

REGULATION FOR THE USE OF ELECTRONIC METHODS FOR PARTICIPATION IN THE MEETINGS OF THE COLLEGIATE BODIES OF THE ITALIAN GROUP FOR THE STUDY OF NEUROMORPHOLOGY (G.I.S.N.)

ART. 1 - FIELD OF APPLICATION

1 - This Regulation governs:

- a) remote individual participation in the meetings of a collegial body (council of associates, executive committee);
- b) holding of the meetings of a collegial body (council of shareholders, steering committee) using the telematics mode entirely;
- c) carrying out mere electronic voting.

2 - It is applicable to the meetings of the collective bodies of the GISN.

3 - The conduct of the session in electronic mode referred to in the previous points 1, lett. a) and b) can be used by collegial bodies for all the resolutions within their competence.

4 - The electronic voting referred to in the previous point 1 lett. c) may be called on matters that do not normally require collegial discussion, without prejudice in any case to the possibility for each member of the body to request collegial discussion in any case. The conduct of the meeting in electronic mode and the conduct of mere electronic votes are in any case excluded if a resolution must be passed by secret ballot.

5 - Voting by secret ballot can be requested upon request by 10% of the members of the body, the request must be communicated to the President and the General Secretary within 24 hours of receiving the convocation of the telematic session, in order to potentially allow for its cancellation and postponement to the first face-to-face session.

ART. 2 - DEFINITIONS

1 - For the purposes of this regulation:

- a. By remote individual participation, we mean the hypothesis in which a defined number of members of the collegial body participate in the meeting by connecting electronically from a place different than that of the actual performance of the session indicated as the venue of the meeting in the notice of call;
- b. Carrying out a session electronically means the hypothesis in the meeting place of the collective body is virtual, and all its members connect from different places than the one where the Chairman is located.

c. By mere electronic voting, we mean the hypothesis in which, outside of ordinary meetings duly convened, the President takes steps electronically to submit to the other members one or more resolution proposals for which there is only the possibility of approving/not approving/abstaining within a time window defined by the Chairman her/himself in the deed calling the electronic vote.

2 - In all three of the cases described above, it is permitted to connect from anywhere, provided that the provisions set out in the following articles are complied with and, in any case, with the adoption of technical devices that guarantee the necessary confidentiality of the session.

3. Remote individual participation is aimed at guaranteeing, in general terms, the high participation of the members of the body in the meetings and, consequently, greater collegiality of the decisions; at an individual level to guarantee the possibility of taking part in the sessions also to those who for contingent reasons are unable to go to the physical place where they take place. It takes place based on an autonomous decision and presupposes the possession, by those who request it, of the endowments necessary information systems, as well as the responsibility for their failure or defective functioning.

4. Carrying out of the sessions under art. entirely electronically. 1.1, letter b) and the mere electronic voting under art. 1.1, letter c), are aimed at ensuring greater timeliness and ease of activation of discussion and voting procedures.

ART. 3 - MINIMUM TECHNICAL REQUIREMENTS

1 - To ensure that in the cases referred to in art. 1.1, letter a) and b) the resolutions passed by the collegial body are progressively formed with the potential and simultaneous contribution of all those present at the session, through real-time participation in the debate on a level of perfect equality, the following technical requirements are necessary:

a) in the case of remote individual participation, videoconferencing is considered suitable technology, understood as the use of internet connections capable of guaranteeing mutual audio/visual perception between all members (Skype, Zoom);

b) if the session is carried out entirely electronically, that technology is considered suitable and guaranteed by internet services/connections which allow, via an electronic platform dedicated to the management of virtual sessions, a simultaneous connection for a concurrent exchange of information and opinions between several interlocutors;

2. In the case of mere telematic voting, the technology guaranteed by internet services/connections that allow each authorized user to send and receive, subject to identification, text messages and document files using a computer or other electronic device (e.g., PDA, smartphone, tablet, etc.) connected to the network.

3 - However, the technologies mentioned above must always allow for sure identification of those who remotely connect; for this necessity, each member of the body in session must use the e-mail address to which the official communications of the GISN are sent.

