STATUTE OF THE INTERNATIONAL COENZYME Q₁₀ ASSOCIATION Amended by Executive Committee in the meeting at Kyoto, Japan March 25th, 2014

Article 1

An international association is hereby constituted and called *INTERNATIONAL COENZYME Q₁₀ ASSOCIATION* (ICQ₁₀A)

ARTICLE 2

The head office of the Association will be in the institution of the Chairman of the $ICQ_{10}A$.

ARTICLE 3

The Association is a nonprofit association, which aims to promote basic and applied research on the biomedical aspects of Coenzyme Q_{10} in order to diffuse knowledge on basic biochemistry and genetics, and on the preventive and/or therapeutic effects of Coenzyme Q_{10} .

The general motivations of the Association's activity are the great interest in the biochemical, genetics, medical and pharmaceutical field worldwide shown to the peculiar collocation of Coenzyme Q_{10} in cellular bioenergetics, in the field of antioxidant defense and in those other fields where Coenzyme Q_{10} has demonstrated functions. It is therefore very important to coordinate international efforts aimed at furthering knowledge on these subjects and optimizing the use of Coenzyme Q_{10} in the preventive and therapeutic fields.

Specifically the aims of the Association are:

- a) To monitor research activity on Coenzyme Q in general, and Coenzyme Q_{10} in particular, and to organize data in an electronic database so that they are available to all interested parties.
- b) To promote and assist exchange among groups of researchers: the Association will advise and promote on new research projects particularly among companies and laboratories.
- c) To diffuse, at a public level, general knowledge on basic problems and new information regarding safety and the therapeutic effects of Coenzyme Q_{10} .
- d) To organize local, national and international meetings on research and other problems regarding Coenzyme Q_{10} . Every three years the Association will organize a scientific world meeting.
- e) Meetings with lay press and scientific journalists to give correct information on the preventive and biomedical and therapeutic aspects of Coenzyme Q₁₀.

- f) To promote and coordinate research projects on Coenzyme Q_{10} and, in particular, basic research projects and large scale clinical studies, which will confirm the therapeutic use of Coenzyme Q_{10} .
- g) To collaborate with industry and society about the quality and security of coenzyme Q_{10} formulations available in the market.

Article 4

The duration of the Association is unlimited.

ARTICLE 5

The budget of the Association will be made up of annual fees paid by the associate members and participation fees paid by other persons or companies and also by legacy and donations. The budget of this association will be dedicated to the aims mentioned above.

ARTICLE 6 Members

Section 1. Types of Members. The Association will have two classes of members, Ordinary Members and Supporting Members. The Supporting Members will be classified as First Supporting Members and Ordinary Supporting Members. Members can include individual persons and body corporates, corporations and societies.

Section 2. Participation Fees. The Executive Committee will establish annual participation fees and means of payment. The Executive Committee will also establish participation fees for the two types of Supporting Members and means of payment.

Section 3. Active Participation. The members will elect the Executive Committee. They will be able to take part in all the activities of the Association; they can propose to the Executive Committee their ideas or work subjects and can also endorse new members.

Section 4. Members' Rights. Each member has the right to one vote. The General Assembly will be held every 3 years and whenever the Executive Committee deems it necessary.

The First Supporting Members will receive from the Executive Committee an annual report on the financial situation and on the activities of the Association by March 30th of each calendar year.

Section 5. The Founding Members are those whose names appear in the Constitution Act.

Section 6. Admissions to Membership. Persons or associations, corporates or companies who are not Founding Members or First Supporting Members, but who are interested in the aims of the Association as specified in this Constitution, may apply for membership through a written request addressed to the Chairman and endorsed by at least one member of either class of the Association itself. Admission

of new members will be subject to the favorable opinion of the Executive Committee and payment of the annual membership fee. The Executive Committee may propose to the Assembly the nomination of persons or associations as Honorary Members.

Section 7. Expulsion of Members/ Termination of Membership. A Member can be expelled for cause by a majority vote of the Association upon notice to such Member and after opportunity to be heard. The non-payment of participation fees by a Member for at least two years will constitute a reason for membership termination. Supporting Members, may however, opt to terminate their membership at any time provided they have given written notice to the Chairman of the Association at least three months prior to the date of termination of their membership. In such case, they will forfeit the unexpended portion of their participation fee paid to the Association.

Section 8. General Assembly ("Assembly"). A General Assembly of the Members of the Association, during which members of the Executive Committee are elected, will be held every 3 years or during the celebration of the scientific world meeting.

Section 9. Special Meetings. Special meetings of the members of the Association may be called at any time by the Chairman or by the majority of the entire membership of the Association or by a majority of the members of the Executive Committee. Request for such a meeting shall be given at least 4 weeks before the requested date for such a meeting. The Chairman upon receiving such request shall promptly give notice of such a meeting to the members. Special meetings shall be held at the head office of the Association or other place specified by the membership or Executive Committee.

Section 10. Notice of Meetings. Whenever, under the provisions of this Statute, members are required to participate at a meeting, a written notice thereof shall be issued stating the place, date and hour of the meeting and, unless it is a General Assembly, indicating that it is being issued by or at the direction of the person or persons calling the meeting. A notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given personally or by mail to each member entitled to vote at such meeting.

Section 11. Waivers of Notice of Meeting. Waivers of notice of meeting need not be given to Members who have indicated their intention of not participating.

Section 12. Quorum. A majority of the members of the Association shall constitute a quorum at all meetings of members.

Section 13. Voting. At every meeting of the Association, each member who is in good standing shall be entitled to one vote and such vote may be cast either in person or by written proxy. Each member cannot represent more than three proxies.

