

# ALUMNI ASSOCIATION OF THE UNIVERSITY OF PADOVA

## BYLAWS

### ART. 1 - NAME AND ADDRESS

**1.1** As per art. 18 of the Constitution, art. 36 et seq. of the Civil Code and Legislative Decree 117/2017, the Alumni Association of the University of Padova is established.

**1.2** The Association has its registered office in Padua, Via VIII Febbraio 2, at the University of Padova. The Governing Council may establish secondary headquarters and branches abroad as well.

### ART. 2 - PURPOSE AND OBJECTIVES

**2.1** The Association is apolitical, non-partisan, non-denominational, non-profit, neither direct nor indirect, and pursues civic, solidarity and socially useful purposes. In particular, the Association's mission, in concert with the University of Padova and inspired by the motto *Universa Universis Patavina Libertas*, is to unite all of its Alumni of all ages, backgrounds, positions and locations within a community to which all may have free access and equal consideration in the name of the University's founding values, by which Alumni may continue to be inspired in their professional and private post-university lives and to which they may be prestigious witnesses in the world. The Association has no union or corporate purpose.

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The Association has as its purposes the following:

- To spread the tradition and culture developed by the University of Padova;
- To create a fellowship among the Alumni of the University of Padova capable of maintaining and promoting in every sphere and place the values of the *Universa Universis Patavina Libertas*;
- To foster the relationship between the University of Padova and its Alumni, strengthening graduates' sense of belonging to their University;
- To enhance the role of Alumni of the University of Padova and the importance they maintain over time for the University from which they graduated;
- To involve Alumni personally in building the future of the University of Padova, making them an active part of the institution that trained them;
- To build a network of contacts among Alumni of the University of Padova that fosters the development of cultural and professional relationships among them in every field and place;
- To develop regular opportunities for discussion and exchange of experiences between the University of Padova and Alumni;
- To create and support relationships between the University of Padova and private and public organizations, both Italian and foreign, in which Alumni work;
- To activate a strong network of people, skills and professionalism willing to support - including through donations or other forms of contribution and sponsorship - projects based on common values and goals, and to support each other in the name of these very same values and goals;

- To promote the cultural and professional growth of Alumni and enhance the reputation and attractiveness of people and resources of the University of Padova.

The Alumni Association of the University of Padova constantly promotes its closeness to and collaboration with the *Associazione degli Amici dell'Università di Padova* (Association of Friends of the University of Padova) and fosters awareness of its goals and activities especially towards Alumni who have held their degree for at least ten years, who in addition to joining the Alumni community may join the Association of Friends of the University of Padova if they wish.

The Alumni Association of the University of Padova encourages the establishment and membership of new Alumni Groups/Sections, which are uniform with respect to sector, discipline, profession, geographical area or other, with which to activate dedicated initiatives. Their participants will be able as individuals to benefit from the services of the network and, as an established group/section, from the recognition and promotion of the Association.

In particular, in compliance with the Legislation in force therein, the Alumni Association has the right to promote the establishment, that is to establish, other Sections in foreign countries where Alumni of the University of Padova live and operate, according to the Operating Regulation approved by the Governing Council. The Governing Council may give recognition to such Sections operating or being established in foreign countries, provided that their Regulation comply with the provisions of art. 2 of the Bylaws of the Alumni Association of the University of Padova.

Already officially established Groups of former students of the University of Padova may find forms of collaboration with the Alumni Association of the University of Padova both on specific projects and with framework agreements of mutual support and promotion, while maintaining the current configuration and full autonomy in activities.

**2.2** Any change in the purpose and object of the Alumni Association of the University of Padova must be approved by the extraordinary meeting of the Members with the favorable opinion of the Board of Directors of the University of Padova; this opinion must be issued in writing within 30 (thirty) days of the relevant request made by the Governing Council of the Association.

