keep the official books of the Academy and its statutory registers;

- b) ensure that complete and correct accounting records are kept and that adequate administrative procedures are defined;
- c) verify that the financial management of the Academy complies with its statute, company law and any other relevant legislation or regulation;
- d) the company's annual statement and ensure that the company files such information in a timely manner;
- e) archive the Association's financial statements;
- f) be the person in charge of the GDPR (EU) 2016/679 regulation ("Regulation on the protection of individuals in relation to the processing of personal data and the free circulation of such data").  
prepare all the formalities required by law, namely the
- g) establish and maintain a mechanism to promote engagement between the Academy and practitioners, other universities, other educational institutions, research organizations and local communities;
- h) contribute to the Academy's fundraising strategy;
- i) enter into negotiations with companies in the dental and pharmaceutical sectors for the advertising of innovative devices in their corporate advertising campaign and obtain cost plans and budgets to be submitted, jointly to the Treasurer, for approval by the Board of Directors;
- l) succeed to the office of President-elect.

#### 8.1.5. THE TREASURER

The general role of the Academy Treasurer is:

- a) maintain an overview of the economic and financial management of the Association;
- b) monitor that the Academy has adequate economic and financial flows for the pursuit of its objectives as defined in its Statute;
- c) verify that the Academy uses its resources exclusively in carrying out the activities envisaged by the Statute;
- d) check the payment of the dues owed by the members within the established terms;
- e) protect and keep the funds of the Academy according to the indications of the Board of Directors;
- f) examine and collect the Association's accounting and financial documents to be delivered to the person in charge, internal or external, of keeping the accounts;
- g) keep the accounting books at the registered office of the Academy or in any other place that the Board of Directors of the Academy deems appropriate;
- h) submit to the Board of Directors balance sheets, accounts and economic, patrimonial and financial statements, both final and forecast;
- i) propose to the Board of Directors the revision of the forecast accounts where facts and circumstances could lead to significant deviations;

- l) propose to the Board of Directors the appointment and the fees of the Auditors who will be elected by the General Assembly for a period of 2 (two) years;
- m) recommend, when deemed appropriate, the appointment of an auditing company and propose their annual fees to be approved by the Assembly;
- n) keep the Board informed about its duties and financial responsibilities;
- o) succeed the office of Secretary General of the Council;
- p) endorse the payments and give the green light to the balance of the invoices authorized by the President;
- q) Authorize in advance expenses not foreseen in the forecast accounts.

As regards the sponsorship programs of the Academy, the Treasurer is authorized:

- a) Evaluate the request to be submitted to the Board of Directors, even if made to a subsidiary company, for the sponsorship of firms and companies that deal with dental and medical projects, institutions created for the development of the dental industry and any body public or private which, in its opinion, has the requirement to be connected with the object and program of the Academy or of the companies in which it participates.
- b) Report any amount of money or any provision of services or other benefits received for the benefit of all Members of the Academy;
- c) All sponsorships that are dental devices, sums of money or benefits for the Academy must be duly recorded for accounting purposes by the Committee and communicated to the accountants; however, members may be privately sponsored to attend congress meetings with regards to their travel, lodging, and payment of their dues by medical and / or dental societies.

## **8.2. THE EXECUTIVE COMMITTEE**

1. The Executive Committee is made up of the Chairmen of the Committees provided for in this Statute.
2. The Board of Directors will appoint the members of the Academy Committees:
  - I. Scientific Committee;
  - II. Communication and Media Committee;
  - III. Membership Committee;
3. The Board of Directors will appoint the President of each Committee. Each Committee will remain in office for 2 (two) years and the members may be re-elected.
4. The qualification and procedure for being appointed as members of a Committee, subject to the provision relating to general qualifications for membership of the Academy referred to in Article 4 (i) above, are as follows:
  - a) Be a Founding Member; even an Active Member, for more than 4 (four) consecutive years and in good standing, is eligible to be part of a Committee unless otherwise provided for by a resolution of the Board of Directors.

b) Be approved by a majority of 4/5 (four / fifths) of the Board of Directors of the Academy.

c) For the first two terms of two years each, starting from the establishment of the Academy, the members will be chosen by the Board of Directors from among the Founding Members.

5. All committees will be composed of at least 3 (three) members including their chairman.

6. For the first term of 2 (two) years, the President of each Committee will be a Founding Member elected by the first Board of Directors at the time of the establishment of the Academy.

