

**STATUTE OF THE ASSOCIATION  
“LABOUR LAW COMMUNITY- COMUNITÀ DI GIUSLAVORISTI (LLC)”**

**Art. 1- Registered name.**

1. Pursuant to the legislative decree no. 117 of 3 July 2017 and the regulation of the Civil Code regarding associations, the scientific association called "Labour Law Community – Comunità di giuslavoristi" has been founded, with the abbreviation of “LLC”.

2. From the Nation Single Register of the Third Sector’s establishment (RUNTS), and after the Association’s enrollment in the appropriate section of the register, the acronym "ETS" or the indication "third sector entity" must be included in the company name. From the moment of the RUNTS enrollment, the registered name will become "*Labour Law Community – Comunità di giuslavoristi ETS*" with the abbreviation "LLC ETS".

From that moment on, the Association must use the indication of "third sector entity" or the acronym "ETS" in deeds, correspondence and communications to the public.

**Art. 2- Purposes.**

1. The Association pursues non-profit, civic and social utility purposes by carrying out activities of general interest consisting of education, professional development and cultural activities of social interest with educational purposes, for the achievement of the following goals:

- a) the promotion of research and teaching in labour law and the spread of labour law culture in academic and social fields, also through the comparison on methods and merit in the various areas of commitment of labour law jurists (research, teaching, third university mission, professional activity, institutional commitments, legal policies, etc.);
- b) the active participation in the public discussion on the regulation and administration of the University, also with reference to University education, criteria for evaluating research and selection of professors, researchers and other teaching staff;
- c) the development of the scientific debate at national and international level among academics, scholars and labour law experts and professionals, according to criteria based on pluralism and transparency of ideas and tendencies;
- d) the enhancement of labour law studies of scholars of new generations;
- e) the promotion of new methods, theoretical-practical, of university teaching;
- f) the promotion of training and updating of legal practitioners of the branch (judges, lawyers, notaries, labour consultants, human resources managers and corporate & business law experts);
- g) the promotion and fulfillment of activities of information and spread of labour law culture in academic and social fields;
- h) the development of international relations in labour law research field;
- i) the dialogue with institutional actors, other associations and active academies in the field of labour law and legal culture in general.

The Association can conduct secondary activities directly related to the institutional ones illustrated above and also accessory and supplementary activities in accordance with the provisions of art.6 of the Legislative Decree 117/2017.

2. For a better achievement of its purposes, the Association, may, among others, be the owner and/or possess and/or manage and/or conclude leased assets’ contracts, even for consideration, (or conclude contracts, even for consideration, for enjoyment of goods), be they movable assets, registered movable assets or real estate; enter into contracts and/or agreements and/or affiliations and/or memoranda of understanding with other entities, associations and/ or third parties in general.

3. The distribution, even indirectly, of profits or surpluses as well as funds, reserves or capital during the life of the Association is prohibited, unless the destination or distribution is required by law.

Any profits and/or surpluses are used exclusively for the fulfillment of institutional activities and those directly connected to them.

4. The Association establishes a Code of Ethics for its members and, possibly, a Regulation.

**Art. 3 – Registered office.**

1. The Association has its registered office in Florence.
2. Notwithstanding the above registered office, the Association may use, as its operational headquarters, the university structure of the *pro-tempore* President or other office indicated by the President.

**Art. 4 - Assets.**

1. The assets of the Association consist of:
  - a) movable assets and real estate owned by the Association;
  - b) membership fees and annual contributions, both voluntary and extraordinary;
  - c) contributions, endowments and bequests from public and private entities and individuals;
  - d) profits, of commercial nature also, potentially obtained by the Association for the pursuit or support of the institutional activity;
  - e) incomes deriving from any third-party assignments for carrying out research activity, after the deduction of necessary expenses for their execution;
  - f) any reserve funds created with budget surpluses;
2. Grants freely given and donations are accepted by the Board of Directors, which decides on their use, according to the Association's statutory purposes. Testamentary legacies, inheritance and bequests are accepted with benefit of inventory by the Board of Directors which decides on their use according to the Association's statutory purposes.
3. The Association can possess or purchase real estate, registered movable assets and movable assets. If the Members wish to allocate, for a given period of time, an asset in favor of the Association, retaining ownership, those assets must be considered conferred as a loan.
4. The agreements are accepted with the Board of Directors' approval which authorizes the President to perform all necessary acts for the stipulation.

**Art. 5- The Members.**

1. Individuals, associations and entities (without any distinction based, inter alia, on gender, race, nationality, ethnic and geographic origin, language, personal opinions, religion, disability, sexual orientation, age) that share the Association's aims and scientific purposes and that may reveal, for their studies and their academic or professional placement, dedication, skills or personal and professional commitment, can become members of the Association.
2. The list of members of the Association is kept by the President of the Association and it is constantly updated by the Secretary in a specific register, always available for consultation by the Association's members.
3. Public and/or private organizations participate in the person of their representative.
4. Members' subscription is free. In order to join the Association, it is necessary to submit an application to the Board of Directors, bearing personal data with the declaration to share the purposes that the institution pursues as well as the commitment to observe its Statute, any internal Regulations and its Code of Ethics.
5. The Board of Directors deliberates on applications for admission within sixty days from their receipt.  
It is not permitted to appeal the rejection decision in front of the Members' Assembly.
6. Registrations begin to take effect from the date on which the application is accepted. In any case, the entire membership fee is due for the year in which the registration takes place.
7. Membership is with no time limit and it cannot be arranged for a temporary period, without prejudice to the right of withdrawal at any time.
8. The members of the Association can be:
  - a. founding members;

- b. ordinary members;
- c. honorary members.

Founding members are those who took part in the Association's establishment. They are life members save as otherwise provided in art. 8.

