

# STATUTE

*Rome, 30 October 2014*

**Article 1**

**Aims**

The Istituto Affari Internazionali (IAI) is a non-profit organization which promotes the understanding of international politics through research, training, conferences and publications. It aims to contribute to the promotion of European integration and to increase the prospects for all countries to move towards some form of supranational organization and to pursue democratic freedoms, economic development and social equity.

**Article 2**

**Premises**

The head office of the Institute is located at via Angelo Brunetti 9, Rome.  
Branch offices may be established in Italy or abroad.

**Article 3**

**Members**

Individual membership in the Institute is open to Italian or foreign citizens.  
Corporate membership is open to Italian or foreign companies, associations or institutes.  
The Board of Directors may nominate individual Italian or foreign citizens, whether or not they are members of the institute, for honorary membership for a renewable three-year term.  
Each corporate member will designate a representative, who may not be replaced without prior notice to the Board of Directors.  
Members are committed to collaborating with the Institute in pursuing its objectives in accordance with the guidelines set out by the organs of the Institute. They are entitled to all services and activities offered by the Institute.  
Members are required to pay annual dues as established by the General Assembly.  
Honorary members are exempt from payment of dues.  
Honorary members are not eligible to vote.  
The Board of Directors determines the services and activities of the Institute to which honorary members are entitled.

**Article 4**

**Membership**

Nominations for membership are made by the Board of Directors; nominations of individuals are subject to approval by the Assembly of Individual Members; nominations for corporate membership are subject to approval by the Assembly of Corporate Members.  
Nominations for honorary membership are subject to approval by the Assembly of Individual Members.  
Member status is lost under the following circumstances: death, resignation, dues in arrears for more than two years, other circumstances as set out under Article 6.

**Article 5 Bodies and Posts within the Institute**

The Institute comprises the following bodies and posts:

- General Assembly and Special Assemblies;
- President;
- Director;
- Board of Directors;
- Executive Committee;
- Board of Trustees
- Board of Auditors.

**Article 6 The General Assembly**

The General Assembly comprises those individual members and delegates of corporate members who have paid their annual dues.

Meetings of the General Assembly are convened by the President or by the Board of Directors at least twice a year, or at the request of at least one sixth of the members.

Notice of meetings must be sent by ordinary mail or, alternatively, via e-mail, at least 20 days in advance. The General Assembly is chaired by the President of the Institute.

The General Assembly:

- elects by absolute majority of voters, on the proposal of the Board of Director, the members and the President of the Institute's Board of Trustees;
- elected by absolute majority on the proposal of the Board of Directors, the President and the Director of the Institute
- elects by qualified majority, three auditors and two acting auditors from among suitably qualified persons
- revokes membership by two-thirds majority, at the recommendation of the Board of Directors for grave and just cause.

The General Assembly establishes the remuneration of the Auditors as recommended by the Board of Directors.

The General Assembly discusses the activities of the Institute, approves the proposed budget and year-end financial statement submitted by the Board of Directors, establishes membership fees, approves the annual report and the outline of the research programme submitted by the Board of Directors.

With the exception of those cases requiring a qualified majority vote, the General Assembly votes by simple majority.

Members of the General Assembly may vote by correspondence.

Members of the General Assembly may vote by proxy designated in writing.

Members voting by proxy and by correspondence are deemed present for the purposes of the quorum set for the General Assembly as stipulated under Article 21 of the Civil Code.

## **Article 7**

### **Special Assemblies**

The Special Assemblies are:

- The Assembly of Individual Members;
- The Assembly of Corporate Members.

The Special Assemblies are convened by the President or the Board of Directors. Notices are sent by ordinary mail or, alternatively, via e-mail, at least 20 days in advance.

The Special Assemblies are chaired by the President of the Institute.

The Assembly of Individual Members:

- approves by two-thirds majority, nominations put forth by the Board of Directors for membership of Italian and foreign citizens;
- elects, by qualified majority, 17 of its members to the Board of Directors.

The Assembly of Corporate Members:

- approves, by two-thirds majority, nominations put forth by the Board of Directors for membership of Italian or foreign companies, associations or institutes;
- elects, by qualified majority, 10 of its members to the Board of Directors.

Voting in both Special Assemblies may be by correspondence.