7. For the second term of 2 (two) years, the President of each Committee will be a Founding Member elected by the Board of Directors. From the third term of 2 (two) years, the election of the Chairmen of the Committees will be delegated to the Members' Meeting

8. The 3 (three) Presidents will collectively form the Executive Committee which will have the function of assisting the Board of Directors with annual consultative reports to be presented to the Board of Directors and to the Special Assembly of Founding and Active Members which will take place annually on the occasion of the Assembly General and / or the General Scientific Congress.

#### **8.2.1. MEMBERSHIP ACCEPTANCE COMMITTEE**

The tasks of the Membership Acceptance Committee are:

a) With regard to Active Members:

i. Evaluation of the qualifications of a professional to become an Active Member of the Academy, with respect to his educational level, his integrity, his curriculum vitae, his academic and clinical achievements and the value of any medical and dental publication and in particular on the topic related to innovative dentistry.

ii. Approve with a majority of 2/3 (two thirds) of the votes the proposal for the appointment as Active Member.

The Membership Acceptance Committee will evaluate, every six months, based on the order of arrival of the applications, the documentation produced by the applicant, which must be presented by 2 (two) Members, Founders and / or Active, who must certify in their letters of presentation of the applicant's educational level, their integrity, their curriculum vitae, their academic and clinical achievements and the value of any medical publication on a topic related to innovative dentistry. In addition, two complete clinical cases must be presented together with the application, demonstrating the use and advantages of the modern technologies discussed, documented by attaching a demo presentation according to the format prepared by the Membership Acceptance Committee.

The Membership Acceptance Committee will approve the request for membership with a majority of 2/3 (two thirds) of the votes and will transmit its appointment,



for ratification, to the Secretary General who will communicate it promptly, no later than 21 days from receipt of the approval communication, to the Founding Members and Active Members.

The Board of Directors will adopt its final decision by open secret ballot with a majority of 3/5 (three / fifths).

If the application is accepted, the applicant will be appointed as an Active Member by a written decision forwarded to the applicant on the same day as the Board of Directors meeting.

If the application is not accepted, the applicant has the right to resubmit his application at the next Annual General Meeting, in accordance with the above procedure.

b) Regarding Honorary Members:

i. Approve with a majority of 2/3 (two / thirds) the proposal to the Board of Directors, which will have to deliberate its acceptance, of a Dental Professional who, in the opinion of the Membership Acceptance Committee, has reached these standards in the academic world in its practice and that its practical results have been recognized by the Commission.

ii. Send approved presentations to the Academy Secretary and promptly notify all members of the Board of Directors.

c) Regarding Affiliate Members:

i. Take into consideration the application for affiliation to the Academy of Professionals subject to the payment of the annual membership fee.

ii. Accept the application with a majority of 2/3 (two / thirds) of the Committee members.

#### **8.2.2. COMMUNICATION AND MEDIA COMMITTEE**

i) The Committee has the following purposes:

a) is responsible for all non-scientific activities;

b) Advises the Board of Directors and the Executive Committee on matters relating to publicity and media coverage of the Academy's international and local activities;

c) Cooperates with international journals of medicine and dentistry to ensure the widest possible evidence of the Academy's cultural and medical achievements in the field of dentistry;

d) Provides members with new information and updates on Academy activities and scheduled conferences;

e) Collects and provides news in electronic format to all Members and all subscribers on an ongoing basis via "social" (Twitter, Facebook, Instagram, LinkedIn) and other methods including but not limited to printing, transmission, publication of brochures and reports and videos;

f) suggests to the Executive Committee and the Board of Directors to enter into agreements with the television channels for the advertising and broadcasting of the Academy's conferences;

g) You can request media and trademark law consultations from lawyers expert in trademarks and international commercial law to safeguard the innovative solutions in dentistry that can be disseminated during the conferences by the Academy Members.

### 8.2.3. **SCIENTIFIC COMMITTEE**

The Committee has the power to organize the Academy's scientific programs.

1. Biennial scientific conferences.

i) The scientific conference will consist of presentations of professional topics related to aesthetics and / or dental medicine or dental surgery. The Chairman of the Committee will determine the duration of each presentation in order to draft the conference program and to alert the speakers of their time limits.

ii) The Academy can support teachers and moderators within the limits set out in point iii).

iii) The Academy may provide the teachers and moderators of the scientific session with the following support in terms of:

- Travel expenses;
- Hotel accommodation;
- The congress package (which consists of the congress fee and the charges for social events) will be defined by the Board of Directors.

