

STATUTE FOR SISSA ALUMNI SOCIETY (NON-RECOGNISED ASSOCIATION)

ART. 1

Name and registered office

1. The **SISSA Alumni Society** (hereinafter Society) is established pursuant to Art. 36 and following of the Civil Code.
2. The Society is headquartered at the International School for Advanced Studies (hereinafter SISSA) in the City of Trieste. Secondary branches and representative offices may be opened abroad at the suggestion of the Board of governors.

ART. 2

Purpose

1. The Society is non-partisan, non-denominational and non-profit-making. It aims to promote the initiatives that may develop relations between former students.
2. The purposes specifically proposed are:
 - a. unite all former SISSA students and maintain the cultural ties and the tradition of the School;
 - b. establish a network of contacts between former students to maintain relations between them, also by developing a mentoring service that may provide professional and cultural assistance;
 - c. promote moments of social exchange by organising events, meetings, debates, seminars, scholarships or study prizes, also for charity purposes;
 - d. ensure the update and publication of a website and/or a bulletin to inform Members and the outside world about the life and the activity of the Society.

ART. 3

Members

1. All former SISSA students who share the purposes and accept this Statute and any internal Regulation of the Society are admitted to the Society, as long as they have completed a doctorate course, have obtained the Magister Philosophiae diploma during the doctorate course, or if they have completed a postgraduate specialization course of the minimum duration of one year at SISSA. The SISSA Director and the Secretary General *pro tempore* are also admitted *ex officio*.
2. The Board of governors resolves on admission applications. Any refusal shall be motivated within the 60th day from its presentation. The applicant shall specify full particulars, undertaking to pay the annual membership fee.
3. The members are divided into founding members and ordinary members. The founding members are those who are present at the establishment of the Society; the ordinary members are all natural persons whose application for admission has been accepted and who pay the annual membership fees. Both types of members have the same rights within the Society.
4. A Member is admitted for an indefinite time, subject to their right to withdraw.
5. The association requires non-transmissibility of the membership fee or contribution - with the exception of transfers due to death. Its non-re-evaluability is also required.

ART. 4

Rights and obligations of the Members

1. The Members are entitled to elect the Organs and to be elected to them.
2. The Members are entitled to be informed about the activities of the Society and to be reimbursed for the expenses actually incurred and documentable in carrying out activities in the name and on behalf of the Society.
3. The Members shall pay the membership fee within the deadlines and respect this Statute and any internal Regulation.
4. The members carry out their activity in the Society in a primarily personal, voluntary, non-remunerable, not-for-profit manner, and also according to their availability.
5. The *pro tempore* SISSA Director and Secretary General may permanently delegate a representative to participate in the meetings of the organs.

ART. 5
Member withdrawal and exclusion

1. The Member may withdraw from the Society by means of a written communication to the Board of governors.
2. The Member who fails to fulfil the obligations established by the Statute, including the Member who has failed to pay the annual fee, may be excluded from the Society.
3. Within three months from the start of the fiscal year, the Board of Governors invites the Members who have failed to pay the membership fee to pay it, by and no later than the second day preceding that on which the first General Assembly of the year is convened. If this deadline has expired without the Member having paid the fee, the Board of Governors resolves to exclude them from the Society; it is possible to lodge an appeal against this resolution with the General Assembly, which has the final decision by means of a secret ballot.
4. Exclusion for reasons other than overdue payment is resolved by the General Assembly by means of a secret ballot and after having listened to the justifications of the interested party.

ART. 6
Organs

1. The Society shall include the following organs:
 - General Assembly,
 - Board of Governors,
 - Chairman,
 - Deputy Chairman,
 - Treasurer,
 - Board of Auditors,
 - Board of Trustees.
2. All offices are non-remunerable.
3. All offices are held for three years and there is no limit to the number of terms in office.

ART. 7
General Assembly

1. The General Assembly is the supreme body of the Society and is composed of all the Members.
2. It is convened at least once a year by the Chairman of the Society, or whoever acts on their behalf, by means of a written notice to be sent at least 10 days before that set for the meeting and containing the agenda.
3. The General Assembly is also convened at the request of at least one tenth of the Members, namely on request of the *pro tempore* SISSA Director or of the Board of Governors.
4. The General Assembly may also be held in more than one place, audio and video connected, under the following conditions, which must be acknowledged in the relevant minutes:
 - a. that the Chairman of the General Assembly is allowed to verify the identity of the attendees and their right to attend the meeting, acts as moderator, acknowledges and announces the results of the voting;
 - b. that the attendees be allowed to participate in the discussion and in the simultaneous voting on the issues of the agenda, as well as to view, receive or transmit documents if viewing, receiving or transmitting them is necessary to take the decision.The elections carried out by the General Assembly may also take place electronically.
5. The General Assembly can be ordinary or extraordinary. The extraordinary General Assembly is convened to amend the Statute or dissolve the Society. It is ordinary in all other cases.

