

ALL



**STATUTE OF THE LUISS ALUMNI ASSOCIATION**  
**APPROVED DURING THE 29 MARCH 2017 MEETING**

Art. 1) Name

*Associazione Laureati Luiss-* ALL, hereinafter referred to as "the Association", is established in Rome, with legal headquarters in Viale Pola 12.

The Association may be dissolved by a resolution of a qualified majority of the Assembly, which shall indicate the liquidators. The remaining assets are paid to Luiss University to provide scholarships.

Art. 2) Purposes of the Association

The Association is non-profit and apolitical. ALL works to:

- a) promote relationships among the members and between the members, the University and the professional sphere;
- b) to promote the image of Luiss Guido Carli graduates and their abilities through appropriate initiatives to enable professional growth;
- c) to collaborate with the University in order to promote the employment of graduates and to promote the inflow of resources that increase opportunities for the University to pursue its aims, organizing initiatives and activities of a commercial nature where necessary;

The Charter of ALL Values is the regulation that indicates the values that members must embody to fully participate in the Association.

Art. 3) Assets

The Association's assets derive from membership fees and from contributions of physical and juridical persons who wish to participate in its activities.

Art. 4) Members

Admission to the Association is subject to application, signing of the Charter of ALL Values and paying the membership fee.

Membership is open to Luiss graduates, including bachelor's program graduates, and to those who have obtained one of the degrees indicated in the Association's regulations, within the Luiss educational system.

Admission to the Association is free for the first year after graduation.

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The Association is composed of Ordinary, Supporting, Benefactor and Honorary Members.

Ordinary Members are those who are in good standing with the registration procedures, according to association regulations. Supporting Members are all ordinary members who pay an annual membership fee of at least five times the annual membership fee.

Benefactor Members are all ordinary members who donate a one-off contribution equal to at least 100 times the annual membership fee to the Association. Benefactor Members are not required to pay the membership fee and acquire the right to be part of the Association indefinitely.

The Board may appoint, with two-third of the votes of those present, Honorary Members, following a motivated nomination from the President. Such members may come from the world of culture and academia, professionals and entrepreneurs, including those who have not graduated from Luiss Guido Carli. Honorary membership is free of charge.

One must be a member of the Association to hold an office.

The association regulations govern the requirements, methods and procedures for membership, as well as the amount of membership fees.

Membership may be lost through withdrawal, failure to pay membership dues or removal.

Members must give written notice of withdrawal.

Members who fail to pay dues loses membership one year from the payment of the last membership fee. A member can be removed, with motivated deliberation of the Council, upon hearing motivation from the member in question, who may nevertheless appeal within thirty days to the Board of Trustees.

## Art. 5) Social organs

The organs of the Association are:

- (a) Assembly
- (b) Council
- (c) Board of Directors
- (d) President
- (e) Vice Presidents
- (f) Secretary General
- (g) Treasurer
- (h) Board of Auditors
- (i) Board of Trustees



#### Art. 6) Assembly Meetings

The Assembly is composed of all members fully up to date with their dues. The Assembly meets upon convocation of the President. It is chaired by the President or, in case of absence or impediment, by one of the Vice Presidents. In the absence of both, in order for the Assembly to function properly, the functions of presidency of the Assembly are carried out by the Secretary General. A number greater than twenty percent may request the convocation of the Assembly.

The Assembly meets in ordinary session once a year by the month of July for the approval of the budget, by notice sent, by paper communication or by email, at least twenty days before the date of the meeting; the Assembly may meet in extraordinary session, and with the same mode of notice, when the Board deems it necessary or at least a quarter of members request it. Each member present may represent only one delegate.

Responsibilities of the Assembly:

- a) the election of the Council and the Board of Auditors;
- b) amendments to the Statute;
- (c) approval of the budget;
- d) the determination the manner of liquidation and the appointment of liquidators in the case of dissolution of the Association;
- e) approving electoral rules.

The ordinary or extraordinary Assembly, chaired by the President – or, in his absence – by one of the Vice-Presidents is valid during the first call, provided that two-fifths of the members with voting rights are present, personally or by proxy.

A second call meeting is valid with any number of members with voting rights for an Ordinary Meeting and with the presence of at least one tenth of the members with voting rights for an Extraordinary Meeting.

in a second call, the Extraordinary Shareholders' Meeting shall pass resolutions if two thirds of the participating members with voting rights, present in person or by proxy, are in favor.

The Extraordinary Assembly decides on amendments to the Articles of Association, on acts of disposition of the Association's real estate assets, if any, or on the dissolution of the Association.

All members are entitled to active and passive voting rights and the right to vote in the Assembly, according to the procedures indicated in the electoral regulations.



#### Art. 7) President

The President is elected – from among the Members – by the Assembly, on the proposal of the Designation Committee, after consulting Luiss Guido Carli.

The President represents the Association and:

- a) serves a two-year term;
- b) convenes and chairs meetings of the Board of Directors, the Council and the Assembly and prepares the agenda and guarantees the Statute, the regulations and the deliberations of the Assembly and the Council;
- c) oversees the implementation of programs and initiatives;
- d) proposes members of corporate bodies to the Council;
- e) communicates regulations approved by the Council to Luiss Guido Carli;

In the event of serious circumstances, on the initiative of the Designation Committee, after consulting Luiss Guido Carli, or on the initiative of at least one third of the members, the Assembly may revoke the President and appoints one of the ten appointed Board Members as President pro tempore.