### 8.3. **THE AUDITORS**

i) The audit of the administrative accounting management is carried out by a Board of Auditors, even in single-person form, or by an Auditing Firm, appointed by the Members' Meeting for a two-year period.

ii) It is made up of Professionals, of which at least one is enrolled in the Register of Auditors, and they can be re-elected.

iii) The Board checks the management documents, ascertains the regular keeping of the books and accounting records; certifies the annual management result defined in accordance with the accounting method adopted by the Board of Directors and set out in the specific Regulations approved by the Assembly of Members; carries out quarterly cash checks; supervises the maintenance of the management balance, including the financial one.

The Auditors can attend the meetings of the Board of Directors and are invited to participate in the assemblies without the right to vote.

The remuneration of the auditors is established by the Assembly which appoints them, on the proposal of the Treasurer and is valid for the duration of the mandate conferred.

#### **8.4. THE PROBIVIRI**

The College of ProbiViri is made up of at least 3 (three) members chosen by the Board of Directors from among the Founding Members and Active Members with seniority over 10 years (Senior Members), appointed to act as a body in any other dispute that may arise between the Members and between the Members and the Association.

#### **8.5. MEMBERS 'MEETINGS: ANNUAL GENERAL ASSEMBLY AND EXTRAORDINARY GENERAL ASSEMBLY**

i) The Academy will hold an Annual General Assembly (AGA) at least once a year. Between the date of an AGA and the next, no more than 15 (fifteen) months must elapse. The AGA will be held at the time and place that will be established by the Board of Directors.

ii) All the other general assemblies of the Academy other than the AGA will be called Extraordinary General Assemblies (EGA).

iii) The Board may, whenever it deems it appropriate, convene an EGA which must also be called when 25% of the voting Members request it.

##### **8.5.1 Members' decision**

The members decide at the meeting on the matters reserved to their competence by law, by this statute, as well as on the matters that one or more directors or many members equal to at least 25% of all members with voting rights submit for their approval.

In any case, the following are reserved to the competence of the members:

1. approval of the balance sheet and budget;
2. the appointment and revocation of the Board of Directors;
3. the appointment of the Board of Auditors;
4. amendments to the Statute;
5. decisions to carry out operations that involve a substantial modification of the corporate purpose or a significant modification of the members' rights;
6. Dissolution and liquidation of the Association

The decisions of the members can also be adopted by written consultation, when approved by the Board of Directors.

In case of written consultation, a specific written document must be drawn up, from which the following must be clearly stated:

1. the subject matter of the decision;
2. the content and results of the decision;
3. the indication of the consenting members;
4. the indication of the opposing and abstaining members and, at their request, the reasons for the opposition, or the abstention;
5. the signing of all members, those consenting, dissenting and abstentions

A copy of the document for written consultation must be sent to all members, who, within the following five days, must send the Association a specific declaration, written at the bottom of the copy of the document received, in

which they must express their favorable vote, dissenting vote, or abstention, indicating, if deemed appropriate, the reason for their opposition or abstention; the lack of a declaration by the members within the aforementioned term is equivalent to the absence of the Member. The communications provided for in this paragraph may take place by any means and / or communication system that allows a confirmation of the shipment and receipt, including fax and e-mail. The decisions of the members are taken with the quorum of resolutions provided for in the following paragraph.

#### 8.5.2. Convening of the Assembly

i) The AGA and EGA must be convened with notice sent in writing, at least twenty-one days before the date set for the Assembly, by registered letter, certified e-mail, or any other suitable instrument to certify the receipt. This notice must be sent to the address communicated by the Member and resulting from the Register of Members.

ii) The notice must specify the place, day and time of the meeting and the general description of the matters to be discussed and must be delivered to those who, according to the Articles of Association, are entitled to receive such notice, including the Auditors, who participate without voting rights. An assembly of the Academy, even if not convened with shorter notice than those specified in this article, will be considered validly constituted:

(a) in the case of a meeting called as AGA, with the presence of all the Members entitled to participate and vote (Founding Members and Active Members in good standing with payments);

(b) in the case of any other meeting, with the presence of 75% of the voting Members, entitled to participate and vote at the meeting.

Any notice calling a meeting must provide information to Members regarding their right to appoint a proxy.

iii) The appointment of a proxy must be in writing made by the proxy, and in any common form or in any other form that the Directors may approve, the deed of proxy, unless otherwise indicated, is also valid for any updates of the meeting to which it refers and it is believed that it gives the right to vote as the delegate deems appropriate on any resolution presented to the meeting for which it was given.

iv) The proxy documentation must be delivered before the meeting takes place.