**2.3** For the achievement of its social purpose, the Association may - by way of example and not exhaustively and exclusively - carry out the following activities, *online* and *on site*, directly or through groups, sections or other associations related to it:

- a) carry out or promote the organization of cultural, scientific, artistic, recreational and sports events and initiatives.
- b) carry out or promote the organization of seminars, studies, and educational activities, including in cooperation with national and international networks, professional orders, business and trade union associations, and other universities;
- c) establish or promote the establishment of scholarships, research grants in favor of students, graduates and undergraduates of the University of Padova;
- d) activate any kind of national and international networking action among Alumni;

- e) promote and take care, directly or indirectly, of the production of publications, books, newsletters, studies and events within the scope of the Association;
- f) contribute to the job placement of the Alumni of the University of Padova;
- g) collaborate with the organizational structures of the University of Padova to improve and enhance activities and information services for the benefit of students, Alumni, as well as students from school of all levels;
- h) contribute to give visibility and prestige to the University of Padova at the national and international level, including through awards and merits;
- i) promote donations from individual Alumni and/or Members in favor of the University of Padova or the Association with the aim of creating the conditions for an ongoing collection of resources;
- l) promote the finding of resources to activate innovative projects in the scientific, economic, cultural and social fields;
- m) provide for the implementation of exclusive services intended for Alumni and/or Members;
- n) put in place any other initiative in accordance with the purposes stated in this article;
- o) organize and manage cultural, artistic and recreational activities of social interest.

Specifically, the activities referred to in art. 5 of Legislative Decree 117/2017 that the Association proposes to carry out in pursuit of its ideal purpose mainly for the benefit of third parties are:

- interventions for the protection and enhancement of cultural heritage and landscape, as provided for in art. 5, paragraph 1(f) of Legislative Decree 117/2017;
- support to the University of Padova in undergraduate and postgraduate education, as provided for in art. 5, paragraph 1(g) of Legislative Decree 117/2017;
- support for scientific research of special social interest, as provided for in art. 5, paragraph 1(h) of Legislative Decree 117/2017;
- organization and management of cultural, artistic, or recreational activities of social interest, including publishing activities, promotion and dissemination of the culture and practice of voluntary activities, and activities of general interest, as provided for in art. 5, paragraph 1(i) of Legislative Decree 117/2017.

For the sole purpose of achieving the objective of the association, the Association may also acquire, lease, and dispose of movable and immovable property; take equity stakes in corporations whose activities are aimed, directly or indirectly, at the pursuit of purposes similar, related, or instrumental to those of the Association itself; establish, within its assets, funds whose income is intended for specific activities consistent with the social purpose; more generally, carry out any and all activities that are deemed useful or necessary to the achievement of the statutory purposes, including making use of services of self-employed and/or subordinate labor.

**2.4** The Association may not distribute, even indirectly, profits or surplus, funds, reserves or capital.

**2.5** The Association and the University of Padova recognize as individuals entitled to the status of “Alumni” and, in that sense, as life-long members of the university community - which is based on the values, history and culture of the University of Padova -, the following:

- a) all those who have obtained any qualification issued by the University of Padova, i.e. graduates (bachelor, master and single-cycle degrees) and diploma holders, master's graduates (first and second level), PhDs, graduates from the Schools of Specialization as well as honorary graduates and fellows;
- b) all those who work or have worked in the University for at least three years as professors, researchers, officers, managers, administrative, scientific or contract teaching staff, provided that they possess a degree equivalent to at least a bachelor's degree, or a degree awarded under the old university system from another officially recognized university;
- c) all those who, holding at least a bachelor's degree from a foreign university, have spent at least one semester of study at the University of Padova as part of a mobility, international exchange or partnership programs during their bachelor, master, or PhD.

**2.6** “Ordinary Alumni” are all individuals entitled according to art. 2.5 who join the Association in accordance with procedures provided for by the Governing Council.

**2.7** “Honorary Alumni” are all natural persons not falling within the “Ordinary Alumni” classification, declared as such by the Governing Council for their outstanding accomplishments, as well as for special economic, financial, and organizational support.

**2.8** “Supporters of the Alumni Association” are all natural and legal persons not falling within the “Ordinary Alumni” classification, declared as such by the Governing Council for special economic, financial, organizational support, as well as for their outstanding accomplishments.

### **ART. 3 – SCOPE OF ACTIVITIES**

**3.1** The Association may carry out its activities both in Italy and abroad.

**3.2** The Association may join, affiliate or consort with any public or private, local, national, or international body, as well as collaborate with bodies, movements, or associations - including those of other Universities - for the achievement of its purposes.

