



CENTRO STUDI SUL FEDERALISMO

BY-LAWS OF THE FOUNDATION
CENTRO STUDI SUL FEDERALISMO
(CENTRE FOR STUDIES ON FEDERALISM)

Article 1 - Name

A foundation named CENTRO STUDI SUL FEDERALISMO (CENTRE FOR STUDIES ON FEDERALISM) is established by the COMPAGNIA DI SAN PAOLO, UNIVERSITY OF TURIN, UNIVERSITY OF PAVIA and UNIVERSITY OF MILAN.

The Foundation adopts the principles and the legislative framework of the Participatory Foundation, as one of the most widely defined forms of Foundation regulated by the Italian Civil Code.

Article 2 - Registered office - Term

The Foundation has its registered office in Moncalieri (Turin), Via Real Collegio no. 30.

The registered office may, by a resolution passed at a Members Meeting, be relocated to another Municipality.

The Foundation is not set up for a fixed term.

Article 3 - Objectives

The Foundation, a non-profit organisation, may operate both in Italy and abroad.

The Foundation pursues the following objectives:

- to promote and coordinate scientific research in the field of studies on European integration and internal, European and worldwide federalism, cooperating also with other public and private organisations;
- to promote and coordinate teaching and training activities, in order to pass on knowledge and develop continuing education in the federalism sector;
- to promote and coordinate the documentation, gathering and spreading of information through the press and by any other appropriate means of communication in the federalism sector.

In the pursuit of its institutional objectives, the Foundation may promote and set up appropriate working tools. More precisely, it may:

- set up one or more offices of its own or with public or private cultural organisations;
- create a library specialising in federalism studies, including a newspapers and periodicals collection, historical archive, databanks, named after Gianni Merlini, an exemplary figure associated with the federalist culture in Italy;
- promote agreements, stipulate contracts and conventions with foundations, public and private organisations, companies and public administrations;
- furnish and provide opinions/reports, studies, courses and information services relating to problems arising in the federalism studies sector and relating to similar topics;
- create publications in the federalism studies sector and relating to similar topics, using the most appropriate technological back-up;
- encourage studies in this field, also by setting up research scholarships, dissertation and research awards and other similar tools.

The Foundation may also take part in the carrying out of research and measures aimed at transferring knowledge as part of national and international projects.

Finally, the Foundation may engage in any instrumental or auxiliary activity, also dealing with third parties, including public organisations.

Article 4 - Members of the Foundation

The members of the Foundation are divided as follows:

- Founders;
- Co-Founders;
- Contributing Members.

Article 5 - Founders and Co-Founders

Those who are parties to the Deed of Foundation are considered Founders.

Corporate bodies, either public or private, and organisations contributing towards the Fund held by the Foundation in the forms and to the extent established at the Members Meeting referred to in art. 11 below may, with the prior consent of all the Founders, become Co-Founders.

Article 6 - Contributing Members

Associations, universities, research centres and institutes and organisations that, sharing the aims of the Foundation, contribute towards its running and the attainment of its objectives through payments in cash, whether annual or plurinannual, adopting the procedures and for amounts no less than those established, also on an annual basis, by the Members Meeting, may, with a resolution passed at the Members Meeting, become Contributing Members.

Contributing Members may direct their contributions at specific projects forming a part of the activities conducted by the Foundation.

A Contributing Member shall remain in office for as long as his or her contribution is duly paid.

Article 7 - Disqualification and Withdrawal

Co-Founders and Contributing Members fall from office if they are disqualified or they withdraw.

The disqualification of Co-Founders is decided at a Members Meeting with an absolute majority and with a simple majority in the case of Contributing Members when they have committed a serious breach of their obligations and duties imposed by these by-laws.

Co-Founders and Contributing Members may, at any time, withdraw from the Foundation, in the manner envisaged in art. 24 of the Italian Civil Code, yet shall continue to be bound by the obligations they have taken on.

Members who exercise their right to withdraw or have been disqualified are not entitled to any reimbursement from the Foundation.

The withdrawal of one or more Founders will not result in the dissolution of the organisation.

Article 8 - Assets

The Foundation's assets consist of the following:

- a fund made up of contributions in cash made by the Founders and the Co-Founders;
- by other funds stemming from legacies/bequests, donations and charitable donations, expressly directed at increasing the Foundation's assets.

