

VENICE INTERNATIONAL UNIVERSITY

ART. 1

Establishment

1. A non-profit Association under private law called Venice International University (hereinafter referred to as VIU) was established in Venice on December 15, 1995, in the presence of the Notary Maria Luisa Semi (Rep. 97.488) on the initiative of the *Università Ca' Foscari Venezia*, the *Università IUAV di Venezia*, the *Province of Venice*, *Duke University* (USA), *Ludwig-Maximilians-Universität München* (Germany), the *Universitat Autònoma de Barcelona* (Spain) and the *Fondazione di Venezia*. The Association is governed by the rules of this Statute and by the laws currently in force in Italy.

ART. 2

Aim and instruments

1. The aim of VIU is to foster the production of knowledge, in particular in the field of global challenges, in an innovative, transnational and interdisciplinary way. In order to promote this goal, VIU manages an international teaching and research campus.
2. VIU pursues this aim through the organization and coordination of joint academic programs (primary university training, post-graduate training, lifelong learning, capacity building) and scientific research, carried out at its facilities or, as appropriate, in other facilities within its scope.
3. The activities and the aims of the Association rely on the principles of Equal Opportunity, Respect for each individual, Diversity and Inclusion.
4. VIU may rely on the assistance of companies - as per the fifth book, heading V and VI of the Italian Civil Code - for solving problems connected with the achievement of its aims, as well as for supplying functional services for its activities, as described in paragraph 2. VIU may have a holding - or not - in these said companies, whose activities should integrate in those of the Association.
5. The Association may carry out commercial activities in support of its institutional activities, in accordance with the law and the rules and regulations for associations.

ART. 3

Seat

VIU is based in the City of Venice and is hosted by the Metropolitan City of Venice on the Island of San Servolo, by virtue of the international prestige of the Association and its important role in higher education.

VIU shall have its main facilities in the existing rooms, spaces and buildings located on the Island of San Servolo and belonging to the *Città Metropolitana di Venezia* and that the latter has assigned to VIU through formal documents.

ART. 4

Duration, governance, facilities

The Association shall have a duration of a further thirty years, expiring on 31/12/2055 which may then be extended again.

The following comprise the governance of the Association:

- a) the Assembly;
- b) the President;
- c) the Vice President (if appointed);
- d) the Board of Directors;
- e) the Academic Council;
- f) the Dean of the Academic Council;

- g) the Board of Auditors or Single Auditor;
- h) the Secretary General (if appointed);

ART. 5

New Members

1. Public or private universities, research and higher teaching institutes, noteworthy for their academic, scientific and cultural merits, may join the Association. They must be recognized by and officially registered with the relevant Ministry in their home country.
2. While agreeing to share the aims of the Association as described in Art. 2 comma 1, the Members accept the Statute in its entirety and agree to pay the annual association fees as set by the Assembly.
3. In order to be accepted, new memberships require a favourable vote of the Assembly by at least two-thirds of the Members of the Association.
4. Temporary participation in the Association and any limitation connected thereto is not contemplated.

ART. 6

Finances and assets

1. The following form part of the Association's assets and must be used exclusively for the pursuit of its aims:
 - a) any operating surplus;
 - b) the fixed contributions for each of the founder members;
 - c) the membership fees established by the Assembly upon admission of ordinary members;
 - d) reserve funds of any sort whatsoever
2. The Association's revenue consists of:
 - a) possible extraordinary contributions, decided by the Assembly in relation to special undertakings which require available funds exceeding those of the ordinary budget;
 - b) contributions by public administrations, local authorities, banks and institutions in general;
 - c) subsidies, donations and bequests by third parties and members;
 - d) the membership contributions and fees as specified under letters b), c), d) of No. 1 hereinbefore;
 - e) any income from activities set up in fulfilment and achievement of what is laid down in art. 2 hereof.
3. It is forbidden to distribute, even indirectly, any profits or operating surplus as well as funds, reserves or capital during the lifetime of the Association, unless under obligation by law.
4. Any member who ceases, for any reason whatsoever, to be a member of the Association, loses all and any right to the Association's assets.
5. VIU may support the running of its activities by entering into agreements with private and/or public bodies and institutions. In order to finance these activities, the agreements can be set up by service providers, as stated in Art. 2 comma 4; VIU may take part in these conventions.

