

STATUTE of VENICE INTERNATIONAL UNIVERSITY

ART. 1

Establishment

1. A non-profit-making Association under private law called Venice International University (hereinafter referred to as VIU) has been 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 di Venezia, the Università IUAV di Venezia, the Province of Venice, Duke University (Durham, North Carolina), Ludwig Maximilians Universität of Munich (Bavaria, Germany), the Universitat Autònoma de Barcelona (Spain), the Fondazione di Venezia. The Association is governed by the rules hereof and by provisions of the laws currently in force.



ART. 2

Aim and instruments

1. The aim of VIU is to manage an international center of higher teaching and research, having its principal establishment on the Island of San Servolo in Venice. VIU pursues this aim mainly through the organization, management, planning, promotion and co-ordination of activities covering primary University training, post-graduate training, recurrent and permanent, and scientific research, carried out at its principal establishment and in any case within its scope.

2. Assistance for resolving problems connected with achieving the aim, as well as supplying functional services for the activity as specified in the paragraph hereinbefore, may be requested by V.I.U. from companies as per the fifth book, heading V and VI of the Italian Civil Code, in which V.I.U. has a holding or not.

ART. 3

Duration, organs, principal establishment

The Association shall have a duration of thirty years, which may be extended. The following are organs of the Association:

- a) the Assembly;
- b) the President;
- c) the Vice President;
- 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);

VIU shall have its principal establishment in the existing rooms, spaces and buildings located on the Island of San Servolo belonging to the Province of Venice and that the Province has assigned to VIU through formal documents.



ART. 4

New ordinary members

1. Other universities and research and higher teaching institutes, which are distinguished for their academic, scientific and cultural merits may join the Association as ordinary members, alongside the founding members, accepting all parts hereof. Public and private bodies fully committed in encouraging and promoting research, training and cultural activities, as well as in pursuing the aims of the Association, as stated in art. 1, heading 1, may also join the Association.

2. In order to be accepted, new memberships will require a favourable vote of the Assembly by at least two thirds of the Members.

3. Temporary participation in the Association and all and every limitation connected thereto is excluded.

ART. 5

Finances and assets

1. The following form part of the Association's assets, with limitation of destination to achievement of the aims thereof:

- 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, also indirectly, profits or operating surplus as well as funds, reserves or capital during the life of the Association, unless the destination is enforced by law.

4. Membership fees are due for the whole of the current solar year, regardless of the moment of admission of new members.

5. 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. The Association shares or contributions are not transferable or revaluable.

6. VIU may also provide for the running of its activities through conventions with private persons and/or public bodies and institutions. Similar conventions, for financing the activities delegated to it, can be set up by service providers as stated in art. 2, comma 2; VIU can adhere to these conventions.



ART. 6

Membership fees

1. The fees as stated in point 1. c), d) of art. 5 are established by the Assembly with two-thirds majority of the votes expressed. They may be of a different amount for single members or categories of members.

2. For the Province of Venice the contributions consist of the gratuitous loan for use of the appointed rooms on the island of San Servolo as principal establishment of VIU, for thirty years renewable, exclusively for reaching the aims specified in the articles of the association, according to the conditions and criteria specified in the gratuitous loan contract.

This gratuitous loan is in substitution of the payment of the annual association fee for the entire duration of the loan contract itself, as long as the Province of Venice is a member. Nothing will be owed to the Province of Venice in the event that the Province leaves the Association.

3. The value of the contributions of the Province of Venice is calculated from the market rental value of the rooms, with three-yearly update according to effective grants and to Istat (Central Statistics Institute) variations that have taken place.

4. Failure to use the rooms to reach the aims specified in the articles of association or use for other purposes leads to cancellation of the agreement of gratuitous loan. Partial use of the rooms may lead to an amendment of the relative agreement, with proportional reduction in the rooms given in use and restitution to the Province of Venice.

ART. 7

The Assembly

1. One representative for each member, whether founder or ordinary, attends the Assembly of the Association.

2. The Assembly elects the President of the Association outside its own members, choosing him/her from among highly eminent persons. The President remains in office for three years. The Vice President, with the function of substitute, is elected by the Assembly. The Vice President remains in office for three years.

3. The Assembly must be called by and no later than May 31st each year to approve the financial statements for the previous associative financial year and to renew any associative positions that have already lapsed.

4. For the Assembly resolutions to be considered valid, at least half plus one of the members must be present. The Assembly is valid even if held by means of teleconference or videoconference, 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.