### **ART. 4 – DURATION**

**4.1** The Association is established for an indefinite time.

### **ART. 5 – MEMBERS**

**5.1** Members of the Association are divided into the following categories: Founding Member, Supporting Founding Member, Ordinary Alumni Members, Honorary Alumni Members:

- a) The Founding Member is the University of Padova;
- b) The Supporting Founding Member is the Association of Friends of the University of Padova;

- c) Ordinary Alumni Members are all ordinary Alumni whose application has been approved by the Governing Council, and who pay an annual membership fee in the manner, time and amount determined by the Governing Council;
- d) Honorary Alumni Members are all honorary Alumni whose application has been approved by the Governing Council, and who pay an annual membership fee in the manner, time and amount determined by the Governing Council;

**5.2** All ordinary and honorary Alumni Members in good standing with the payment of the annual membership fee shall have equal rights and duties, may elect, and be elected to the offices of the Association as well as may participate in the meetings of the Association with the right to vote. Both the Founding Member and the Supporting Founding Member participate with voting rights (one vote each) in the Assembly.

**5.3** The Governing Council sets the membership fees annually. The amount of membership dues shall be announced by e-mail and/or publication on the Association's website. When no communication occurs, already applied membership fees shall be deemed valid.

**5.4** Unless otherwise determined by the Governing Council, to be admitted as a Member, an application must be made by filling out the appropriate form; the form shall be submitted electronically, too.

**5.5** Membership in the Association is automatically renewed from year to year, with the payment of the annual membership fee for the following year, unless the Member withdraws or is excluded, or is in arrears as referred to in Section 5.6. Withdrawal by a Member shall be communicated in writing to the Governing Council at any time; the withdrawal will, however, become effective from the end of the current year only if it has been notified at least 6 months prior to the end of the calendar year.

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**5.6** Membership is not transferable, and is lost:

- a) when false statements are provided when submitting the application for admission;
- b) for delinquency in the payment of the annual membership fee;
- c) for withdrawal, to be communicated in writing to the Governing Council at least 6 months before the end of the calendar year. Resignation will become effective at the end of the current year;
- d) as a result of conduct or activities detrimental to the Association, its bodies or individual Members, as well as for acts and behavior incompatible with the purposes of the Association.

The loss of the membership status is decided in an unquestionable manner by the Governing Council, by means of a decision stating the reasons. Membership is also lost through death of a natural person or dissolution of a legal entity.

Membership fees paid by Members are not refundable or transferable.

## **ART. 6 – ASSOCIATION BODIES AND STRUCTURE**

**6.1** The Association bodies are the following:

- a) the General Assembly;
- b) the President;
- c) the Past President;
- d) the Vice President;
- e) the Governing Council;
- f) the Executive Committee;
- g) the Audit Board;
- h) the Board of Arbitrators.

**6.2** The roles are not remunerated.

### **ART. 7 - GENERAL ASSEMBLY**

**7.1** The General Assembly is composed of all Ordinary Alumni and Honorary Alumni Members registered with the Association and in good standing with the payment of membership fees, as well as the Founding Member and the Supporting Founding Member.

**7.2** Each Member is entitled to one vote. A maximum of three proxies may be conferred per Member; proxies, conferred in writing including by electronic mail, may not be conferred on members of the Governing Council, and may not be conferred without specifying the name of the proxy.

**7.3** The duly constituted Assembly represents all Members and its resolutions, taken in accordance with the Law and these Bylaws; such resolutions are binding on all Members, even if absent or dissenting. The Assembly is called on the President's initiative. The call shall state the date, place and time of the meeting, the agenda of the meeting, and shall be made by notice sent to all Members, by any suitable means, at least fifteen days before the meeting. The notice may provide for a second call, even on the same day as the first one, provided that at least one hour is allowed between the two. The Assembly, even in the absence of a formal call, is considered regularly convened when all the Members attend it.

The Assembly is chaired by the President, or in case of their absence or impediment, by the Senior Vice President, or in case of their absence or impediment, by the other Vice President. It shall be the duty of the President to ascertain that the Assembly is duly convened, including ascertaining the identity and legitimacy of those present, to direct and regulate the conduct of the meeting, and to ascertain and disclose the results of voting.