ART. 7

Membership fees

1. The fees, as stated in Art. 6 comma 1.c) and 1.d), are established by the Assembly with a two-thirds majority of the votes of those present at the meeting.
2. The fees may be of a different amount for single members or categories of members.
3. Membership fees are due for the entire solar year.

ART. 8

Financial years of the Association

The financial years of the Association start on 1st January and end on 31st December each year.

ART. 9

The Assembly

1. The Assembly is the foremost governing body of the Association and it constitutes and ensures its democratic nature. It comprises all the Members (who have equal duties and rights, among which the right to vote in the Assembly meetings) and makes the fundamental decisions for the goals and the functioning of the Association.

2. One representative for each member attends the Assembly of the Association.

3. The Assembly elects the President of the Association, who may be chosen from within or from outside its own Members. The President remains in office for four years.

4. The Vice President, with the function of substituting the President, is elected by the Assembly and chosen among the members of the Assembly. If appointed, the Vice President remains in office for four years.

5. The Assembly must be convened by - and no later than - May 31st every year to approve the Balance Sheet for the previous financial year.

6. The Assembly must also be convened for the renewal of the governing bodies at their natural expiry or whenever an appointment ceases.

The Assembly must be convened also when the President deems it necessary or upon request by the Board of Directors or upon a request made to the President by at least one tenth of the Members.

7. The Assembly is normally held in Venice. The convocation must be sent at least 20 days prior to the date fixed for the Assembly meeting and must contain the procedures and the agenda; the convocation can be sent by email or by any other means, written or digital, suitable for informing the Members, with clear proof of reception.

The convocation can also leave open the possibility to deliberate at a second convocation on a different date.

8. The Assembly is validly formed, even without the formalities of a call, when all the members are present as well as all the members of the Board of Directors and the Board of Auditors; in this event, however, each of those present may object to the discussion of matters on which they do not feel sufficiently informed.

9. For the Assembly resolutions to be considered valid, at the first convocation at least half plus one of the Members must be present. At the second convocation, the Assembly is valid whatever the number of participants.

The Assembly is valid even if held by teleconference, videoconference or any other means as long as all participants can be identified and are in the position to follow the discussion, take part in real time and receive, transmit and view documents.

10. The Assembly motions are passed by simple majority of those present unless a different majority is required for any specific case.

For amendments to articles of the Statute, the Assembly decides with a favourable vote by at least two thirds of the Members of the Association. In the case of the dissolution of the Association, the Assembly decides with a three-quarter majority of the Members of the Association.

11. The representatives take part in the Assembly meetings for free.

12. Voting is allowed by proxy, to be granted in writing (each Member of the Association can choose to be represented in the Assembly by another person by written declaration that will be preserved in the archives of the Association); the holding of more than one proxy is not permitted and therefore each procurator may hold one proxy only.

13. The Assembly is chaired by the President or by the Vice President of the Association or by a person appointed by the Assembly.

14. A Recording Secretary, chosen from among those present, must draw up the minutes of the meeting. The notifications, minutes, resolutions, balance sheets and any statements shall be transmitted to the representatives of the Members.

15. The function of Recording Secretary may be carried out, when necessary, by a Notary Public.

16. The decisions taken in conformity with the Statute are binding for all Members even if absent,

dissentient or having abstained from voting.

17. The Assembly votes on:

- a) the Balance Sheets and the accompanying documents prepared by the Board of Directors;
- b) the election of Board of Directors members;
- c) the election of the President of the Association;
- d) the election of the Vice President of the Association, if appointed;
- e) the election of the members of the Academic Council;
- f) the election of the Dean of the Association;
- g) the appointment of the Auditors or Sole Auditor, according to art. 15;
- h) the amount of the membership fees;
- i) the Association directives of a general nature;
- j) any other matter submitted to it for approval by the Board of Directors;
- k) amendments to the Statute;
- l) the dissolution of the Association.

ART. 10

Internal regulations

Special rules of operation and execution of this Statute may be provided for, if necessary, by internal regulations to be drawn up by the Board of Directors and to be submitted for a vote in the Assembly and, once approved, must be sent to the *Ufficio Persone Giuridiche* at the Prefecture of Venice.