Members may be represented in the Special Assembly by another member acting as a proxy with written authorization.

Members voting by proxy and by correspondence are deemed present for the purposes of the quorum set for each of the Special Assemblies as stipulated under Article 21 of the Civil Code.

## **Article 8**

### **The President**

The President is nominated by the Board of Directors and elected by the General Assembly.

The President ensures that the general activities of the Institute conform to the guidelines set out in the By-Laws.

The President furthers public relations, promotes the circulation of information about the activities and objectives of the Institute, maintains and promotes relations with funding agencies, financial organizations, public and private institutions, and members of the Institute in Italy and abroad.

The President presides over the Board of Directors.

The President presides over and may convene the General and Special Assemblies.

The President holds office for a three-year, renewable term.

In the absence of the President or if he/she is not able to fulfill the responsibilities of office, the duties of the President will be assumed by the Deputy Vice President.

## **Article 9**

### **The Director**

The Director is nominated by the Board of Directors and elected by the General Assembly.

The Director presides over the Executive Committee.

The Director represents the Institute before third parties.

The Director ensures the management of the Institute by guiding, overseeing and coordinating its activities.

The Director is responsible for conducting all aspects of operation of the Institute; he/she may delegate powers to other individuals for one or more aspects of the operation; he/she oversees and is responsible for the development of all activities of the institute.

The Director may appoint a Secretary of the Institute, and delegate to him/her the management of the regular services and personnel of the Institute and other duties as necessary.

The Director administers the funds of the Institute, oversees the accounts, ensures consistency between the programme of activities, budget and year-end financial statements. He/she hires employees, appoints research fellows and establishes their remuneration.

The Director holds office for a three-year, renewable term.

In the absence of the Director or if he/she is not able to fulfill the responsibilities of office, the duties of the Director will be assumed by the Deputy Director.

## **Article 10**

### **The Board Of Directors**

The Board of Directors comprises at least 27 and not more than 40 members and is presided over by the President of the Institute.

The Special Assemblies elect 27 members to the Board of Directors according to the procedures set out in Article 7.

The Board of Directors may co-opt other members to a maximum of 40. Such decisions must be approved by a two-thirds majority of those taking part. Only members whose fees are fully paid up may be co-opted.

The Board of Directors meets at least twice annually, when convened by the President or at the request of the Director or at least one third of its members.

At meetings of the Board of Directors, members may not be represented by delegates.

The Board of Directors:

- discusses and approves the activities and programmes set out by the Institute and follows their progress;
- submits proposals regarding the programmes of activities of the Institute

to the General Assembly;

- elects from among the Institute's members the ten members of the Executive Committee, of whom at least seven from among its own members;
- elects from among its members, on the Chairman's proposal, up to three Vice-Presidents, one of whom with vicarious functions
- elects from among its members the Deputy Director of the Institute, proposed by the Director
- submits to their respective Special Assemblies nominations of the new individual and corporate members of the Institute;
- recommends to the General Assembly that membership be revoked;
- examines the budget and year end financial statement and the accompanying reports submitted by the Director and Treasurer;
- submits the budget and year end financial statement and accompanying reports, together with its own comments, for approval by the General Assembly;
- establishes criteria for the selection and re-election of the President, the Director of the Institute and the President and members of the Board of Trustees, and submits their nomination to the General Assembly;
- recommends the remuneration of the Board of Auditors to the Assembly General.

Nominations for membership in the Institute are approved by a two-thirds majority vote in the Board of Directors.

In all other instances, voting in the Board of Directors is by the majority of those present.

If the Board is equally divided, the President of the meeting casts the deciding vote.

Vice-Presidents, Deputy Director, Treasurer and members of the Board of Trustees take part in the meetings of the Board of Directors.

The heads of research projects, work and study groups, and scientific advisors may be asked to participate in the meetings of the Board of Directors.

Members of the Board of Directors are elected for a three-year, renewable term.

Should one or more members elected under the terms of Article 7 give up office during the term, the Board of Directors will provide for a substitute. Such decisions must be approved by a two-thirds majority of those taking part. Only members whose fees are fully paid up may be co-opted. Members co-opted in this way will hold office until the next meeting of the Assembly, which will carry out elections.

