

Minutes of the Foundation of the Association “BIOMEDE”
as of January 25th 2018, time 10.00 am in Lugano Switzerland

Agenda

1. Opening and Verification of the Quorum
2. Adoption of the Agenda
3. Election of the Chairman
4. Election of the Keeper of the Minutes
5. Reason for the Incorporation of “BIOMEDE”
6. Adoption of the Articles of Association of “BIOMEDE”
7. Election of the Executive Board
8. Waiver of the Auditors 9.

Miscellaneous

1. Opening and Verification of the Quorum

Dr. Giorgio Fiorelli declares the meeting open and welcomes the following people to participate in the act of incorporation of “BIOMEDE”, an association pursuant to the provisions of Articles 60 et seq. of the Swiss Civil Code:

Dr. Lucy Tju
Dr. Wislei Oliveira
Dr. Jean-Marc Retrouvey
Dr. Tarek Ammar
Dr. Zsuzsanna Vaci
Dr. Asta Abuneviciute
Dr. Tsang Tsang She
Dr. Ghazwan Basha
Dr. Elsa Arango
Dr. Kamila Kabacinska
Dr. Siva Vasudavan
Dr. Juan Contreras
Dr. Gidalti Linares
Dr. Erkjan Timmer
Dr. Marino Musilli
Dr. Alberto Laino

as founding members;

Dr. Paola Merlo as founding member and keeper of the minutes.

In light of the aforesaid, the number of people and quorum to incorporate an association pursuant to Articles 60 et seq. of the Swiss Civil Code is met.

2. Adoption of the Agenda

On proposition of Dr. Fiorelli the first BIOMEDE Members’ Meeting unanimously adopts the agenda.

3. Election of the Chairman

Dr. Fiorelli is willing to act as chairman of the first BIOMEDE Members’ Meeting. BIOMEDE Members’ Meeting unanimously elects Dr. Fiorelli as chairman of BIOMEDE’s Meeting.

4. Election of the Keeper of the Minutes

BIOMEDE Members’ Meeting unanimously elects Dr. Merlo. as keeper of the minutes.

5. Reason for the Incorporation of “BIOMEDE”

- It is our intention to Promote the knowledge of orthodontic biomechanics as an essential background to practice orthodontics, whatever are the diagnostic principles and the used therapeutical technique.
- Recommend a minimum standard of biomechanics knowledge for a safe orthodontic practice.
- Help researchers and clinical practitioners in the field to stay in touch and work on common researches.
- Offer orthodontic biomechanics courses to dental practitioners.
- Certify the quality of orthodontic biomechanics courses.

For this purpose, an association pursuant to the provisions of Articles 60 et seq. of the Swiss Civil Code is the ideal legal structure. The first BIOMEDE Members' Meeting unanimously agrees thereto.

6. Adoption of the Articles of Association of “BIOMEDE”

Dr. Fiorelli outlines the draft Articles of Association and explains its articles. No amendments are asked for by the members of the first BIOMEDE Members' Meeting. The first BIOMEDE Members' Meeting unanimously adopts the Articles of Association (cf. Annex to the minutes).

7. Election of the Executive Board, its President, Secretary General and Treasurer

The first BIOMEDE Members' Meeting unanimously elects the following members on the Executive Board for a term of one year (until the next ordinary BIOMEDE Members' Meeting in the year 2019):

Dr. Giorgio Fiorelli as President;

Dr. Tsang Tsang She, as Secretary General

Dr. Paola Merlo, as Treasurer;

Each member of the Executive Board shall have single signature.

8. Waiver of the Auditors

Mandatory Swiss Law doesn't require BIOMEDE's accounting to be either regularly audited or limitedly audited. The first BIOMEDE Members' Meeting unanimously waives the Society's accounting to be limitedly audited (Art. 727c and Art. 729 et seq. of the Swiss Code of Obligations) on a voluntary basis subject to Article 18 of the Articles of Association.

9. Miscellaneous

No further requests to speak. End of meeting: 11.30 am, Lugano, January 25th 2018

The chairman Dr. Giorgio Fiorelli

The keeper of the minutes Dr. Paola Merlo

Annex: Articles of Association of “BIOMEDE” as of January 25th, 2018