Minutes of the meetings of the Assembly shall be taken by the Secretary, if appointed, or by a member of the Assembly chosen by the President in charge of the minutes. Each minute shall be signed by both the President and the Secretary taking the minutes and collected in a special Minute Book. The minutes shall include the date of the meeting and the identity of the participants, which shall be reported in an attached file. It shall also indicate the manner and result of voting and allow, by means of an attached file, the identification of Members who voted, who did not and who dissented. The minutes shall summarize, at the request of the Members, their statements relating to the agenda.

The Meeting may also be held in more than one location, audio- and video-connected, under the following conditions, which must be noted in the relevant minutes:

- I. the Chairman and the person taking the minutes shall be present in the same place, and will be responsible for the drafting and signing of the minutes;
- II. the Chairman of the Assembly shall ascertain the identity and legitimacy of the attendees, conduct the meeting, and verify and disclose the results of voting;
- III. attendees shall be allowed to participate in the discussion and vote simultaneously on the items on the agenda, as well as gain access to, receive or transmit documents whenever gaining access to, receiving or transmitting documents is necessary for the decision to be made;
- IV. the notice of the meeting shall include the audio- and video-connected locations where attendees will meet, the meeting being deemed to have been held in the place where the Chairman and the person taking the minutes are present. An attendance sheet shall be prepared in all audio- and video-connected locations where the meetings are held.
- V. elections held by the Assembly may also take place online.

**7.4** The Assembly may be ordinary or extraordinary. The Ordinary Assembly is convened by the President at least once a year within six months after the end of the fiscal year. The Extraordinary Meeting may be convened at any time at the reasoned request of a majority of the Governing Council or at the reasoned request of at least 1/5 of the Members by means of a formal written request.

**7.5** The Ordinary Assembly:

- I. approves the final budget, of which appropriate publicity will be given;
- II. elects 50% of the members of the Governing Council, excluding ex officio members;
- III. appoints the Audit Board and the Board of Arbitrators;
- IV. deliberates on matters that the Governing Council deems appropriate to submit to it.
- V. approves the social budget, drawn up in the cases and under the conditions provided for in art. 14 of Legislative Decree 117/2017.

The Ordinary Assembly is validly constituted in first convocation with the presence of at least 1/4 of the Members entitled to vote, and in second convocation irrespective of the number of Members entitled to vote. In both cases it deliberates with the favorable vote of the majority of those present.

**7.6** The Extraordinary Assembly:

- I. approves amendments to the Memorandum of association and the Bylaws;
- II. approves the dissolution of the Association and the devolution of its assets.

The Extraordinary Assembly to put forward amendments to the Memorandum of Association and Bylaws shall be duly constituted in first convocation with the presence of at least 1/2 (one-half) of the Members entitled to vote, and in second convocation irrespective of the number of Members present; in both cases, the Extraordinary Assembly shall deliberate the amendments to the Memorandum of Association and Bylaws with the favorable vote of the majority of those present and having acquired the prior favorable opinion of the Board of Directors of the University of Padua, on penalty of nullity of the resolution. The Extraordinary Assembly shall also acquire the opinion of the Association of Friends of the University of Padua.

The Extraordinary Assembly for the dissolution of the Association and the devolution of the assets is validly constituted in first convocation with the presence of at least 1/2 of the Members entitled to vote and in second convocation with the presence of at least 1/4 of the Members entitled to vote; in both cases it resolves the dissolution of the Association and the devolution of the assets with the favorable vote of 3/4 of those present and having acquired the prior favorable opinion of the Board of Directors of the University of Padova, on penalty of nullity of the resolution.

## **ART. 8 – PRESIDENT**

**8.1** The President of the Association, who is also the Chairman of the Governing Council in accordance with these Bylaws, has the legal representation of the Association vis-à-vis third parties and in court, both nationally and internationally. The President is responsible for promoting and coordinating the activities of the Association, ensuring that it functions in full cooperation with its other bodies.

**8.2** The President, Alumnus or Alumna of the University of Padova, is appointed by the Governing Council of the University of Padova upon proposal of the Rector, after obtaining the opinion of the Board of Directors, and may be appointed in that capacity for no more than two consecutive terms.