## **Article 11**

### **The Executive Committee**

The Executive Committee comprises the Director, who presides over the Committee, and ten members elected from the Board of Directors in

accordance with Paragraph 10.

The Executive Committee performs specific functions in the planning and inspection of the administration and management of the Institute.

In carrying out the functions referred to above, the Executive Committee:

- implements research programmes approved by the General Assembly;
- develops proposals and initiatives to be submitted to the Board of Directors;
- oversees and coordinates all programmes of activities of the Institute;
- decides on the composition of Study Groups for individual projects;
- appoints the Treasurer from among the members of the Institute,
- approves the organizational chart of the staff of the Institute submitted by the Director;
- establishes, as proposed by the Director, the remuneration for those offices provided under the By-Laws which do not fall within the competencies of the Assembly;
- approves, for urgent matters, extraordinary expenses, provided they are covered by *ad hoc* resources.

Meetings of the Executive Committee are convened by the Director.

The members of the Executive Committee hold office for a three-year renewable term.

Should one or more members give up office during the three-year term, a substitute will be co-opted from the Board of Directors by the Committee. Such decisions must be approved by a two-thirds majority of those taking part.

Substitutes so co-opted will hold office until the next meeting of the Board of Directors.

## **Article 12**

### **The Treasurer**

The Treasurer assists the Director in preparing budgets, financial statements and the accompanying reports. Countersigned by the Director, these documents are submitted by the Treasurer to the appropriate organs of the Institute, together with the report of the Board of Auditors.

The Treasurer participates in the meetings of the Executive Committee and the Board of Directors, but is not eligible to vote unless he/she is a member.

The Treasurer holds office for a three-year renewable term.

## **Articolo 13**

### **The Board of Trustees**

The Board of Trustees safeguards the Institute's cultural and institutional autonomy in conformity with Art. 1 of the Statute. It is composed of a minimum of six to a maximum of twelve members and is presided over by its President. It meets at least once a year as convened by the President. The Committee can provide the Institute's other organs with opinions and proposals.

**Article 14**

**The Board of Auditors**

The Board of Auditors comprises three members and two acting auditors elected by the General Assembly. Auditors must be suitably qualified.

The Board of Auditors elects a president from among its members.

The members of the Board of Auditors hold office for a three-year term and may be reappointed.

The Board of Auditors ensures that there are no irregularities in the financial management and accounting of the IAI.

The Board of Auditors prepares a report on the budget and a year-end financial statement.

The remuneration of the Board of Auditors is established by the General Assembly, on the recommendation of the Board of Directors.

**Article 15**

**Assets**

Assets of the Institute comprise:

- annual membership fees of individual and corporate members as established by the General Assembly;
- regular and special donations by individual and corporate members and third parties;
- other donations or bequests.

**Article 16**

**The Financial Year**

The financial year is from 1 January to 31 December.

The Director and Treasurer must prepare and submit the annual budget, subject to examination by the Board of Directors (Article 10), to the approval of the General Assembly by 31 October.

The Director and Treasurer prepare and submit the year-end financial statement, subject to examination by the Board of Directors (Article 10), to the approval of the General Assembly by 30 April of the following year.

Within 10 days of approval as indicated above, the budget, the year-end financial statement and the report of the Board of Auditors must be submitted to the Ministry of Foreign Affairs. Additional administrative documents must be submitted to said Ministry on request.

**Article 17**

**Terms of Office**

All offices established under the By-Laws are held for three-year renewable terms unless otherwise stipulated.

**Article 18**

**Modifications**

Modifications to the present By-Laws are established at the recommendation of

the Board of Directors by a two-thirds majority vote of at least one sixth of members present in the General Assembly.

**Article 19**

**Dissolution of the Institute**

The Institute is established for an indefinite period.

Should the Institute be dissolved, by resolution of the Assembly, one or more trustees will be appointed to liquidate the assets of the Institute and will be overseen by the Auditors.

Net assets will be used as recommended by the Assembly.

In the absence of resolutions by the Assembly, in accordance with Article 31 of the Civil Code, assets will be used for activities with objectives similar to those of the Institute.

**Article 20**

**Other Matters**

Matters not addressed by the present By-Laws will be subject to the regulations of the Civil Code where applicable.