

INTERNATIONAL UNION OF ANGIOLOGY FOUNDATION

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INTERNATIONAL UNION OF ANGIOLOGY FOUNDATION

Board of Directors

President:	Pier Luigi ANTIGNANI (Italy)
Vice President:	Pedro Paolo KOMLOS (Brazil)
Secretary:	Jan PITHA (Czech Republic)
Treasurer:	Luciano AMARAL DOMINGUES (Brazil)
Members:	Nobuyoshi AZUMA (Japan)
	Jawed FAREED (USA)
	Prahlad HO (Australia)
	Mohammed ISMAIL (Egypt)
	Barry JACOBSON (South Africa)
	Xiaoqiang LI (China)
	Armando MANSILHA (Portugal)
	Claudio NHUCH (Brazil)
	Shoaib PADARIA (India)
	Pavel POREDOS (Slovenia)
	Jorge Hernando ULLOA (Colombia)

Auditors

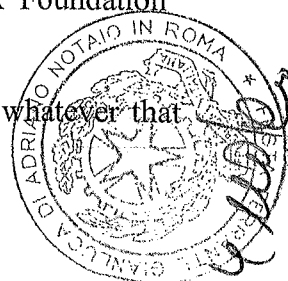
	Patrick CARPENTIER (France)
	John FLETCHER (Australia)
	Yongquan GU (China)

CONSTITUTION OF THE FOUNDATION OF THE INTERNATIONAL UNION OF ANGIOLOGY

1 ESTABLISHMENT AND RECOGNITION

The fund named "Foundation of the International Union of Angiology" or "IUA Foundation" (abbreviated to IUAF) is hereby established.

The IUAF is required, in its name and in any distinctive mark or communication ~~whatever~~ that addresses the public, to use the wording "non-profit organization of social utility".



2. HEADQUARTERS

The headquarters of the IUA Foundation is located at the address of Chairman of the Board of Directors.

The Executive Board establishes the site of the Administrative Secretariat of the IUAF.

3. PURPOSE

The association's purpose is the exclusive pursuit of social, humanitarian, health, and solidarity purposes. To achieve its primary purpose, the association promotes development projects to improve the quality of life of populations in conditions of poverty or at any rate of social inferiority; facilitates relations among associations, foundations, and institutional bodies of a humanitarian nature; establishes relationships with similar Italian, foreign, and international associations with which it may be affiliated; and uses, at all times with a view to the association's purpose, meetings, conferences, seminars, courses, publications, and any other operation inherent to fostering dissemination and communication within its associates.

The association – which is non-profit – also pursues exclusively purposes of social solidarity in the sectors of scientific research with special collective interest, and of prevention and training benefiting persons disadvantaged in their physical, mental, social, or family conditions, also through the work of physicians and specialists that have direct contact with the aforementioned parties.

In particular, it operates in compliance with current legislation relating to the performance of activities in the sector of social and social/healthcare assistance, of assistance in health and prevention, of education and training, and of scientific research with special social interest conducted directly or entrusted to universities, research bodies, and other foundations conducting it out directly.

It also has as its purpose:

- spurring scientific research and the training of researchers in the sector of vascular disease;
- promoting the performance of activities in the vascular matters benefitting persons with chronic vascular disease and their families;
- promoting, supporting, and managing initiatives aimed at informing public opinion and raising public awareness on the spread and clinical and social importance of vascular disease and of prevention as the most effective way to combat it.

These activities must be complementary to those performed by the International Union of Angiology (IUA), and work in synergy with them.

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4. INSTRUMENTAL ACTIVITIES: ACCESSORY AND RELATED ACTIVITIES

To achieve its purposes, the IUAF may:

- a) support scientific and research activities and initiatives in the sector of vascular disease of other associations, foundations, bodies, and institutions, public and private, prioritizing those proposed and/or carried out by International Union of Angiology;
- b) promote and organize initiatives suitable for fostering organic contact between the Foundation, the national and international research system, their employees, and the public;
- c) promote and carry out training activities in the sector of vascular disease, to the benefit of healthcare workers and the population, in compliance with current legislation;
- d) spread knowledge on preventing and treating vascular disease;
- e) conceive, plan, and carry out scientific research projects, both basic and clinical, also in collaboration with public and private third parties;
- f) conceive, support, promote, organize, and finance, directly or indirectly, publishing and communication initiatives relating to cultural and social events, facts, or expressions pertinent to the Foundation's purpose and activities, using the communication media deemed most appropriate, including print, radio/television broadcasting, and multimedia and virtual systems, on a local, national, or international level;
- g) receive contributions and subsidies from public authorities, territorial and otherwise, and from private parties, entities and companies, and take part in national and international bodies and entities;
- h) promote fundraising and the collection of financing for the Foundation and other Bodies and Entities pursuing similar purposes;
- i) administer and manage the assets that the Foundation owns, leases, borrows, or holds under concession or in any other form;
- j) execute any and all appropriate instruments or contracts, also for the financing of the operations decided upon, including, merely by way of example and not limitation, the purchase on any grounds, and also via borrowing, of real and personal property, and the execution of agreements of any kind with public or private entities, including those may be transcribed in public registers;
- k) establish and/or take part in associations, foundations, bodies and institutions, public and private, whose activity is aimed, directly or indirectly, at the pursuit of purposes similar to those of the Foundation itself;
- l) establish or take part in partnerships or corporations, provided that they carry out activities aimed at pursuing the Foundation's statutory purposes;
- m) execute agreements for entrusting to third parties some of the activities indicated above;
- n) perform any other activity suitable for or in support of the achievement of the institutional goals, and of the instrumental ones indicated above.

The Foundation may not carry out activities other than those reported above, and specifically activities with a commercial purpose.

The IUAF shall undertake:

- not to distribute, even indirectly, operating profits and surplus, as well as funds, reserves, or capital during the organization's lifetime, unless the allocation or distribution have been required by law or are carried out in favour of other non-profit organizations that by law, statute, or regulation belong to the same unitary structure;
- to employ the operating profits or surplus for the performance of institutional activities and of directly related activities;

- to transmit the organization's assets, in the case of its dissolution for any reason, to other non-profit organizations of social utility or for purposes of public utility, without prejudice to such other allocation as is required by law;
- to draw up the financial statements or yearly report.

5. HOLDINGS

The Foundation's initial holdings consist of assets it was endowed with in the instrument of constitution. The holdings may be increased via donations, offerings, testamentary dispositions, and any other act of generosity, following the procedures and under the conditions prescribed by the relevant law. The income derived from the management, as well as the acts of generosity or dispositions, not specifically allocated to increasing the holdings, shall be wholly devolved, for the Foundation's purposes, to the financial year to which the income refers, or the financial years thereafter. The Board of Directors may order all or part of the income from one or more financial years to be attributed to the holdings.

6. FOUNDATION BODIES

The Foundation's Bodies are the following:

- A) Board of Directors
- B) the Auditors.

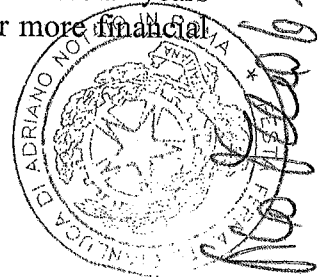
7. BOARD OF DIRECTORS

The IUAF is administered by a Boards of Directors, consisting of a minimum of 2 members to a maximum of 19 members, which shall include the Chairman, the Vice President, the Treasurer and the Secretary, if appointed. Powers and functions of Treasurer and Secretary will be established in the Internal Regulation, which will be an integral part of this Constitution and will be approved by the General Assembly. It consists of the members of the Executive Board of the IUA. Members have a two-year term of office, according to the constitution of the IUA. Appointment as member of the Board of Directors brings no remuneration aside from reimbursement for the documented expenses incurred in connection with the duties of office. The Chairman of the IUAF is the President of the IUA.

8. POWERS AND FUNCTION OF THE BOARD OF DIRECTORS

The Board of Directors is vested with all the powers for the ordinary and extraordinary administration of IUAF. The Board of Directors may delegate specific powers for ordinary administration to its own members, to be exercised under joint signature with one another or with others so delegate, to the exclusion of the following matters that shall remain under the Board's exclusive purview:

- (a) approving the budget;
- (b) approving the financial statements;
- (c) dividing and assigning period and yearly income;
- (d) opening and closing banking deposits in any form;
- (e) determining the ways of investing the Foundation's holdings;
- (f) ratifying the measures that, as a matter of urgency and necessitated by exceptional circumstances, might be taken by the Chairman;
- (g) modifying the Foundation's Statute upon the authorization of the Executive Board of IUA;



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- (h) deciding as to participation in other bodies and entities;
- (i) establishing from time to time, with a view to the development of specific scientific projects planned with another association and/or medical/scientific company, one or more technical/scientific subcommittees, with a duration equal to the project's completion.

Valid Board of Directors decisions require the attendance of at least one half of the members, and the favourable vote of the majority of the voting members. In the event of a tie vote, the Chairman shall cast the deciding vote. Any Board Member who fails to attend three consecutive Board meetings may be removed from office.

The Board of Directors meets in ordinary session no less than twice a year, and extraordinarily whenever the Chairman deems it appropriate, or one of its members has so requested.