5. The Assembly motions are passed, where a different majority is not provided for, by simple majority of those present.

For amendments to articles of the statute or for the dissolution of the Association, the Assembly decides with a favourable vote by at least two thirds of the Members.

6. The Assembly is convened at least once a year by and no later than May 31st. It is also convened when the President deems it necessary or upon request by the Board of Directors or on request made to the President by at least one third of the founding or ordinary 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, and must contain the



procedures and the agenda; the convocation can be sent by registered post, express courier or by any other means suitable for informing the Members with proof of reception.

8. The function of member of the meeting is without payment.

9. Voting is allowed by proxy to be granted in writing to another member; the holding of several proxies is debarred and each representative/procurator may therefore be the holder of one proxy only.

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

11. The meeting of the Assembly must be shown by relative minutes drawn up by a Secretary chosen in case of need, by whosoever is chairing the Assembly, from among those present. The notifications, minutes, resolutions, balance sheets and any statements shall be transmitted to the representatives of the members.

12. The function of Secretary may be carried out, wherever necessary, by a Notary Public.

13. The decisions taken in conformity with the articles of association are binding for all members even if absent, dissentient or having abstained from voting.

14. The Assembly votes on:

- a) the balance sheets and on the Directors' reports thereto;
- 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;
- e) the election of the members of the Academic Council, elected for a three year term of office;
- f) the election of the Dean of the Association, elected for a three year term of office;
- g) the amount of the membership fees;
- h) the Association directives of a general nature;
- i) the dissolution of the Association;
- l) amendments to the articles of association;
- m) any other matter submitted for its approval by the Board of Directors;
- n) the appointment of the Board of Auditors as stated in art. 12.

15. The Assembly is validly formed, even without the formalities of 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 apprised.

ART. 8

The Board of Directors

1. The Board of Directors consists of the President, the Vice President, the Dean of the Association and of between five and twenty directors appointed by the Assembly, not necessarily chosen from among its own members, for a three-year of office, all with the same expiry date coinciding with the approval of the Balance Sheet for the previous year. 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 expiry of the mandate of the Directors elected previously.



2. The Board of Directors is chaired by the President of the Association or, should he be absent or unavoidably detained, by the Vice President. Should both be absent or unavoidably detained, it is chaired by the director who has held office the longest or, failing that, the oldest in terms of age.

3. The Auditors, or the Single Auditor as mentioned in article 12 of the Statute, take part in Board meetings.

4. The Board of Directors prepares the budget by and no later than December and submits the balance sheet to the Assembly, prepared by and no later than April 30th to the Assembly, with accompanying report, consigning a copy to the Board of Auditors and arranging for the filing thereof at the Association's principal establishment.

5. It may delegate to the President, to the Vice President, to the Dean or to a director certain powers and spending allowances within prefixed limits.

In particular, the Dean may receive the following powers, with certain limitations of expenditure:

- 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 power to exercise the powers delegated, to revoke them at any time and to reassign them.

6. The Board of Directors votes on 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 matters which are



the exclusive competence of the Dean and the Academic Council, as specified in art. 10 and 11 hereinafter.

It votes on every action of a patrimonial and financial nature also exceeding the ordinary administration. It periodically proceeds to check that the requisites of admission of every member persist, if necessary taking appropriate measures. It votes on the support and participation, instrumental to achieving the Association's aims, of the Association to public and private bodies and institutions, appointing its representatives.

7. 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 on request by at least three members.

8. 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 registered letter, by express courier or any other adequate means of informing the Directors and with proof of reception.

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

The meetings of the Board of Directors are valid even when held via teleconference or videoconference, 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.

10. The Board meetings are considered valid whenever, despite lack of 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.

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

The Secretary General may be selected from among the members of the Board of Directors or may be an external appointment, in case of appointment of a Director as Secretary General the Director must resign being the two appointments 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, 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. 9 hereof, from whom he shall receive instructions for performing his tasks. The Secretary General shall take part in the meetings of the Board of Directors, the Assemblies and, on invitation, the meetings of the Association's other bodies. He shall draw up the minutes of the meetings of the Board of Directors and shall execute their resolutions, for which he shall hold representative powers.

The Secretary General may receive from the Board of Directors mandates to carry out special functions, in relation to which he shall have representative powers.

If appointed, the Vice Secretary General shall substitute the Secretary General when necessary.



ART. 9

The President

1. The President legally represents 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 Vice President, the Dean or a member of the Board (failing this, a member of the Assembly) for this purpose, together with his other powers provided for herein or conferred to him by the Board of Directors. He carries out the functions provided for herein.

