



INTERNATIONAL SOCIETY OF NONLINEAR DYNAMICS

CONSTITUTION AND BY-LAWS

September 2020

TITLE I

Constitution

Article 1 – Denomination

In compliance with the regulations concerning third sector entities, the not-for-profit society called "NODYS", hereinafter referred to as the Society, is constituted.

Article 2 – Headquarter

The Society has its registered office in Rome, Italy. The administrative body has the faculty to transfer the registered office within the Municipality as well as to establish local units, branches, subsidiaries and other offices anywhere; instead, it is up to the members to decide on the transfer of the registered office to a different Municipality or to establish secondary offices abroad.

Article 3 – Duration

The duration of the Society is unlimited.

Article 4 – Nature and Purposes

The Society, which is not-for-profit, is an expression of absolute freedom and independence; it has an exclusively scientific and cultural mission with the following aims:

1. to promote and organize international events, congresses and meetings of scientific and cultural nature;
2. to promote, establish and maintain collaborative relationships with other related Societies and with all Departments, Institutes, Bodies, Research Centres operating in the field of nonlinear dynamics, testing of structures and systems, structural health monitoring and control.

TITLE II

Membership

Article 5 - Type of Members

The Society is composed of the following members:

A) Ordinary (founding members and individuals):

All persons involved in various capacities in the field of nonlinear dynamics and dynamic testing, structural health monitoring and control and/or interested in promoting the aims of the Society, contributing with the payment of a membership fee.

B) Supporters:

All persons involved in various capacities in the field of nonlinear dynamics and dynamic testing, structural health monitoring and control and/or interested in supporting the aims and activities of the Society, contributing with the payment of a membership fee.

C) Students:

All students of universities, post-graduate schools etc. who are interested in the field of

nonlinear dynamics and dynamic testing, structural health monitoring and control, contributing with the payment of a membership fee.

D) Organizations:

Companies, institutions, institutes, research centres, schools, universities, authorities, etc. whose activities involve knowledge of nonlinear dynamics and dynamic testing, structural health monitoring and control and/or are interested in their development. The Entity Member may appoint up to one representative, each of whom has the right to vote in the Assembly. They contribute with the payment of a membership fee.

E) Honorary:

A person who has contributed and continues to contribute significantly and constantly to the development of the Society.

Article 6 – Admission of members

Ordinary members, supporters, students and organizations acquire this qualification as a result of the acceptance by the Board of Directors of their written request. The admission becomes effective only after the payment of the membership fee.

The title of Honorary Member is conferred by majority vote of the Board of Directors. The Honorary Members will be proclaimed as Honorary Members during the Assembly following the Board of Directors' resolution. Honorary Members are exempted from the payment of the membership fee.

Article 7 - Rights and duties of members

Each member has the right:

- to participate and vote during the Assemblies;
- to know the programs with which the Society intends to implement the societal aims;
- to participate in the activities promoted by the Society;
- to resign at any time for free;
- to propose its nomination to become a member of the Board of Directors;
- to ask for the convocation of the Assembly within the terms provided by the By-Laws;
- to have access to the Society's resolutions, budgets and reports.

Each member is obliged:

- to observe the rules of these By-Laws, the regulations, the resolutions adopted by the governing bodies;
- to maintain a behaviour towards the other members of the Society characterized by a spirit of solidarity and implemented with correctness, good faith, honesty and moral rigor;
- not to perform acts that may damage the interests and reputation of the Society.

Article 8 - Expiration of membership

Membership is lost for:

- a. withdrawal;
- b. exclusion;
- c. death.

The member may withdraw from the Society by written notice to be sent to the Board of Directors.

The member may be excluded from the Society in case of non-fulfilment of the duties provided for in these By-Laws or for other serious reasons that have caused moral or material damage to the Society.

The exclusion of the member is deliberated by the Board of Directors, after hearing the reasons of the interested party, and must be communicated by letter to the same, together

with the reasons for the exclusion.

The expired or excluded members, who have ceased to belong to the Society, cannot request the refund of dues and contributions paid, nor have any right on the assets of the Society.

TITLE III

Bodies of the Society

Article 9 – Bodies

The Bodies of the Society are:

- a. the Assembly;
- b. the Board of Directors;
- c. the President.

The election of the Bodies of the Society cannot be in any way bound or limited and is aligned to criteria of maximum freedom of participation in the active and passive electorate.

Article 10 - Assemblies

The Assembly meetings are ordinary and extraordinary; all Members of the Society in good standing participate in them with the payment of the membership fee if due.

The Assembly meetings are convened by the President of the Society who assumes the chairmanship.

The convocation of an Assembly meeting is made by written notice, or by other technological means that allow to have certainty of delivery, which must occur at least 15 (15) days before the selected date.

Members may be represented by other Members with voting rights, by written proxy. No more than three proxies per delegated member are allowed.

The notice of call indicates: the items on the agenda, the date, place and time for a meeting in person or, alternatively, the items on the agenda, the date, the video-conferencing link and telephone numbers, for a remote meeting. The Assembly is validly constituted with the participation of at least half plus one of the Members and deliberates by a majority of the convened Members.

The Assembly elects the Secretary who provides the drafting of the minutes of the meeting. The minutes are signed by the President and the Secretary. The elections can also be cast by electronic voting.

Each Member has one vote, besides the conferred proxies up to a maximum of three. Votes are cast:

1. by show of hands;
2. by nominal call;
3. by secret ballot when the majority of the Assembly deems it necessary.
4. by electronic ballot.

The Members of the Board of Directors must abstain from voting when deliberations are made on the report or on matters pertaining to their office.

