

VAS-European Independent Foundation in Angiology/Vascular Medicine (www.vas-int.net)

VAS Foundation Statute

Article 1-Constitution

A European Scientific Foundation named VAS-European Independent Foundation in Angiology/Vascular Medicine has been formed, with Headquarter c/o at Research Center on Vascular Diseases, located in Milan, formal address, Verona and Bologna (at the time of constitution of the Foundation).

The Foundation is non-profit.

It works for the development of independent Research, Education (including Awareness) and Prevention, in the area of vascular diseases, and for the recognition and strengthening of Angiology /Vascular Medicine (used as synonyms in several European countries) for the benefit of patients and the population, with continuity with the Founder.

The Foundation is European, but open to International contributions and collaborations.

The Founder is VAS-Vascular –Independent Research and Education-European Organization- (created in 1998) as evolution of the European Working Group on Medical Angiology (EWGMA) (created in Milan in 1991).

Memberships, agreements, partnerships, titles and similar established by the Founder Organisation, are automatically reconfirmed in the VAS Foundation

Article 2 -Regional Reference Centers, Collaborative Centers, Delegations and Offices

The Foundation is based on collaboration between Researchers, Clinicians, Healthcare Professionals, Clinical Units and Departments, University and Hospital Centres as well as Research Centers that are recognized as VAS Regional Reference Centers or Collaborative Centers (if of different specialties).

Delegations and offices can be formed in Europe and at international level in order to carry out , with respect to the aims of the Foundation, promotional activity as well as the development and enlargement of the VAS Network and of national and international collaborations .

Article 3 Aims

The Foundation follows the objectives of the VAS Organization (the Founder) from which it originates , strengthening and amplifying them.

The Foundation has as its objective the harmonic and collaborative development of knowledge through independent research and education in Europe, the development of prevention and of effective health care according to criteria of equity in the field of vascular diseases, for the benefit of patients and the population at large.

For this reason it supports and works for the recognition and strengthening and for the development of Angiology/Vascular Medicine at any level, drawing an European harmonic vision and also supporting and realizing qualified, concrete projects for European accreditation, in close collaboration with UEMS and dedicated Institutions.

The Foundation therefore follows scientific, educational, and research objectives as well as activities for awareness and the recognition and diffusion of Angiology/Vascular Medicine .

It is independent of economic and political interests.

The Foundation acts as a European and international network and promoter and coordinator of educational and scientific activities in the field of Angiology/Vascular Medicine.

To this aim, the Foundation interacts and seeks collaboration with associations, organizations, scientific societies, other foundations, public and private organizations and academic institutions, that have similar goals, at national, European and international level.

With these aims, the Foundation interacts and seeks collaboration, including the signing of formal agreements, with other organizations/institutions/associations/societies which are non-profit.

In detail, the main objectives of the Foundation are the following:

- Develop and disseminate **knowledge about vascular diseases**
- Create, enforce and disseminate independent **European Education and Training** in the field of Angiology/Vascular Medicine following the aims of European harmonization and quality as suggested by UEMS.
- Organize **independent Research projects** to improve knowledge, to ameliorate quality of life and survival of patients and populations making concrete proposals for public health, also in collaboration with European and international Public and Non-Profit Health Organizations.
- Develop Angiology/Vascular Medicine for the benefit of the population
- Promote multidisciplinary contributions and exchange with respect to different expertise and to guarantee quality in training and treatment
- Build a strong network (including the previous VAS Membership) between specialists, health care operators, Centers, Organizations, Institutions that share the same ethic principles and aims

- Inform the population about vascular diseases, risk factors, benefits of a correct life style and about A/VM through European Awareness projects to be articulated at National level or extended at International level (European PAD and Vascular Days etc).
- Promote the education and active participation of vascular patients, including facilitating their organization at local, European and International level
- Develop partnerships and privileged stable partnerships (with signed formal agreements) with Universities, Organizations, Scientific Societies, European and International Organizations such as WHO, UEMS, EU to guarantee better coordinated and robust scientific, educational, health and strategic preventive projects .
- Guarantee concrete projects of public utility in the vascular area.
- Guarantee an ethical approach to research, education, and care in Angiology/Vascular Medicine as detailed in the VAS ethics document/s
- Guarantee constant and essential integration between ethics, research , education, and clinical practice
- Collaborate with different countries in respect of individual national characteristics and human rights, strengthen equity.