Article 9 - Income

The Foundation uses the following, in the pursuit of its objectives:

- income from its assets, profits and operating surplus, not expressly directed at increasing its assets;
- contributions from the Founders, Co-Founders and Contributing Members;
- any other contribution originating from public organisations, corporate bodies or private individuals.

Article 10 - Governing bodies

The Foundation has the following governing bodies:

- a) the Members Meeting;
- b) the Management Board;
- c) the President;
- d) the Director;
- e) the Scientific Committee, if set up;
- f) the Panel of Auditors.

Article 11 - Members Meeting

Members Meetings represent all the members of the Foundation and its resolutions, passed in keeping with the law and these by-laws, bind all the members, including those who do not attend or dissent.

All members who are up-to-date with their contribution payments may take part in Members Meetings.

Every member may, by written proxy, have himself or herself represented at a Members Meeting.

Article 12 - Regulations applying to resolutions passed at Members Meetings

A Members Meeting must be convened at least twice a year by the President, who takes the chair at the meeting, and whenever it is deemed appropriate or is requested by the Panel of Auditors.

The notice convening the meeting, giving a summary of the matters to be dealt with, must be sent to the members and to the Auditors by registered letter, telegram, telefax or electronic mail, at least five days prior to the date fixed for the meeting.

In particularly urgent circumstances, a meeting may be convened by a straightforward notice given 48 hours in advance.

A meeting may also be held in second call, provided that it is fixed for a different date and at least 24 hours after the date of the first call.

Whenever technically possible, Members Meetings may be held in the form of an audio-conference.

Article 13 - Powers conferred upon the Members Meeting

At Members Meetings, every Founder is entitled to three votes, every Co-Founder to two votes and every Contributing Member to one vote.

Resolutions may be passed at a Members Meeting on the following matters:

- a) establishing the general guidelines to be followed by the Foundation in its operations;
- b) approval of the preliminary (budget) and final financial statements;
- c) admission of Contributing Members;
- d) fixing and varying annual contributions;
- e) withdrawal and disqualification of Co-Founders and Contributing Members;
- f) appointment of the members of the Management Board and the President;
- g) appointment of the Panel of Auditors;
- h) amendments to the by-laws;
- i) proposals for the winding-up and liquidation of the Foundation.

Resolutions are passed at Members Meetings: in first call, with the attendance of at least half of the total number of votes that may be expressed at the meeting and with the votes in favour of the majority of votes represented at the meeting; in second call, with the votes in favour of the majority of votes represented at the meeting, regardless of the number of subjects attending.

Resolutions relating to the matters stated under points c), d), e) and h) must, in any event, be passed with the votes in favour of all the Founders attending the meeting.

Authorisation to submit the motion referred to under point i) to the competent authorities must be obtained in any event with the votes in favour of three-quarters of the total number of votes that may be expressed at the Members Meeting and of all the Founders attending the meeting.

Article 14 - The Management Board

The Management Board is composed of: the President, four members indicated by the Compagnia di San Paolo, two members indicated by each of the other Founder bodies, one member indicated jointly by the Co-Founder bodies, if in attendance.

The Management Board may co-opt up to three members selected from amongst recognised experts and scholars.

The Management Board serves for a three-year term, that is, until the financial statement for the last year of its term is approved. Its members may be re-elected.

Article 15 - Regulations applying to resolutions passed by the Management Board

The Management Board meets at least four times a year, convened by the President who chairs the meeting.

Meetings of the Management Board are convened adopting the methods established for Members Meetings, in keeping with art. 12 of these by-laws.

Resolutions are validly passed by the Board with the attendance of the majority of its members and the votes in favour of the majority of those present.

In the event of parity of votes, the vote of the President or, in his or her absence, the person chairing the meeting, will prevail.

Whenever technically possible, meetings of the Management Board may be held in the form of an audio-conference.

Article 16 - Powers conferred upon the Management Board

The Management Board is vested with all the powers to deal with ordinary and extraordinary business apart from those matters reserved by law or these by-laws to the Members Meeting.

For example, the Management Board:

- a) prepares and implements activity programmes in keeping with the guidelines established by the Members Meeting;
- b) draws up the preliminary (budget) and final financial statements, to be submitted to the Members Meeting for its approval;
- c) approves the Foundation's internal rules;
- d) implements decisions regarding the management of the Foundation's assets;
- e) appoints a Vice-President from amongst its number;

- f) following a proposal made by the President, appoints and revokes the appointment of the Director, establishing his or her duties, powers and any remuneration;
- g) may set up the Scientific Committee;
- h) may set up an Executive Committee composed of the President, Vice-President and Director, establishing its powers, term of office and duties.