4 - The members of the body must have the material of the sessions/votings available in advance, and they must be guaranteed the viewing of deeds and the exchange of documents, which take place during the session or in the opening period of the electronic vote. Ordinary e-mail or other online sharing tools are tools that can be used.

5 - The conditions of this article must exist for the meetings and resolutions to be valid.

ART. 4 - CONVENING AND CARRYING OUT OF SITTINGS

1 - In the cases envisaged by art. 1.1 lit. a) and b), for convening, carrying out, and making the meetings and resolutions valid, the rules established by the Articles of Association and by the operating regulations of the GISN are applied.

2 - In the notice convening the meetings of the body, the possibility of remote participation in the meeting must be provided, or it must be indicated that the meeting itself will take place entirely electronically through the use of the technologies referred to in the previous art. 3.1 lit. b).

3 - The member who individually intends to connect remotely to the session must send the request in good time so that the necessary technical measures can be taken in place of the physical meeting.

4 - For cases a) and b) of the previous art. 3.1, before the discussion of the items on the agenda, the treasurer acting as a secretary takes minutes to identify those present and verifies the existence of the quorum with the specification in the minutes, in the case referred to in the previous art. 3.1 lit. a), of the technologies used by each of the remote participants, whose identity he has previously verified;

5 - The technologies used for a remote connection must allow the President, during the session and also through the secretary to take minutes to verify the quorum.

6 - In the hypothesis foreseen by the art. 1.1 letter c) for the evaluation of the constitutive and deliberative quorum, the following procedure will be followed. The invitation to cast one's vote on a specific issue in a defined time frame will be considered a summons to vote.

Within a deadline indicated on the invitation to vote, the members of the body will be able to justify their lack of response or submit a request for suspension of voting to be able to hold a discussion in person or electronically. If the request for suspension is received by at least one-tenth of the members of the college, the President will suspend the electronic voting and include the issue on the agenda of the first session, even virtual (hypothesis under art. 1.1. letter b), of the body.

If the vote takes place, all the members of the body who have not justified their non-participation in the vote will be considered absent not justified.

ART. 5 - MANIFESTATION OF THE VOTE

- 1 - The expression of the vote of those who participate in the session, or the remote voting must take place in a clear way or through the use of IT tools (e-mail) capable of tracing and providing proof of the votes expressed by the members not physically present.
- 2 - The President of the body, also through the secretary taking the minutes, verifies and proclaims the results of the vote.

ART. 6 - VERBALIZATION

- 1 - Minutes of the meetings are the responsibility of the secretary taking the minutes, who, in the case of videoconferencing, must be in a position to perceive the speeches to be recorded and the results of the votes on the issues on the agenda.
- 2 - The names of the members who individually participate remotely must be indicated in the minutes.
- 3 - In the case of mere telematic votes, at the end of the period indicated as useful for each member of the body to express their vote, the President/Secretary shall draw up a summary report in which, in any case, note of the procedures and timing for calling the vote, the name and number of participants, of the ascertained achievement of the quorum for constituting and deliberating, of the voting, of the resolution approved or rejected; of the vote expressed by each participant, a documentary record is kept to be attached to the minutes.
- 4 - The session is to be considered held in the place where the Chairman of the body is located.
- 5 - Any technical problems that arise during the session and the vote must be mentioned in the minutes.

ART. 7 - TECHNICAL CONNECTION PROBLEMS

- 1 - For cases a) and b) of the previous art. 3.1, if at the time foreseen for the start of the meetings or during the same, there are technical problems that make the connection impossible, the same will be given the course at the meeting, if the quorum is guaranteed, considering the member who is unable to connect remotely to be justified absent.
- 2 - If the President is unable to connect, the function will be performed by the General Secretary.
- 3 - If during a vote, connection problems arise and it is not possible to restore the connection in a short time, the Chairman repeats the vote after having recalculated the quorum for the validity of the session and the consequent vote, taking into account that the remotely connected component(s) are considered excused absences.