Article 4 Institutional Activities

To achieve its objectives , as expressed in article 3 , the Foundation puts in place every activity considered useful and opportune as partially listed below. In particular:

- Education and training at all levels , also through e-learning or any other means considered appropriate and effective
- Participation as a Founder Member in UEMS Division/Section of Angiology/Vascular Medicine covering also the role of its Educational Body.
- Organization of European, International meetings and annual Academic Meetings in the field of Angiology/Vascular Medicine and participation as VAS in National/International congresses.
- Preparation of Masters and other Postgraduate courses, European Training Fellowship, updating or refreshing courses, key lessons, videos, books, and other material for education and training for specialists, physicians and for the different expertise required by the Healthcare staff. Courses and lessons guarantee European standards with EACCME accreditation and/or in collaboration with European Universities.
- Promotion of European (or International) independent research projects in the vascular field which encourage a issues of public utility and also taking part of European, international or national calls.

- Carrying out research and study activities also on behalf of public and private bodies and institutions with recognized non-profit purposes
- Proposal for new approaches in the organization of National Health Services through research projects, seminars, meetings, courses and contacting competent bodies (Ministries, European Union Commissions etc.).
- Creating joint projects for Awareness, with professionals with different expertise and Patients organizations.
- Favouring exchanges between medical specialists , GPs, patients and the population at large.
- Proposals for support for vascular medical care for the underprivileged .
- Use of its patrimony for research, education and social benefit

The Foundation may (maintaining its autonomy) also:

- Participate in partnerships or consortia with associations, foundations committees, institutions as long as the objectives are similar to those of the Foundation , or participate in the founding such organizations
- Participate in commercial activities (non-profit) disciplined by existing norms and finalized entirely for the support of the Foundation and its initiatives
- Promote fundraising
- Participate in any activity not aforementioned in support of the Foundation's objectives
- Stipulate any contract for the financing of operations be deliberated
- Manage assets
- Stipulate agreements with third parties

Article 5 Vigilance

The competent Authority controls the activity of the Foundation on the basis of art. 25 del Codice Civile.

Article 6 –Patrimony

The patrimony of the Foundation is :

- that which is destined by the Founder (VAS association)
- the endowment fund, made up of property transfers , use or possession of money or property or other goods used by the Founder in the charter or afterward, as well as by third parties
- goods that are given to the Foundation,

- from donations
- from surplus capital that, after deliberation by the Board , may be used to increase the patrimony
- by contributions from the EU, government, territorial or public entities, national bodies or from abroad, or from other foundations or donors

Article 7 - Management Funds

The management fund will be made up of:

- capital from the Founder and income from investments (with exclusion of the ones in art.6)
- donations
- funds from the EU, government, other Foundations, Institutions, organizations, including European and International Calls not specifically destined for the patrimony
- contributions of any legal form (including services)
- revenues from Foundation activities
- fundraising

Any funding activity/acceptance follows criteria of transparency, independence and ethics as described by the VAS ethics Document/s .

Any profits will be used only for the realization of institutional activities.

Article 8 -Financial year

The financial year begins on January 1st and ends on December 31st of each year.

By November the Board approves the budget expected for the successive year and by April 30 the final account of the preceding year.

In certain necessary circumstances, the approval of the balance of the final account can be approved by June 30th.

The budget must conform to the principles of articles 2423-bis of the Civil Code.

The organs of the Foundation ,in their areas of expertise, can take action within the limits set by the approved budget.

The amount spent cannot exceed the limits of the approved budget. Any annual management surpluses should be used for the reconstruction of the Management Found if necessary , before the upgrading of the activities or for the purchase of capital goods for the increase or improvement of its activity

The distribution of management surpluses is prohibited. The Foundation may support selected activities of associated no profit-organizations (AmaVas) that are born from or are part of VAS or future linked Vascular Patients' organizations.