ART. 11

The Board of Directors

1. The Board of Directors is the management body of the Association, and has all the powers of ordinary and extraordinary management that it must carry out under the direction of the Assembly. The Board of Directors discusses questions concerning the activity of the Association for the purpose of reaching its goals, according to the directives of the Assembly, taking all appropriate initiatives, except for those matters that are the exclusive competence of the Dean and the Academic Council, as specified in art. 13 and 14 below.

It decides on every action of a patrimonial and financial nature.

2. The Board of Directors consists of the President, the Vice President (if appointed), the Dean of the Association and between five and twenty-five directors appointed by the Assembly for a four-year term of office, all with the same expiry date coinciding with the approval of the financial report for the previous year.

3. Whenever the Assembly votes to increase the number of Directors – or to admit new Directors in substitution of others who have not yet expired - the newly appointed Directors shall remain in office until the natural expiry of the mandate of all the Directors elected previously.

If, for any reason, a majority of Directors ceases to be, the entire Board of Directors will be dissolved and an Assembly must be convened within the next 20 days to elect a new Board.

4. There must be as great a gender balance as possible in the composition of the Board of Directors. When appointing a new Director, the Assembly should consider the current composition of the Board and preferably select a person of the lesser represented gender as its candidate.

5. The Board of Directors is chaired by the President of the Association or, in case of absence, by the Vice President, if appointed. Should both be unavailable, it is chaired by the Director who has held office the longest or, failing that, the oldest in terms of age.

6. The Auditors or Single Auditor, as mentioned in article 15 of the Statute, take part in the Board meetings without the right to vote.

7. The Board of Directors prepares the budget by and no later than December 31st.

8. The Board of Directors submits the balance sheet, prepared by and no later than April 30th, to the Assembly with an accompanying report, delivers a copy to the Board of Auditors or Single Auditor and makes arrangements for it to be filed at the Association's main office.

It periodically proceeds to check that the requisites of admission of every Member persist, and takes appropriate measures if necessary. It votes on the participation of the Association in public and private bodies or institutions, in order to achieve the Association's aims, and appoints its representatives in these bodies.

9. The Board of Directors decides by simple majority vote of those present and, in the event of parity, the President's vote prevails. The Board of Directors meets - if possible - once every six months and in any case whenever the President deems it necessary or upon request by at least three members. In this last case, the President must convene the meeting within 20 days.

10. The Board of Directors' meetings shall be convened at least 20 days in advance of the dates of the meetings by means of a notice containing the procedures and the agenda, by email or by any other means, written or digital, suitable for informing the Directors, with proof of reception.

Meetings of the Board of Directors are considered valid if at least a majority of the Directors attends.

11. Should there be special reasons of urgency, the Board of Directors may be convened by email at least two days prior thereto.

The meetings of the Board of Directors are valid even when held via teleconference, videoconference or any other means as long as all participants can be identified and are in the position to follow the discussion, to take part in real time and to receive, transmit and view documents.

12. The Board meetings are considered valid when, despite the lack of a formal call, all the directors are present.

The minutes of every Board meeting shall be drawn up. The notifications, minutes, resolutions, balance sheets and any statements shall be transmitted to the representatives of the Association members.

13. The Board of Directors may delegate to the President, to the Vice President, to the Dean or to one or more Directors certain powers and spending allowances within prefixed limits.

14. In particular, the Dean may receive the following powers, with certain limitations of expenditure and time constraints:

- Supervise and coordinate all sectors of the Association and determine rules for the organizational, administrative and accounting functions.
- Manage the initiatives of the Association and coordinate the activities;
- Decide, with the help of the operational structure of the Association, on the financial methods and rules in connection with the running of the assigned tasks;
- Approve and undersign miscellaneous contracts, including those concerning works and services;
- Purchase chattel and services for the requirements of the Association;
- Request the opening and closure of banking and financial relations; manage these within investment directives defined by the Board of Directors, including: i) making deposits and withdrawals in bank accounts, also using cheques, to whomsoever, within the credit limits agreed upon; ii) request loans and miscellaneous bank contracts;
- Request and receive payments, also by endorsement, for whatever reason, or sums, credit, deposits, and release receipts;
- Carry out projects and activities in connection with the services provided by the Association;
- Undersign and rescind contracts with all the providers of the Association, define the financial terms for sums not predetermined by the contracts or joint agreements, define transactions and agreements with providers;
- Nominate special procurators, also *ad negotia*, within the limits assigned to the Dean, and determine the powers, attributions and fee;
- Delegate and confer special powers of representation for the Association for single actions or classes of actions to Directors, employees or third parties;
- Request consultations or professional tasks;