**8.3** Every year by June 30, the President shall submit to the Assembly a report on the progress of the Association; the report shall be previously approved by the Governing Council.

**8.4** In case of resignation, expiration of the term of office, or final impediment of the President, the Senior Vice President or, in case of their final impediment, the other Vice President, takes their place until a new appointment by the Board of Directors of the University of Padova is made.

**8.5** In case of urgency, the President may perform any act necessary for the protection of the interests of the Association, with subsequent ratification by the Governing Council.

## **ART. 9 – PAST PRESIDENT**

**9.1** The Past President, that is, the outgoing President of the Association, is an ex officio member of the Governing Council and has the function of providing continuity to the work of the governing body. They remain in office until the next Past President is appointed.

## **ART. 10 – VICE PRESIDENTS**

**10.1** The President appoints two Vice Presidents from among the members of the Governing Council; they are responsible for replacing the President in case of absence or impediment, as well as for performing delegated tasks.



**10.2** The Vice Presidents shall hold office until the date of expiration of the term of office of the President who designated them, and shall be eligible for re-election in that capacity for one consecutive term.

**10.3** In the event of the resignation or final inability of the Vice Presidents, the President shall propose a successor according to the procedures set forth in art. 10.1.

## **ARTICLE 11 – GOVERNING COUNCIL**

**11.1** The Governing Council performs the functions of directing the activities of the Association, indicates the guidelines of the annual program and monitors its implementation.

**11.2** The Governing Council consists of 12 members in addition to the ex officio members who are the Rector of the University of Padova, the President of the Association of Friends of the University of Padova, the President of the Alumni Association, and the Past President of the Alumni Association. The formation of the Governing Council shall be guided by principles of representativeness, gender balance, study, and profession.

**11.3** Candidates for the office of board members who are not ex officio members of the Governing Council shall be indicated in the official list of nominations prepared by a Committee formed for this purpose and coordinated by the President of the Alumni Association.

In preparing the official list of nominations the Commission shall:

- a) collect the nominations through a special call for nominations open to all regular and honorary Alumni of the Association;
- b) identify any additional nominees deemed suitable for the role of advisors;
- c) incorporate additional nominations that come from the collection of a specified number of signatures of ordinary and honorary Alumni of the Association.

**11.4** Of the 12 non-executive members of the Governing Council:

- 6 councilors are elected by the Assembly formed by the Members of the Association from the official List of nominations;
- 6 councilors are appointed by the Board of Directors of the University of Padova, after obtaining the opinion of the Governing Council of the Association of Friends of the University of Padova; at least 3 of them shall be councilors selected from the official List of nominations referred to in art. 11.3.

**11.5** Please refer to the Election Regulations decided on by the Governing Council by a two-thirds majority, after obtaining the favorable opinion of the Board of Directors of the University of Padova, for the determination of the following:

- a) the modalities of the composition of the Commission;
- b) the modalities of the procedures for the preparation of the official List of nominations;
- c) the maximum number of names indicated in the official List of nominations;

- d) the minimum number of signatures to be collected from ordinary and honorary Alumni required for the submission of nominations according to art. 11.3 c) of these Bylaws.
- e) any other aspect of operation for the purpose of implementing this article.

**11.6** The Governing Council serves for a three-year term and its members are eligible for re-election for no more than two consecutive terms.

**11.7** The Governing Council meets when called by the President or at the request of at least 1/4 (one-fourth) of the Council members. Convocation shall be made by notice sent to all Council members, by any suitable means, at least five days before the meeting. Meetings are chaired by the President of the Association or in their absence by one of the two Vice Presidents. A Secretary, who may also be a non-Member, may be appointed to take the minutes of the meeting.

**11.8** The Governing Council is validly constituted with the presence of at least half of the Council members. Meetings of the Governing Council and its deliberations are valid, even without formal convocation, when all Council members in office are present. The President may allow attendance at the meeting and the exercise of voting rights through means of communication, including remotely. In particular, meetings of the Governing Council may also be held with those attending located in several locations, whether contiguous or distant, audio-video or even only audio-connected, provided that the collegial method and the principles of good faith and equal treatment of its directors are respected. In that case, it is necessary that:

- a) the President and the person taking the minutes are present in the same place, ensuring that the minutes are taken and signed;
- b) the President is allowed to unequivocally ascertain the identity and legitimacy of the attendees, conduct the meeting, and ascertain and disclose the results of voting;
- c) attendees are allowed to exchange documentation and participate in real time in the discussion and vote simultaneously on the items on the agenda.