Article 9- The Founder

The Founders are the physical and juridical persons that , having contributed to the constitution of the patrimony, have signed the deed of incorporation or have been nominated on that occasion.

The VAS Foundation Founder is VAS-Vascular-Independent Research and Education-European Organization-

Article 10 - Management Bodies of the Foundation

The bodies of the Foundation are:

- The Board (with the Executive Team)
- The President
- Advisory Board
- Ethical and Guarantor Committees
- Account Auditor

The Foundation works with specialist Committees, Teams and Working Groups.

The Foundation avails itself of a VAS-International Consortium (VAS-IC) part of the Foundation joining Universities, Scientific Societies, Organizations, Centers, partners at both European and International level, to facilitate sharing and collaboration and to extend it, when requested, internationally.

All members of the Foundation offer their services without payment, except the secretaries, and some professional or technical –administrative individuals authorized by the Board.

Article 11-The Board

The Board is comprised of a minimum of 9 members. They are nominated for the first time by the Founder.

Board Members remain in office until the budget approval of the third successive exercise after their nomination and may be renominated. The Board has all the administrative and extraordinary powers of the Foundation.

Any member of the Board who, without valid motive, does not participate in 3 consecutive meetings or does not respect the principles or aims of the Foundation, can be declared lapsed by the Board itself.

In such an event a substitute among the Advisory Board can be appointed and will remain in office until the end of the mandate of the Board.

The Board may indicate one or more of its members for particular functions inherent to the Foundation.

The Board approves the objectives and programs of the Foundation and verifies the results.

In particular it ensures:

- Deliberation of the budgets
- Deliberations on acceptance of donations
- Establishment of the activities of the Foundation
- Deliberation of any modification of the Statute through majority decision
- Establishes any special assignments of the advisors
- Deliberation of the dissolution of the Foundation by a unanimous vote of its members
- Establishment of the necessities of the Foundation
- Approval or modification of the regulations of the Foundation
- Nomination among its members of the President and Vice-presidents
- Nominations for the Ethics and Guarantors Committee (Its President will be elected by the Members of the Committee)
- Nomination of the Advisory Board and of the Advisory Board Referee (optional) among its members
- Activation of VAS Reference Centers or VAS Collaborating Centers
- Election of the Treasurer
- Carrying out any other task considered within its competence by the present Statute

If necessary, the Board can set up an Executive Team composed of 3/5 members, including the President to delegate specific tasks in the context of ordinary administration.

Article 12-Convocation and quorum

The Board is convened by the President alone or by request of at least one-third of its members with at least 10 days of notice, or in an emergency, at least 3 working days before the appointed date.

The formal convening may be done, with approval of the President, by a member of the Board or by the Director.

The Board validly meets on the first convening if the majority of its members are present. On the second convocation, the meeting is valid regardless of the number of those present. The deliberations are approved by a simple majority vote, unless otherwise specified by the Statute.

The Board is presided over by the President, or, in his/her absence, by one of the Vice-Presidents. In the absence of the Vice-Presidents, the senior member chosen by the Board presides over the meeting.

The Board can nominate a Secretary outside of the Board itself.

The proceedings are recorded and undersigned by the President

The meetings can be held by audioconference and videoconference, as long as all participants can be identified.

The Board meeting is considered to take place in presence of the President and of the secretary of the meeting.

The Board meets at least 5 times a year. The Board nominates among its members an Executive Team with the role of executive coordination of the work of the Foundation.

The Board validly meets for the discussion of pertinent matters in the presence of a majority of its members.

The deliberations are approved by majority vote.

Article 13 - Director

The Director is an optional figure of the Foundation. When nominated, he/she is chosen by the Board from persons outside the Foundation considered sufficiently qualified in the activities of the Foundation and with sufficient time at his/her disposal .

The director ensures the management of the Foundation, with respect to the plans , projects , and budget approved by the Board.