ART. 8
Tasks of the General Assembly

The General Assembly must:

- a. approve the financial statements and budget;
- b. set the amount of the annual membership fee;
- c. determine the general guidelines of Society's activity;
- d. approve any internal regulation;

- e. definitively resolve upon the appeal lodged against the exclusion of the defaulting Members, and on the exclusion of Members for other serious reasons;
- f. elect the Chairman, Deputy Chairman, Treasurer, Board of governors, Auditors and Trustees;
- g. resolve on whatever else is assigned to it by law or by Statute, or submitted to examination by the Board of governors.

ART. 9

Validity of General Assembly

1. The ordinary General Assembly is regularly convened when, at first call, the majority of members having the right to vote are present; at the second call, it is held, even on the same day, whatever the number present, in person or by proxy.
2. Each member is allowed a maximum of three proxies.
3. The resolutions of the ordinary General Assembly are adopted by the majority of those present and represented by proxy. They are expressed with an open vote except those regarding the people and the quality of the people (or when the General Assembly deems it appropriate).
4. The extraordinary General Assembly approves any amendments to the Statute with the presence of half plus one of the Members and with the decision taken with the majority of those present; it dissolves the Society and devolves the net asset value with the favourable vote of 3/4 of the Members.

ART. 10

Recording minutes

1. The discussions and resolutions of the General Assembly and of the Board of Governors are summarised in minutes.
2. At the start of the meeting, the Chairman appoints a Secretary, who need not be a Member, with the function of drafting the minutes of the meeting.
3. The minutes are signed by the Secretary and undersigned by the Chairman. Each Member has the right to consult and make a copy thereof .

ART. 11

Board of Governors

1. The Board of Governors is composed of a minimum of five and a maximum of seven members elected by the General Assembly from among its members, including the Chairman, Deputy Chairman and Treasurer. The SISSA Director is usually invited to the meetings of the Board of governors.
2. The Board of Governors is validly convened when the majority of the members are present. The resolutions are adopted with the majority of those present. The Board of Governors is in any case regularly convened even if the SISSA Director has not been previously informed or invited to the meeting.
3. The members of the Board of Governors are appointed or confirmed by the General Assembly.
4. The Board of Governors meets when convened by the Chairman or Deputy Chairman, or upon the request of at least two Governors. The meeting is convened by means of a written notice sent to all the Governors, by all appropriate means, at least five days prior to the meeting.
5. The meetings are chaired by the Chairman of the Society or, in his absence, by the Deputy Chairman.
6. The meetings of the Board of Governors and its resolutions are valid, even without formal convening, when all the governors in office are in attendance. The Chairman may allow participation in the meeting and exercising the right to vote also by means of telecommunication. In particular, the meetings of the Board of governors can also be held with participation located in more than one place, near or remote, connected by audio-video or even only audio, provided that the plenary method and the principles of good faith and equal treatment of its Governors are respected. In this case it is necessary that:
 - a. the Chairman be allowed to unequivocally verify the identity and the legitimacy of those present, (see above);
 - b. the attendees be allowed to exchange documents and in any case participate in real time in the discussion and in the simultaneous voting on the issues of the agenda.
7. The Chairman can invite any other interested parties to take part in the meetings of the Board of governors, with the power to intervene, according to the issue discussed.
8. The resolutions are adopted by simple majority of the members present. The Chairman shall have the casting vote in the event of a tie.

9. The Board of Governors carries out all acts of ordinary and extraordinary administration not expressly assigned to the General Assembly.
The Board of Governors in particular:
- a. implements the resolutions of the General Assembly;
 - b. promotes the initiatives related to the purposes of the Society;
 - c. confirms the applications of new Members and excludes defaulting members, subject to their right to resort to the General Assembly pursuant to art. 5 paragraph 3;
 - d. prepares the financial statements and the budget to be submitted to the General Assembly for approval;
 - e. resolves on the amount of the annual membership fees;
 - f. handles the organization, management and administration of the Society and issues guidelines on the Society's operating procedures;
 - g. decides on the expenditure necessary for the operation of the Society;
 - h. establishes and eliminates any commissions and/or work groups, fixed or permanent, appointing its members;
 - i. proposes dissolution of the Society to the Assembly, by a majority of the members.