Meetings may be attended by the Executive Director if appointed within the Association, and by the Vice-Rector or the Rector's Delegate responsible for the relations with the Alumni Association if appointed. The President may invite any other interested parties to attend the meetings of the Governing Council, with the right to speak, depending on the subject under discussion.

Decisions are made by a simple majority vote of the members present. In case of a tie, the President's vote prevails.

**11.9** The Governing Council is vested with all powers of ordinary and extraordinary administration of the Association.

In particular, the Governing Council:

- a) implements the resolutions of the Assembly;
- b) promotes initiatives related to the purposes of the Association;
- c) ratifies applications for membership of new Alumni and/or Members and decides on the loss of membership status;
- d) prepares the final budget to be submitted to the Assembly for approval;

- e) decides on the amount of annual membership fees according to the type of Members. The Founding Member and Supporting Founding Member may be exempted by the Governing Council from the payment of the annual membership fee, or they may have it recognized by the Governing Council that the membership fee is considered paid through the provision of resources and/or services;
- f) takes care of the organization, management and administration of the Association, and issues directives on the ways the Association functions;
- g) decides on the expenses necessary for the functioning of the Association;
- h) decides on the hiring of personnel;
- i) establishes and abolishes any committees and/or working groups, whether for a fixed or indefinite term, appointing their members and fixing their emoluments (if any);
- l) establishes the Executive Committee;
- m) proposes to the Assembly, by a majority vote of its members, the amendment of the Bylaws and the Memorandum of Association, as well as the liquidation of the Association;
- n) decides by a two-thirds majority on the Electoral Regulations, subject to the favorable opinion of the Board of Directors of the University of Padua;
- o) prepares the social budget, drafted in the cases and in the manner provided for in art. 14 of Legislative Decree 117/2017.

**11.10** The Governing Council may propose, even if not from among the Alumni, an Executive Director and a Treasurer, in order to give implementation and operational realization to the guidelines of the annual program, and coordination of the operational units necessary for the support and development of the Association's activities; the positions of Executive Director and Treasurer may be carried out by the same person. The Executive Director and Treasurer may attend meetings of the Governing Council, without the right to vote.

## **ART. 12 – EXECUTIVE COMMITTEE**

**12.1** When established, the Executive Committee is entrusted with the implementation of the resolutions of the Governing Council, the function of making proposals, and the exercise of powers delegated by the Council. The Committee is composed of up to 9 members. Powers relating to the budget and internal organizational articulation cannot be delegated. Decisions adopted shall be brought to the attention of the Governing Council at its first subsequent meeting. The Executive Committee shall be chaired by the President of the Association, or the Vice President acting on their behalf; its ex officio members shall be the Pro-Rector/Dean's Delegate for the Alumni Association (if any) and the Executive Director when appointed. The President may allow attendance at meetings of the Executive Committee and the exercise of voting rights through means of communication, including remotely, as provided for the meetings of the Governing Council. Decisions are made by a simple majority vote of the members present. In case of a tie, the President's vote prevails.

## **ART. – AUDITING BODY AND ARBITRATORS**

**13.1** The Ordinary Assembly appoints, on the proposal of the outgoing Governing Council, an Auditor, or a Board of Auditors, also from among non-members, chosen from those registered with the Registry of Statutory Auditors. If a Board of Auditors is appointed, this shall consist of three full members, including a President. Shall an Auditor or a Board of Auditors be appointed, one or two substitutes shall be designated, respectively.

**13.2** The Audit Board shall hold office for three years.

**13.3** The Audit Board, as provided for in art. 30 of Legislative Decree 117/2017, has the task of supervising the economic and financial management of the Association, and must accompany the final statements and annual expenditure forecasts with its own report to the General Assembly, stating its view.