In particular the Director:

- Prepares the preliminary phase of the programs and objectives to be presented for the Board's approval
- Prepares the budget drafts
- Participates at Board meetings , of the Advisory Board and of the Ethics and Guarantors Committee (if invited), which he/she records
- The Director can receive payment ,if motivated by the Board or by the Ethics and Guarantors Committee

The Director remains in office for 3 terms and can be reconfirmed. The Board can revoke the Director for valid reasons , with a decision determined by the majority of its members.

The Director will sign an internal agreement with the Board concerning confidentiality to prevent conflicts of interest.

Article 14 The President of the Foundation

The President of the Foundation, who is also President of the Board, remains until the approval of the budget of the third term after nomination.

The President presides over the Board and regulates the applications of its deliberations. The President is the legal representative of the Foundation in dealings with third parties, and takes action against any administrative or juridical authority, nominating lawyers.

He/she can delegate tasks to the Vice-President or Vice-Presidents if such are nominated

In particular, the President handles relations with all Institutions, public or private, also for collaboration and support of the initiatives of the Foundation.

The President presents urgent acts for ratification by the Board in the next immediate meeting. In case of his/her absence, he/she is substituted by the Vice-President chosen by the Board by majority decision.

Article 15-Advisory Board

The Advisory Board is composed by members with a wide range of expertise, involved in and drawing each single Committee, Team and Working Group of the Foundation, nominated by the Board.

The Members of the Board are on the Advisory Board.

On the Advisory Board are also represented selected Scientific Societies/Organizations/Associations (European or international) invited by the Board, that signed a privileged agreement of mutual support and collaboration with the Foundation and that are consistent with values and aims of the Foundation, even with different expertise (Representative and Deputy).

The minimum number of members of the Advisory Board is 20.

The Advisory Board is the place of discussion for all the projects of the Foundation that will be ratified by the Board.

Each Member has also defined responsibility and take care of the approved projects informing and involving the members of his/her Committee/Team or Working Group.

Board Members remain in office for 3 terms and can be reconfirmed.

Article 16-Ethics and Guarantors Committees

The Committees are consulting organs of the Foundation composed of not more than 13 members chosen and nominated by the Board among outstanding personalities of recognized prestige and professionalism in the European and International scientific fields .

The Committees are composed of Researchers, Teachers, Representatives of the scientific community well-known for their skill and intellectual independence, even if retired from active practice.

The Committee may include members not of the scientific community such as members of the Vascular Patients Network.

The Committee evaluates whether project proposals are compatible with the objectives and ethical principles of the Foundation, as well as evaluating whether research proposals conform to European Ethics Committees' standards. A positive evaluation by the Committee is necessary but not sufficient to activate the project in each of the individual centers, which will be responsible for presenting the project to their local or national Ethics Committee, on the basis of each country's legislation.

The members of the Committees remain until the budget approval of the third term after nomination and can be reconfirmed. The tenure can end by resignation, incompatibility, conflict of interest or revocation of the mandate. The Committees are convened and presided over by its President. In case of its President's absence, the Committee is convened by the President of the Foundation and presided over by another Member nominated by the same Committees.

They can carry out their work by internet. They meet when a communal discussion is necessary, either face-to-face or by tele/video-meetings.

Article 17- Account Auditor

The Account Auditor is chosen from those subscribed as Auditors Registry (registro dei Revisori Contabili). The Account Auditor is the individual available for technical consultation by the Foundation, ascertains the correct accounting, examines economic and financial budget proposals, giving reports and verifying the fiscal and economic aspects.

The Account Auditor can participate at Board meetings without the right to vote. The Account Auditor is appointed for three terms and can be re-elected by the Board.

Article 18 -Disbanding and Devolution

In case of disbanding of the Foundation for whatever reason, the patrimony will be devolved after unanimous deliberation by the Board to other non profit International Humanitarian Organizations after approval of regulatory body (articolo 3, comma 190 della Legge 23 dicembre 1996 n. 662), unless otherwise established by law.

Article 19 -Postponement Clause

For that not foreseen by the Statute, the dispositions of the Italian Civil Code are applied, according to the norms of existing laws (Codice Civile,) pertaining to private foundations.