Meetings are called by the Chairman by registered letter or by fax or e-mail, sent at least fifteen days prior to the convocation, and including the agenda. In exceptional or urgent cases, meetings may be called by telegram, fax or e-mail sent at least five days prior to the convocation date. Board of Directors meetings held in a location other than the IUAF head office, or through the use of videoconferencing or audioconferencing tools, shall be valid: if the meeting's Chairman attends in the same place; if the meeting's Chairman is able to ascertain the identity of attendees, regulate the holding of the meeting, and acknowledge and announce the results of voting; and if the attendees are able to take part in discussing and simultaneously voting on the items on the agenda. The minutes of the decisions by the Board of Directors shall be transcribed in chronological order in the previously stamped book by the Secretary and shall be signed by the Chairman.

9. CHAIRMAN

The Chairman shall remain in office for a two-year term. During the four years following the expiry of his or her term, he or she shall attend, with no voting rights, Board of Directors meetings in a consultative role.

The Chairman is vested with the legal representation of IUAF. The Chairman is granted the power: a) to summon the Board of Directors; b) to administer the IUAF, managing the holdings and relations with banks; c) to take on, as a matter of urgency and when justified by exceptional circumstances, measures relating to the ordinary management of IUAF. These measures shall be subject to ratification by the Board of Directors at the meeting following their adoption.

10. AUDITORS

The Auditors are the supervisory body of the IUAF.

The Auditors:

- a) oversee whether the Board of Directors exercises the powers under the legislation and in accordance with the foundation deed as well as the statute,
- b) supervise compliance with the conditions set for provision of endowment contributions,
- c) supervise how the bookkeeping is maintained and review the annual, extraordinary and consolidated financial statements,
- d) call the attention of the Board of Directors to identified shortcomings and give suggestions for their elimination,

The auditors of the IUAF are three past presidents of the IUA for a period of 2 years, in accordance with the decision of the executive board of the IUA and may be re-elected.

The Auditors are appointed by the Executive Board of the IUAF and may be removed from office at any time.

1. Even a legal entity whose subject of the activities enables performance of control and inspection activities may be an auditor.

11. CLOSE OF THE FINANCIAL YEAR – FINANCIAL STATEMENTS AND BUDGET

The Foundation's financial year ends on 31 (thirty-one) December every year. By no later than 30 (thirty) April each year, the Board of Directors is called to approve the financial states for the previous financial year. By no later than 30 November of each year, the Board of Directors is called to prepare and approve the budget for the subsequent financial year. The financial statements must remain filed at the Foundation's head office for the fifteen days prior to the Board of Directors meeting called for their approval, and available to all those who have a justified interest in reading them.

12. OPERATING SURPLUS

The IUAF is forbidden to distribute, even indirectly, operating profits or surplus, however denominated, as well as funds, reserves, or holdings during the Foundation's lifetime, unless the allocation or distribution have been required by law or are carried out in favour of other non-profit organizations that by law, statute, or regulation belong to the same unitary structure. The Foundation is required to employ the operating profits or surplus for the attainment of institutional purposes, or of directly related ones, without prejudice to the provisions of the final paragraph of art. 4, and to legal obligations.

13. DISSOLUTION

In the event of dissolution on any grounds, IUAF is required to transmit the holdings to other non-profit organizations of social utility or for the purposes of public utility.

14. ARBITRATION CLAUSE

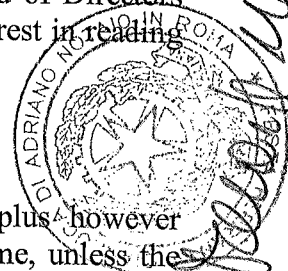
Any dispute that should arise in connection with the performance or interpretation hereof, and that may be the object of settlement, shall be brought before a Board of three arbitrators, one of whom to be appointed by each of the parties, and the third, should no agreement be reached by the two arbitrators already appointed, at the request of the more diligent party, by the President of the court in the district where the Foundation has its head office. The arbitrators shall decide informally and therefore amicably, in accordance with fairness and with no procedural formality, thus giving rise to informal arbitration. The parties shall undertake to execute, promptly and in detail, the arbitrators' decisions, which they here forward recognize as an expression of their original will.

15. INTERNAL REGULATION

All that is not expressly reported herein shall be governed by an internal regulation that is drawn up by the Chairman and submitted for approval by a vote of the Board of Directors. The internal regulation must be approved by the majority of members of the Board of Directors.

16. FINAL PROVISIONS

For that not foreseen by the Constitution, the dispositions of the International Civil Codes are applied, according to the norms of existing laws pertaining to private foundations.



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