ART. 12
Chairman

The Chairman is the legal representative of the Society, presides over the Board of governors and the General Assembly; he convenes the General Assembly and the Board of Governors in the event of ordinary and extraordinary meetings.

ART. 13
Deputy Chairman

The Deputy Chairman replaces the Chairman in all his functions any time he is prevented from exercising them.

ART. 14
Treasurer

1. The Treasurer handles the Net Asset Value of the Society, of which he manages revenues and expenditures. He signs the supporting documents for expenditure, after obtaining the approval of the Board of Governors, and coordinates the fundraising initiatives.
2. The Treasurer has the task of:
 - a. drafting the budget and financial statements which the Board of governors submits to the General Assembly for approval;
 - b. ensuring that accounting records are maintained correctly as required by law and that the administrative and fiscal management is compliant with the legislative requirements and with the internal rules of the Society, as well as implementing the resolutions of the Board of governors in administrative matters;
 - c. ensuring the ongoing accounting of Society expenses;
 - d. reporting any default of members to the Board of Governors.
3. The Treasurer may resort to the collaboration of professionals and personnel, also from outside the Society, in carrying out his functions.

ART. 15
Board of Trustees

The Board of Trustees is an optional body. It is composed of three members and is elected by the ordinary General Assembly from among the members who do not hold offices and who do not perform functions within the Society. The Board of Trustees has the task of settling any disputes that have arisen between Members and the Society, also in connection with the interpretation or application of this Statute, or between Members. In issues between Members, the Board of Trustees intervenes when the work of the Chairman has not succeeded in settling the dispute.

ART. 16
Board of Auditors

1. The Board of Auditors is an optional body – subject to legal regulations – and carries out the functions of Supervisory Board of the Society. The ordinary General Assembly appoints a Board of Auditors, also among non-members, upon the proposal of the Board of governors. The Board is composed of three members, one is a Chairman.
2. The Board of Auditors supervises the economic and financial management of the Society and must accompany the financial statements and the planned annual expenditure with its own report to the General Assembly, expressing its own opinion.
3. Furthermore, the Board of Auditors monitors compliance with the law and Statute, as well as conformity with the principles of sound administration. It also carries out tasks related to monitoring the observance of Society purposes.

ART. 17
Economic resources

1. The economic resources of the Society consist of:
 - a. fees and contributions from the Members;
 - b. private contributions;
 - c. inheritance, donations and bequests;
 - d. other revenues compatible with the applicable legislation governing such matters and with Society purposes.
2. It is forbidden for the Society to distribute, even indirectly, profits and operating surpluses as well as funds, reserves or capital during the life of the Society, in favour of directors, Members, participants, staff or co-workers and in general to third parties, unless such allocation or distribution is imposed by law, or rather they are made in favour of Bodies which by law, Statute or Regulation, are part of the same and unified structure and carry out the same activity, namely other institutional activities directly and specifically provided for by the current legislation.
3. The Society has the obligation of reinvesting any profits and operating surpluses exclusively for the development of the activities to pursue its predefined institutional purpose.

ART. 18
Financial statements

1. The financial statements of the Society are annual, from 1 January of each year.
2. The financial statements can be consulted by each Member at least 20 days before the General Assembly.
3. The financial statements must be approved by 30 April of the year following the closing of the financial year.

ART. 19
Dissolution and transfer of assets

1. The possible dissolution of the Society is resolved by the General Assembly as set forth in art. 9.
2. In the event of its dissolution for any reason, the Society has the obligation to transfer the assets to another non-commercial body that carries out a similar institutional activity, with similar purposes or for the common good, after having obtained the positive opinion of the organs provided for by Govt. Dec.117 dated 3 July 2017, and subsequent amendments and integrations, and subject to other destination imposed by law.

ART. 20
Statutory amendments

1. Amendments to this Statute can be proposed to the General Assembly by the Board of Governors or by 15% of the Members.
2. The Board of Governors expresses its opinion on the amendments proposed by the Members.
3. The Chairman convenes the extraordinary General Assembly within 40 days from the presentation of the statutory amendment proposal.

ART. 21
Final provisions

For anything that is not expressly provided for by this statute the provisions set out in the Civil Code and current laws in force on the matter will apply.