#### 8.5.3. Conduct of the Assembly

The President of the Board of Directors chairs each assembly of the Academy. If the President is not present in person within fifteen minutes from the time established for the meeting or is not willing to act, the elected President, if present and is willing to act, will chair the Assembly, otherwise the Members present will elect one of the Members in office to chair the general meeting or to update the meeting with the approval of the President. The assembly appoints

a secretary, including a non-member and, if necessary, one or more scrutineers, including non-members.

It is up to the chairman of the assembly to ascertain the regular constitution of the same, to ascertain the identity and legitimacy of those present, to direct and regulate the course of the assembly and to ascertain and announce the results of the votes. The resolutions of the assembly must be recorded in the minutes, signed by the chairman and the secretary or notary, where required by law.

A report must be drawn up which must indicate the date of the meeting and, also in an attachment, the identity of the participating Members and their qualifications; it must also indicate the methods and the results of the voting and must allow, even as an attachment, when the secret vote has not been approved, the identification of the members in favor, abstentions and dissenters. The minutes must summarize, at the request of the members, their declarations relevant to the agenda.

The minutes of the meeting must be transcribed in the Members' Decision Book.

#### 8.5.4 Quorum for constitution and quorum for deliberations

The assembly is regularly constituted with the presence of many members representing at least 50% of the voting members.

The assembly approves, by a majority of those present, the voting methods, on the proposal of the president. The vote can be secret or overt.

The assembly resolves by an absolute majority of those present, except in the cases provided for by the previous paragraph 8.5.1 points 2 and 5 for which at least the favorable vote of the majority of 75% of the Founding Members with the right to vote is required, as well as for the points 4 and 6 (modification of the Articles of Association, dissolution and liquidation) for which the expected majority will be equal to 90% of the Founding Members. In all decisions in the event of a tie, if present at the Assembly, the President of the Board of Directors will be given a double vote.

viii) The chairman of a general meeting may, with the consent of the majority of the Members voting at the meeting (and must, if so requested by the aforementioned majority), update the meeting from time to time and from one place to another, but no Activity can be covered in any updated meeting other than the one left pending at the meeting from which the update took place. At least two business days' notice must be given for each updated meeting.

### **ARTICLE 9. SCIENTIFIC CONGRESS AND SCIENTIFIC MEETINGS**

i) The scientific conference and scientific meetings will be held for the presentations of professional topics related to dentistry, oral medicine, oral and dental surgery and inherent to all innovative topics having to do with the purposes of IAID. The President of the Scientific Committee in agreement with the Secretary General will determine the duration of each presentation.

ii) Members wishing to present their research and / or studies to the Conference must submit to the Head of the Scientific Committee, 90 days before the opening of the Conference, through the Secretary General of the Board of Directors, the summary (abstract) of their proposal for presentation to be submitted to the Committee for examination.

iii) If the presentation proposed by the Member is considered interesting for the theme of the conference, the Member will be informed that it will be included in the list of speakers that will be published and circulated among the conference delegates. iv) In addition, the Member may submit a shorter application form during the conference, either by oral presentation, by poster or with electronic devices.

v) Members who are unable to attend the conference in person may provide their presentation by videoconference which will be broadcast at the conference, and will in any case be subject to payment of the conference participation fee.

vi) The Academy will try to publish the abstracts or the complete presentation of the conference of the speakers and of any participating Member.

#### **ARTICLE 10. DISSOLUTION**

The Association can be dissolved with a resolution taken with the favorable vote of at least three quarters of the Founding Members. The Members' Meeting appoints a liquidator, establishing powers and remuneration.

Once the liquidation phase has been completed, the assets and residual assets will be devolved, by members' resolution pursuant to the previous paragraph, to other bodies or institutions, public or private, which pursue purposes similar to those of the Association.

The rules on the dissolution of partnerships apply insofar as they are compatible.

#### **ARTICLE 11. POSTPONEMENT**

For anything not provided for in this Statute, reference should be made to the provisions of the Italian Civil Code as applicable.

#### **ARTICLE 12. TRANSITIONAL RULES**

12.1 The amendments made to the Articles of Association, unless otherwise decided in the Members' Meeting, enter into force at the time of their approval.

12.2 The appointments in force at the time of approval of the changes remain valid and effective until the new deadline arrives.