2. Failing the President or when he is prevented from fulfilling his functions, these are carried out by the Vice President.

3. The President must:

I) supervise the strategic guidelines of the Association and the relevant plans. The President must supervise the association affairs and verify the correct implementation of the guidelines and the deliberations of the governing bodies;

II) oversee the financial, political and institutional relations of the Association, on a national and an international basis, and the possible resulting agreements;

III) supervise the institutional communication of the Association and the relations with the media.

ART. 10

The Academic Council

1. The Academic Council consists of one member for each University or University Institute member of the Association elected by the Assembly for a period of three years upon proposal by the same Universities or University Institutes. At least two thirds of the members of the Academic Council shall be tenured University professors. The remaining members can be appointed among persons with a recognized professionalism and experience in matters inherent to the Academic Council.

2. The tasks of the Academic Council include:

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

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

c) an opinion on the setting up of research and post-graduate teaching centers or programs (as stated in art. 14).

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

ART. 11

The Dean

The Assembly elects, not necessarily from among its members, a Dean. The Dean shall be a tenured professor.

Along with the powers conferred by the Board of Directors, the coordination and planning of the teaching and research activities carried out by the Association and the Presidentship of the actual Academic Council fall to the Dean as well as all the activities connected with implementation of the resolutions thereof.



ART. 12

Board of Auditors

The Assembly may assign the function of control to a Single Auditor or a Board of Auditors consisting of three statutory auditors and two substitutes. The Single Auditor, or alternatively the President of the Board of Auditors, the members and the substitutes are appointed by the Assembly. The Single Auditor, or alternatively the Board of Auditors holds office for three years.

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 every time it deems it necessary. Any auditor who, without reasons of objective impediment, does not take part during an associative year in two consecutive meetings of the Board of Auditors or three consecutive meetings of the Board of Directors or three Assemblies, forfeits his/her office.

The verifications carried out by the Single Auditor or by the Board of Auditors and the relative statements shall be shown by the minutes thereof.

The Single Auditor or the Board of Auditors shall prepare by and no later than April 15th its report to the balance sheet, filing a copy thereof at the Association's principal establishment.

ART. 13

Rights and duties of the associated members

1. The Association members shall have the exclusive use of offices and a small hall 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. The universities and associated University, Research and Teaching Institutes undertake to carry out at VIU a study program open both to its own students and to those of the other participating universities, 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.

3. The Province of Venice may use the communal spaces for training and study activities in compatibility with the programs approved by the Board of Directors.

ART. 14

Post-graduate training and research centers and programs

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

ART. 15

Official language of the Association

1. The official language of the Association is English. It is used by all the organs in meetings and in official documents, except in acts for which Italian is provided for by law; in this event a translation shall be made in English.
2. Lessons given at VIU are held in English. Exceptions are only made in the case of language and literature lessons other than English and if a given class contains students all with one mother tongue, other than English.



ART. 16

Loss of right and right of withdrawal

1. The Assembly may declare the loss of right of the members whenever the requisites of admission cease or due to prolonged non-fulfilment of the obligations to pay the annual Association fees or the other obligations deriving there from.
2. Each member may withdraw from the Association, informing the others in writing thereof with notice of at least 24 months.
3. Any member wishing to pull out of the Association for whatever reason must in any case pay the full annual fees for the current year and the two consecutive years.

ART. 17

Extinction and dissolution

1. The Association is extinguished by right whenever it does not carry out any activity for two consecutive years.
2. In the event of dissolution of the Association, for any reason whatsoever, its assets shall be compulsorily assigned to another association with similar aims or for the purpose of public utility, having heard the watchdog body pursuant to section 3, paragraph 190 of Italian law No. 662 of December 23, 1996, except for other destination enforced by law.

ART. 18

Internal regulations

Special rules of operation and execution hereof may be provided for, if necessary, with internal regulations to be drawn up by the Board of Directors and to be submitted to the vote of the Assembly.

ART. 19

Financial years of the Association

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

ART. 20

Dissolution and winding up

Should the Assembly decide the dissolution of the Association, it shall appoint one or more receivers, determining the powers thereof, always in compliance with what is established in article 17, second paragraph.

ART. 21

Transitory Clause

The changes to the present Statute will come into effect according to the law. To this effect, and from that moment, following the approval by the Assembly

of November 9, 2013, the Dean in office is to be considered a full member of the Board of Directors, according to Article 8 of this Statute, for the same duration as all the other members of the Board of Directors.

The President and Vice President who are in office at the time of these changes, will end their term in office at the same time as all the other members of the Board of Directors.