#### Art. 8) Vice Presidents

Upon proposal of the President, the Council appoints up to two Vice Presidents. The Vice Presidents operate by proxy of the President and only serve until the end of the President's term. In case of absence or impediment of the President, Vice Presidents represent the Association and may jointly substitute the President.

#### Art. 9) Nominating Committee

The Nominating Committee shall consist of Past Presidents who have been re-elected and have duly completed their second term as President. The Committee is convened ex officio in the last semester of the term and remains in power until the President is appointed. In order to reach the broadest consensus of the Members, the Nominating Committee proposes the candidate for President and communicates to Luiss Guido Carli the ten members nominated to the Board.

#### Art. 10) Council

The Council is the governing body of the Association and performs a consultative, deliberative and policy-making function. Board Members serve two-year terms. The Board consists of 30 members, ten of whom are appointed by Luiss Guido Carli. The remaining twenty are elected by the Assembly from a list proposed by the President.



Board Members ensure representation the academic qualifications that entitle them to membership.

The Council meets upon convocation by the President, or, in case of absence or impediment, of one of the Vice Presidents. Council Members who do not participate in more than three consecutive meetings without a justification lose their office. If, during the course of the two-year period, one or more members of the Council should resign or for other causes, Luiss Guido Carli or the President may appoint new members with the quota of the 10 members appointed. Council Members appointed by the President are part of the Council only with an advisory opinion, until the Assembly appoints them as effective members and for the entire duration of the mandate granted to the substituted members. Should fifty percent plus one of the members of the Council be missing due to resignation or other causes, the Council shall be deemed to have resigned as a whole and a new Council shall be appointed.

Responsibilities of the Council:

- a) the appointment of the Board of Directors, upon proposal of the President;
- b) the appointment of the members of the Board of Trustees;
- c) the definition and adoption of the Association's program of activities upon proposal of the President;
- d) the proposals of modification to the Statute;
- e) the appointment of Vice Presidents upon proposal of the President;
- f) membership dues and any additional contributions;
- g) drafting the annual budget;
- h) the removal or disqualification of members;
- i) the regulation of local groups and theme-based clubs;
- (j) the appointment or dismissal of the Secretary General upon the proposal of the President;
- (k) approval of regulations proposed by the President.

#### Art. 11) Board of Directors

The Board of Directors is the executive body of the Association. It carries out programs and initiatives deliberated by the Board in accordance with the Statute and the regulations. It promotes and coordinates the activities of local groups and theme-based clubs. The Board is nominated by the Council on proposal of the President. The Board's two-year term coincides with that of the President and is composed of:

- a) The President;



- b) up to two Vice Presidents;
- c) the Secretary General;
- d) the Treasurer;
- e) the representative designated by Luiss Guido Carli;
- (f) elected Councilors.

The components of the Board of Directors that do not participate in more than three consecutive meetings without justification, lapse from the office and the President proposes a substitution to the Council.

If, due to resignations or other causes, fifty percent plus one of the members are no longer present, the Board of Directors lapses. The President convenes the Council to nominate a new Board of Directors.

The Board of Directors meets on convocation of the President or, in case of absence or impediment, of one of the Vice Presidents, by initiative of the President himself.

The Board of Directors deliberates by majority vote of those present. In the event of a tie, the vote of the President shall prevail.

#### Art. 12) Secretary General

Within one month from the election, upon proposal of the President, the Board appoints the Secretary General. The Secretary General coordinates the Association's staff according to the instructions given by the Board of Directors, organizes initiatives proposed by the elected Councilors, ensures the connection between the Association and the University, draws up the minutes of the meetings and is responsible for their preservation, ascertains the existence of the quorum and the numbers required by the Statute in case of deliberation. The Secretary General also exercises other functions expressly attributed by the Board of Directors upon proposal of the President.

#### Art. 13) Treasurer

Within one month of the election, upon proposal of the President, the Council shall appoint the Treasurer.

Regulations shall govern the duties and functions of the Treasurer.

#### Art. 14) Board of Auditors

The Board of Auditors is composed of three active members and up to two substitutes – elected by voting ordinary members – who have appropriate professional qualifications. The Board elects its own President and is tasked with reviewing the economic and

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financial management of the Association in terms of correctness as well as the coherence of the allocation of resources with respect to the guidelines laid out by the Board.

The members of the Board of Auditors participate in the meetings of the Assembly and of the Council and submit an illustrative report on the financial statements to the Assembly. Should one or more members of the Board of Auditors be missing due to resignation or other causes, they shall be replaced by alternate members whose office shall be attributed to the first of the non-elected members.

#### Art. 15) Board of Trustees

Any member who believes that his or her membership rights have been infringed upon may refer the matter to the Board of Trustees. The Board of Trustees is formed by at least three components nominated by the Council. The Board of Trustees is entrusted with resolving conflicts among partners – including the Association itself – no matter the origin and within the relationship of the association. Board Member votes have equal weight, are binding and cannot be appealed. Therefore, recourse to the Judicial Authority is excluded, except for obtaining an enforceable title for the Board's determinations. Determinations made on an informal basis, by way of amicable settlement and without procedural formalities, shall be communicated to the parties within ninety days of communication of the dispute.

#### Art. 16) Business year

The fiscal year of the Association begins on January 1 and end on December 31 of the same year.

#### Art. 17) Reference to the Civil Code

For anything not provided for in the Articles of Association, please refer to the Civil Code.

#### Transitional provision

The portions of these Bylaws relating to the appointment of the President and the election and appointment of the members of the Board shall become effective upon the completion of the two-year term of the current President on March 29, 2017.