- Represent the Association before the judicial authority at whatever level or jurisdiction, name lawyers, procurators for litigation and experts, in Italy and abroad, revoke them or substitute them. The Board of Directors retains the right to exercise the powers delegated, to revoke them at any time and to reassign them.

15. The Board of Directors may decide to form one or more subgroups composed of its own members for precise objectives or tasks and with particular mechanisms and durations, to be decided each time by the Board and regulated by it.

ART. 12

The President

1. The President is the legal representative of the Association, except for matters that have been delegated to the Dean, the Vice President or other Directors according to the powers attributed to them. The President may delegate the legal representation of the Association to the Vice President, the Dean or a member of the Board (failing this, a member of the Assembly), together with other powers provided for herein or conferred to the President by the Board of Directors.

2. In the absence of a President, or when unable to fulfil these functions, they are carried out by the Vice President (if appointed).

3. The President carries out the following functions:

I) leads the Association, presides over it and schedules and presides over the meetings of the Assembly and Board of Directors;

II) supervises the strategic guidelines of the Association's affairs, its relevant plans and verifies the correct implementation of the guidelines and the deliberations of the governing bodies;

III) oversees the financial, political and institutional relations of the Association, on a national and an international basis, and enacts any subsequent agreements;

IV) cultivates and develops relations with and among all the Member Institutions and with all other partners, including the political, economic, cultural and religious leaders of the City of Venice;

V) monitors and, when possible, increases the number of Members;

VI) brings any matters concerning the strategies of the Association to the attention of the Governing Bodies;

VII) publicly represents the Association's mission and identity and is ultimately responsible for the satisfaction of its students, faculty, administrators and Member Institutions.

ART. 13

The Academic Council

1. The Academic Council consists of one member for each University or Academic Institution belonging to the Association and is elected by the Assembly for a period of four years based on the indication of these Universities and Academic Institutions. At least two thirds of the members of the Academic Council shall be University Professors. The remaining members can be appointed among persons with a proven record of expertise and experience in all matters inherent to the Academic Council.

There must be as great a gender balance as possible in the composition of the Academic Council. When appointing a new representative, each Member Institution must consider the current composition of the Academic Council and preferably select a person of the lesser represented gender as its candidate.

2. The tasks of the Academic Council include:

a) the organization and promotion of the teaching and scientific activity, to be submitted for approval to the Board of Directors for aspects relating to the use of communal spaces and supporting services;

b) the expression of a binding consent regarding teachers appointed by the individual Member Universities;

c) an opinion on the setting up of research and post-graduate teaching centers or programs (as stated in art. 18).

3. The Academic Council is convened by the Dean and is validly formed with the presence of half plus one of its members.

ART. 14

The Dean

The Assembly elects, not necessarily from among its members, a Dean. The Dean shall be a University Professor. The Dean is appointed for a four-year term of office.

Along with the powers conferred by the Board of Directors, the Dean is responsible for the coordination and planning of the teaching and research activities carried out by the Association, chairs the Academic Council and implements its resolutions.

The Dean supervises the institutional communication of the Association and the relations with the media, in cooperation with the President.

ART. 15

Board of Auditors or Single Auditor

The Assembly may assign the function of financial control to a Single Auditor or to a Board of Auditors consisting of three statutory auditors and two substitutes.

The Board of Auditors or Single Auditor have all the functions assigned to it by the law in general and the Civil Code in particular.

It must verify that the balance sheets and the accounting books correspond and respect the terms of the law.

The Single Auditor or, alternatively, the President of the Board of Auditors, its members and substitutes are appointed by the Assembly.

The Single Auditor or, alternatively, the Board of Auditors holds office for four years.