The Management Board may delegate further powers to the President and the Director, to carry out individual acts or categories of act, over and above those conferred by these by-laws, establishing the scope and methods to be adopted in the exercise thereof.

Article 17 - The President

The President is appointed at a Members Meeting following the proposal put forward by the Compagnia di San Paolo and serves a three-year term, that is, until the financial statement relating to the last year of his/her term is approved; his or her appointment may be reconfirmed for no more than two further terms.

The President acts as the duly authorised representative of the Foundation in dealings with third parties and in court proceedings and is vested with powers to sign linked to this role and any further powers conferred upon him or her by the Management Board.

The President supervises the implementation of the general policy adopted by the Foundation, convenes and chairs Members Meetings and meetings of the Management Board and establishes the order of business.

The President may take any measure as a matter of urgency, in the interests of the Foundation, notifying the Management Board of the steps taken at the next meeting to be held.

If the President is absent or unable to act, his or her duties are discharged by the Vice-President.

In drawing up the minutes of Members Meetings and meetings of the Management Board, the President is assisted by a Secretary appointed by him/her.

Article 18 - The Director

The Director is appointed by the Management Board, and need not be one of its members, following the proposal made by the President and serves for a renewable three-year term, satisfying requisites of a cultural nature and regarding personal experience and working capacity and skills.

If the candidate chosen is not a member of the Management Board, he or she will nevertheless take part in meetings of the said Board without the right to vote.

The Director supervises the running of the Centre and exercises the powers conferred upon him or her by the Management Board; he or she must also deal with all the formalities laid down by the law for resolutions passed to be deemed valid and binding.

The Director's remuneration, if he or she is entitled to a fee, and his or her legal and regulatory position are established in a resolution passed for this purpose by the Management Board.

Article 19 - Scientific Committee

The Management Board may set up the Scientific Committee as the Foundation's scientific consulting body.

This committee is composed of the President and the Director of the Foundation and a number of members appointed by the Management Board which must not exceed fifteen.

The members of the Scientific Committee are selected from amongst leading scholars, internationally recognised as experts in the field of federalism.

The Scientific Committee meets at least once a year and the meeting is convened by the President of the Centre. The Scientific Committee remains in office for a three-year term. It:

- makes proposals for the development of scientific activities conducted by the Foundation;
- gives opinions on scientific topics connected with the Foundation's objectives;
- makes assessments of the scientific activities conducted as part of the Foundation's operations.

Any fees to be received are established by the Management Board.

Article 20 - The Panel of Auditors

The Panel of Auditors is composed of three statutory members and one alternate member, designated as follows: two members by the Compagnia di San Paolo, one statutory member and the alternate member by the other Founders.

The Auditors must satisfy the professional requisites laid down for the legal auditing of accounts.

The Auditors serve a three-year term, that is, until the financial statement relating to the last year of their term is approved. Their appointment may be reconfirmed.

They exercise the powers and functions envisaged in articles 2403 *et seq.* of the Italian Civil Code.

The Statutory Auditors are entitled, as well as the reimbursement of expenses incurred in connection with the discharge of their duties, to an annual fee established by the Management Board.

Art. 21 - Non-remunerability of positions within the Foundation

None of the members of the bodies envisaged in these by-laws have a right to be remunerated, apart from the Statutory members of the Panel of Auditors and the Director, if so resolved by the Management Board in the manner envisaged in art. 18; documented expenses incurred in connection with the discharge of duties may be reimbursed.

Article 22 - Financial year - Financial Statement

The financial year for the Foundation commences on 1st January and closes on 31st December each year.

The final financial statement must be approved by 31st March of the following year.

The preliminary financial statement (budget) must be approved by 31st October of the previous year and must fix the maximum outlay to be respected by the Foundation, incorporating also a document stating the guidelines to be followed for its activities the following year.

The Management Board may pass a resolution to have the financial statement certified by an external auditing company.

Article 23 - Dissolution

The circumstances envisaged in art. 28 of the Italian Civil Code, apart from its conversion, represent grounds for the dissolution of the Foundation.

In the event that the Foundation is dissolved, for any reason arising, the residual assets will be passed on to organisations pursuing similar objectives as those set by the Foundation.

Article 24 - Final provisions

With regard to any matter not expressly dealt with in these by-laws, reference is made to relevant legal principles and provisions applicable.