The Assembly meets in ordinary meetings at least once a year, within four months from the end of the fiscal year (Article 15), for the approval of the balance sheet and for the

other fulfilments of its own competence, among which that of establishing the general directives of the Society's activity.

An Assembly ordinary meeting also takes place whenever the Board of Directors deems it appropriate or when requested by at least one fifth of the members regularly enrolled, and decides on all topics proposed for its examination.

The Assembly ordinary meeting shall elect the Members of the Board of Directors every four years.

The Assembly meets in extraordinary sessions to deliberate on the modification of the By-Laws, dissolution and liquidation of the Society.

The Assembly in extraordinary meetings must be convened by the President if requested by at least one quarter of the Members. Resolutions regarding amendments to the By-Laws must be taken with the presence of at least three quarters of the Members and the favourable vote of the majority of those present.

Regarding the dissolution of the Society, the positive vote of the qualified majority of three quarters of the attending Members is required.

Article II - Board of Directors

The Board of Directors of the Society consists of 5 (five) to 15 (fifteen) members.

The Board of Directors, if the Assembly has not done so, elects among its members the President, the Vice-President, and the Treasurer.

The Board of Directors shall remain in office for four years and its members may be confirmed only once.

The Board of Directors is convened by the President whenever he/she deems it necessary and, in any case, at least once a year, by written communication or other technological means that ensure receipt, including the agenda, sent at least eight days before the scheduled date.

The Board of Directors must also be convened upon written request addressed to the President by at least three Directors.

All deliberations are taken by majority; in case of parity, the vote of the President prevails. The Board of Directors is regularly constituted with the presence, also by telephone or video-conference, of the majority of the Members including the President or the Vice President.

If, during the four-year period, one or more members of the Board are missing for whatever reason, the other members ensure to replace them by co-optation. The so appointed members will remain in office until the next meeting of the Assembly. If the majority of the members of the Board appointed by the Assembly resigns, the entire Board ceases, and the Assembly is urgently convened by the remaining members of the Board for the appointment of the new Board.

The Board of Directors may confer proxies among the members of the Board.

The Board of Directors deals with and deliberates on all matters not expressly reserved for the Assembly. In particular, the Board:

- a. ensures the ordinary and extraordinary management of the Society being invested with all necessary powers;
- b. formulates the programs of societal activities;
- c. takes care of the execution of the resolutions of the Assembly;
- d. admits new members and deliberates on the loss of membership;
- e. proposes the annual membership fee;
- f. prepares the budget and the financial statements;

- g. deliberates the convocation of the Assembly;
- h. proposes criteria and rules concerning the performance of the activity, defining specific regulations.

Article 12 - The President

The President of the Board of Directors:

- is the legal representative and has the Society signature;
- presides over the Board of Directors and the Assembly;
- exercises the powers delegated to him by the Board of Directors;
- represents the Society before the authorities and is its official spokesperson;
- convenes the Assembly of the members and the Board of Directors both in case of ordinary and extraordinary convocations;
- implements the resolutions taken by the Board of Directors;
- signs the minutes of the Assembly's meetings and of the Board of Directors' meetings and keeps them at the Society's headquarters.

In case of his/her absence or impediment or termination, he/she is replaced by the Vice-President.

Article 13 - The Technical Committee

The Technical Committee consists of 5 to 12 members and is nominated by the Board. The Technical Committee has the following functions:

- it supports the Board of Directors with drafting the strategic biennial plan and further supports the Board with monitoring the implementation of the strategic plan towards its biennial upgrade;
- upon request of the Board, it provides feedback on the different initiatives with the goal of checking their compliance with the strategic plan;
- it supports the Board with drafting the operating guidelines.

TITLE IV

Revenues, assets and budget

Article 14 - Revenues

The revenues of the Society are constituted by:

- a. the membership fees and voluntary contributions of the Members;
- b. the contributions of private supporters;
- c. the contributions from the international, national and local Authorities, public bodies or institutions, also aimed at supporting specific and documented programs carried out within the societal purposes;
- d. the contributions from international bodies;
- e. the donations and testamentary bequests;
- f. the revenues related to the activities carried out in relation to the societal purpose.

The Society is prohibited from distributing, even indirectly, profits or surplus funds, reserves or capital during the life of the Society itself, unless the destination or distribution is imposed by law or is made in favour of other Societies that by law, by-laws or regulation

pursue similar purposes.

Any management surplus will be reinvested in favour of the institutional activities and those directly related to them provided for in these By-Laws.

Any means that is not in conflict with the Internal Regulations and with the laws of Italy may be used to support and sustain the financing of the Society and enrich its assets.

Article 15 - Assets

The Society's assets are made up of movable and immovable property, public and private securities, bequests and donations aimed at achieving the societal purposes that for whatever reason have become the property of the Society.

Article 16 - Budget

- A fiscal year runs from January 1 to December 31 of each year.
- The financial statements are prepared by the Board of Directors and approved by the Assembly.
- The Assembly for the approval of the financial statements must be held within four months after the end of the fiscal year.
- The balance sheet must be electronically accessible to the Society members at least 20 days before the Assembly.

TITLE V

Dissolution and liquidation - Final rules

Article 17 - Dissolution and liquidation

The Members' Assembly resolving the dissolution appoints, if necessary, one or more Liquidators establishing their powers and resolves on the allocation of the assets remaining from the liquidation itself.

In case of dissolution of the Society, whatever the cause, the entire assets resulting from the liquidation will be devolved to other non-profit organizations/Societies with similar purposes.

Article 18 - Final rules

For all matters not contemplated in these By-Laws or in the Operating Guidelines, reference must be made to the current regulations on entities and to the provisions of the Italian Civil Code as well as the laws and provisions on third sector entities.