Article 7
Executive Committee

Section 1. Management of the Association. The entire direction and management of the business and affairs of the Association shall be vested in the Executive Committee. In particular the Committee shall have the following specific tasks and functions:

- a) To plan all activities of the Association in accordance with the purpose stated in the Constitution:
- b) To decide on the admission of proposed new members;
- c) To determine the amount of annual dues and membership fees;
- d) To propose nominations of honorary members;
- e) To decide the date of General Assembly and Special Meetings of the Association and the date of the Annual and possible Special Meetings of the Executive Committee:
- f) To approve the annual budget of the Association;
- g) To prepare the annual financial statement of the Association.

Section 2. Number of members of the Executive Committee. The number of Members constituting the entire Executive Committee shall not be less than eight (8).

Section 3. Election. The Executive Committee shall be elected by the members of the Association and shall serve for a period of four (4) years with a maximum of two periods. Reelection should be possible. It can elect the Chairman, one or more Vice-Chairmen, a Secretary and a Treasurer. Chairman can exert the last function.

Section 4. The Chairman. The Chairman of the Executive Committee shall officially and legally be the "Chairman of the Association" and shall preside at all meetings of the Ordinary Members and Members of the Executive Committee. He shall supervise and manage all the business and affairs of the Association, subject to the control of the Executive Committee. He shall have the power to sign and execute all contracts and instruments of conveyance in the name of the Association, to sign checks, drafts, notes and orders for the payment of money, and to appoint and discharge officers, subject to the approval of the Executive Committee. Chairman will serve for a period of 4 years with a maximum of two periods.

Section 5 The Vice-Chairman. The Executive Committee should approve the Vice-Chairman by the proposal of the Chairman. In the absence of the Chairman, the Vice-Chairman senior in time of election by the Executive Committee shall perform all duties of the Chairman. The Vice-Chairman shall perform such other and the Executive Committee or the Chairman may delegate further duties to him.

Section 6. The Secretary. The Chairman will nominate the Secretary. The Secretary shall attend all meetings of the membership and the Executive Committee, and shall record the proceedings and issue all notice of such meetings, except as may otherwise be provided by these Statutes or by the Committee and shall perform such other and further duties as may from time to time be delegated to him by the Executive Committee or the Chairman. In case the Secretary is unable to be present, the members of the Executive Committee will elect a secretary who will take the minutes and transmit them to the Secretary of the Executive Committee.

Section 7. The Treasurer. The Executive Committee should approve the Treasurer by the proposal of the Chairman. The Treasurer shall receive and deposit the money of the Association in such banks or trust companies at the Chairman location. He shall have custody of all funds and securities of the Association, and shall keep an account of all receipts and disbursements, which account shall be open at all reasonable times to the inspection of the Chairman or a person designated by the Executive Committee. He shall submit a summary report to the Executive Committee at such times as the Executive Committee may call upon him to do so. He shall perform further duties as may from time to time be delegated to him by the Executive Committee or the Chairman.

Section 8. Newly Created Members of the Executive Committee and Vacancies. Newly created members of the Executive Committee and vacancies may be filled in by the affirmative vote of a majority of the Members of the Executive Committee. Any Member of the Executive Committee elected to fill a vacancy shall hold office until the next General Assembly of the Members.

Section 9. Regular Meetings. A meeting of the Executive Committee shall be held once a year. If necessary a Special Meeting will be held. The Committee is regularly constituted by the presence of at least a third of its members, both in Regular and Special Meetings, and shall decide with a majority of those present.

Section 10. Special Meetings. Special Meetings of the Executive Committee shall be held upon the call of the Chairman or a majority of the membership of the Committee, by written notice served personally upon or mailed to each of the Members of the Executive Committee. The object or purpose of such meeting need not be stated in the notice and any business, which is properly the business of the Association, may be transacted during such special meetings.

Section 11. Participation in Meetings by Congress Telephone. Members of the Executive Committee may participate in a meeting through the use of conference telephone or similar communications equipment, so that members of the Executive Committee participating in such meeting can hear one another.

Section 12. Place of Meetings. Meetings of the Executive Committee shall be held at the places as the members of the Executive Committee shall from time to time order or direct.

Section 13. Compensation of Members of the Executive Committee. Members of the Executive Committee shall not receive any salary for their services but will be allowed a fixed sum and expenses of attendance established by the Executive Committee. Nothing herein shall be construed to preclude any Member of the Executive Committee from serving the Association in any other capacity and receiving compensation therefore.

Section 14. Officers. The Executive Committee will appoint all the officers it deems necessary upon specification of their duties. Whenever a vacancy occurs the Executive Committee will nominate a new officer.

Article 8 Books and records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of the General Assembly, the Executive Committee and all its officers, and shall keep at its registered or principal office a record giving names and addresses of the members. All books and records of the Association may be inspected by any Member, or his agent or attorney, related to such members' interest for any purpose at any reasonable time.

Article 9
Accounting period

The Association's accounting period shall close on March 31st of each calendar year.

Article10
Dissolution

In the event of the dissolution of the Association, after payment of all its debts, the remaining assets and funds of the Association shall be conveyed or transferred by the Executive Committee to any non-profit organization with objectives and purposes similar to those of the Association, such plan of distribution being subject, however, to the approval of the pertinent government authority, and subject also to the proviso that no funds or property shall be distributed among or revert to any Member or Officer of the Association.

Article 11 Seal

The seal of the Association shall be and shall not be allowed to be used without consent of the Executive Committee.

ARTICLE 12

Amendment and repeal of statutes

These Statutes may be amended or repealed only by affirmative vote of two-thirds of the voting members present at any regular or special meeting of the Executive Committee and then confirmed by majority of members at the General assembly. Possible amendments of the Statute must be communicated to all members before the meeting in the agenda of the meeting itself.