The Single Auditor or, alternatively, the Auditors may be reconfirmed, but not more than once.

The Single Auditor or the auditors shall attend the Board meetings and the meetings of the Assembly.

The Single Auditor or the Board of Auditors shall meet at least once every three months and whenever it deems it necessary. Any auditor who, without reasons of objective impediment, does not take part, in the course of one year, in two consecutive meetings of the Board of Auditors or three consecutive meetings of the Board of Directors or three Assemblies, forfeits their office.

The verifications carried out by the Single Auditor or Board of Auditors and the relative statements shall be described in the minutes of their meetings.

The Single Auditor or Board of Auditors shall prepare, by and no later than May 15th, a report on the balance sheet, and deliver a copy of it to the main office of the Association.

ART. 16

Secretary General

The Board of Directors has the power to appoint a Secretary General, who, if appointed, shall hold the position for a period of four years.

The Secretary General may be selected from among the members of the Board of Directors or may be an external appointment; in the case of the appointment of a Director as Secretary General, the Director must resign sign the two appointments are incompatible.

The Secretary General shall be in charge of the offices and the personnel of the Association.

The Secretary General shall deal with routine matters such as signing current correspondence and handling any business indicated by the President, the Vice President, the Dean, the Board of Directors, or by a Member of the Board of Directors delegated according to Art. 11 hereof, from whom the Secretary General shall receive instructions for performing these tasks.

The Secretary General shall take part, as an observer and without the right to vote, in the meetings of the Board of Directors, the Assemblies and, on invitation, the meetings of the Association's other

bodies. The Secretary General shall draw up the minutes of the meetings of the Board of Directors and shall execute their resolutions. The Secretary General shall hold representative powers to carry these out.

The Secretary General may receive from the Board of Directors mandates to carry out special functions, holding representative powers.

ART. 17

Rights and duties of the Associated Members

1. The Association Members shall have the exclusive use of offices and a conference room for seminars on the island of San Servolo, they may use the other communal spaces individually according to the conditions established by the Board of Directors.
2. Each Member University or Institution agrees to carry out at VIU a study program open both to its own students and to those of the other Members according to conditions to be approved by the Academic Council. The expenses for the students taking part are charged to the single universities as also the remuneration of the teachers of the courses organized by the same universities.

ART. 18

Post-graduate training and research centers and programs

1. VIU can promote post-graduate training and research centers and programs within its activities. The creation of such centers and programs is decided by the Board of Directors, having consulted the Academic Council for an opinion on the scientific and academic validity of the undertaking.

ART. 19

Official language of the Association

1. The official language of the Association is English. It is used by all the Governing Bodies in meetings and in official documents, except in acts for which Italian is required by law; in this event, a translation shall be made into English.
2. Classes taught at VIU are held in English. Exceptions are made only in the case of language and literature classes in languages other than English or if a given class comprises students that all speak the same non-English language.

ART. 20

Loss of right and right of withdrawal

1. Upon written notice, the Assembly may declare the loss of rights of a Member whenever the requisites for admission cease to exist or due to a prolonged non-fulfilment of the obligations to pay the annual Association fees or other obligations set out in the Statute.
The Member may present arguments in their defence within 30 days of receiving the notice; at the next meeting the Assembly can decide whether the Member can remain or should leave the Association.
2. A Member may withdraw from the Association, by informing the others in writing and giving notice of at least 12 months.
3. Any member wishing to withdraw from the Association for whatever reason must in any case pay the full annual fees for the current year and for the following year.

ART. 21

Dissolution and Extinction

1. The Association is extinguished automatically if it fails to carry out any activity for two consecutive years.
2. Should the Assembly decide the dissolution of the Association, it shall appoint one or more receivers and define their powers.

3. In the event of the dissolution of the Association, for any reason whatsoever, its assets shall be assigned to another association with similar aims or for the purpose of public utility, after consulted the watchdog body according to section 3, paragraph 190 of Italian Law No. 662 of December 23, 1996, unless there is another destination enforced by the Law.

ART. 22

Transitional Clause

The effects of the changes to the Statute shall meet the requirements of the Law.

The term of office of the current Governing Bodies remains unchanged until the natural expiry of their three-year mandate, which will end with the approval of the 2024 Balance Sheet.