In particular, pursuant to art. 30 of Legislative Decree 117/2017, the Audit Board:

- oversees compliance with the law, the Bylaws and with the principles of proper administration;
- supervises the adequacy of the organizational, administrative and accounting structure and its actual functioning;
- performs tasks of monitoring compliance with civic, solidarity and social benefit purposes;
- certifies that the social budget has been prepared in accordance with the guidelines set out in art. 14 of Legislative Decree 117/2017. The social budget shall reflect the outcomes of the monitoring carried out;
- exercises accounting control pursuant to art. 30, paragraph 6, of Legislative Decree 117/2017;
- may also carry out, upon exceeding the limits set forth in art.31, paragraph 1, of Legislative Decree 117/2017, the statutory audit.

**13.4** The Board of Arbitrators is an optional body. It consists of three full members and two substitutes and is elected by the Ordinary Assembly from among the Members who do not hold office and who do not hold positions within the Association; the Board holds office for three years and may be re-elected once. The Board of Arbitrators has the task of settling disputes arising between Members and/or Alumni and the Association, including those relating to the interpretation or application of these Bylaws. In matters concerning members, the Board of Arbitrators intervenes when the work of the President has failed to settle the dispute. In particular, the Board of Arbitrators shall rule, within 60 days after the appeal is filed, with a final decision, on appeals filed by members regarding pronouncements of unworthiness issued by the Governing Council.

## **ART. 14 – INTERNAL REGULATIONS**

**14.1** Particular rules of operation of the Association may be arranged by means of Internal Regulations to be drawn up by the Governing Council.

## **ART. 15 – ASSETS AND ORDINARY MANAGEMENT**

**15.1** The fiscal year of the Association lasts twelve months and coincides with the calendar year.

**15.2** The Assets of the Association consist of:

- the initial guarantee fund/endowment fund, if established;
- any contribution that the University of Padova may pay to the Association at the time of its establishment;
- any contribution that the Association of Friends of the University of Padova may pay to the Association at the time of its establishment;
- donations and bequests from associations, entities, companies, individuals and legal entities interested in providing economic support to the Association;
- any movable and immovable property owned by the Association;
- any reserve fund in case the Association acquires legal recognition;
- any operating surpluses and other revenues not expressly directed to increase assets.

The Association's revenues consist of, by way of example and by no way of limitation:

- the membership fees of the Members, if identified;
- voluntary contributions, donations or bequests made by Members;
- registration fees paid by participants in initiatives and events organized by the Association;
- contributions, donations or bequests from associations, entities, companies, individuals and legal entities interested in providing economic support to the Association;
- contributions and fundings allocated with specific destination by Public or Private Entities;
- income deriving from assets;
- any other revenues not expressly earmarked to achieve an increase in assets as allowed under Legislative Decree 117/2017.

The management of the Association's Assets shall be aimed at achieving the social purpose, in accordance with the provisions of these Bylaws.

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**15.3** Being the only Alumni Association supported by the University of Padova, the Alumni Association of the University of Padova recognizes the importance of operational integration with the University itself and, to this end, will make use mainly of the University facilities for its activities. The University of Padova, in turn, will endeavor to create the necessary operational conditions to achieve the aforementioned operational integration.

## **ART. 16 – DISSOLUTION AND LIQUIDATION**

**16.1** The Extraordinary Assembly may resolve the dissolution of the Association according to the provisions of art. 7.6. The Assembly cannot divide the assets among the Alumni and/or Members but, after consulting any supervisory bodies prescribed by law, must allocate them to the University of Padova, unless otherwise required by law.

## **ART. 17 – TAX REGIME**

**17.1** The Association is to be non-profit making, whether directly or indirectly, and therefore qualifies as a non-commercial entity for the purpose of taxation.

#### **ART. 18 – TRANSITIONAL RULE**

**18.1** Pursuant to and for the purposes of Legislative Decree 117/2017, Code of the Third Sector, as part of its implementation procedure, these Bylaws may be amended by varying the articles as established by the relevant implementing decrees of the same Legislative Decree 117/2017.

**18.2** Until the year 2024, the official List of Nominations referred to in art. 11.3 shall be decided by the outgoing Governing Council, without prejudice to the transposition of the names of the Alumni and Members signatories.

#### **ART. 19 – FINAL RULE**

**19.1** For all matters not covered in these Bylaws, the rules established by the Civil Code and the relevant regulations in force as well as Legislative Decree 117/2017 shall apply.

Padua, 20 June 2019