Ordinary members are those who, after the application's approval by the Board of Directors, pay the annual Association's fee set by the latter.

Honorary members are those who, for reasons of particular merit, are admitted as such by the Board of Directors.

#### **Art. 6 - Members rights and obligations.**

1. All members are entitled to:

- a) take part in all the activities promoted by the Association;
- b) take part in the life of the Association, expressing their vote in the designated places also for the approval and amendments of the Statute and any other regulations;
- c) to exercise the active and passive electoral right for the designation of the Association's executive bodies;
- d) to have access to the Association's documents and records.

2. Membership is free and voluntary. The Members are obliged to observe the Statute, any Regulations and the Code of Ethics of the Association and to respect the decisions of the Corporate Bodies.

3. In particular, every member must maintain a correct behavior both in internal relationships with other members and with third parties and refrain from any act that could damage the Association, its purposes, image and reputation. The members holder of one of the offices referred to in art. 9, lett. from b) to f) are required to refrain from participating to any resolution or act that could led, directly or indirectly, to a situation of conflict of interest. Under the shareholders' suggestion, the Board of Trustee will assess the existence of any situation of conflict of interest and report them to the Board of Directors for the appropriate measures.

4. Membership does not imply any further financing obligations or disbursements different from the original payment and the annual fee. However, the Association's members have the right to deposit further funds than the original ones. Under no circumstances -and therefore neither in the event of dissolution of the Association nor in the case of death, extinction, withdrawal or exclusion from the Association- can the amount given to the Association as a voluntary deposit be claimed back.

5. Services provided by the members are free of charge and cannot be remunerated even by the beneficiary. The Member can only be refunded for the expenses incurred for carrying out the institution's own activities where duly documented and within the limits previously determined by the Association itself, within the Board of Directors, which must therefore specify:

- a) the reimbursement criteria by establishing the eligible type;
- b) the permitted expenditure limits;
- c) the documents necessary in order to justify reimbursements;
- d) the methods of their release.

#### **Art. 7- Membership fee.**

1. Upon admission, members deposit the membership fee annually defined by the Board of Directors, possibly graduating fees in relation to age and professional status. Those who do not resign by the 31<sup>st</sup> of December of every year are considered members of the Association for the following year too and are required to pay the annual fee. The membership fee is non-transferable, non-refundable and cannot be revalued.

#### **Art. 8- Termination of membership status from the Association.**

1. Membership status is lost, as well as for death, in case of resignation, forfeiture and exclusion.

2. Every member's resignation must be submitted in writing to the Board of Directors at least one month before the end of the year. Resignations take effects from the expiry of the current fiscal year, provided that the communication of resignation takes place in the aforementioned term.
3. Forfeiture occurs whenever a member loses some of the requirements on the basis of which the admission took place.
4. The exclusion is deliberated, stating reasons, by the Board of Directors by absolute majority of its members and it is communicated by letter in case of failed payment of the membership share for more than three years as well as if a member does not comply with statutory and regulatory provisions, resolutions of the Assembly and of the Board of Directors, the Code of Ethics or if he/she puts in place behaviors that cause material and image damages to the Association.
5. The exclusion measure is communicated to the member subject to notification and adequate defense term.
6. It is not permitted to appeal the exclusion measure in front of the Members Assembly.

#### **Art. 9- The Association's Offices.**

1. The offices of the associations are:
  - a) the Assembly of members, in compliance with the obligations of the Association;
  - b) The Board of Directors;
  - c) The President;
  - d) The Secretary-General;
  - e) The Treasurer;
  - f) The Council of Arbitrators;
  - g) The Supervisory Board, mandatorily appointed on the occurrence of the conditions indicated in art. 30 of the Legislative Decree n. 117/2017;
  - h) The Auditioning Body, mandatorily appointed on the occurrence of the conditions indicated in art. 31 of the Legislative Decree n. 117/2017.
2. The offices referred to in letters d) and e) may be cumulated.
3. The composition of the bodies of the Association respects, as far as possible, in relation to the members' availability, the principle of gender equality.
4. All offices last three years and are renewable for the subsequent mandate.  
However, in case of the first mandate elected during the Association's establishment, the Board of Directors, the president, the Secretary-General and the Treasurer may have a shorter duration if, during the said term, the number of one hundred and fifty, between founders and ordinary members, is exceeded.

#### **Art. 10- Members Assembly.**

1. The Assembly is composed of members in good standing with the membership fees' payment and it is convened by the President, by electronic means, at least 10 vacated days before the meeting, for the renewal of the offices of the Association or whenever required by issues of particular relevance for the life of the Association or at the request of at least 1/5 of the members.
2. Each member in good standing with the payment of the membership fee has the right to one vote, which can be expressed with adequate guarantees through electronic means according to what is decided by the Board of Directors.
3. Voting by proxy is allowed, within the limits of only one proxy per shareholder. The proxy is must be expressed in writing, also by electronic means and communicated to the President at least 2 days before the Assembly.
4. For the valid constitution of the Assembly, the attendance of at least half of the members is required. The justified absentees are not counted for the purpose of the reaching of the constitutive quorum. The deliberations are considered valid when approved by the majority of votes. For amendments to the Association's Statute and for the dissolution of the Association an affirmative vote expressed by at least 2/3 of the members is required.

5. The Assembly deliberates on:
  - a) the designation of the Board of Directors;
  - b) the ratification of the budget and final financial report;
  - c) amendments to the Association's Statute, approval (or adoption) and amendments of the Regulations and the Code of Ethics;
  - d) dissolution of the Association;
  - e) the designation of the Council of Arbitrators, the Supervisory and Auditing Body;
  - f) any other extraordinary and of general interest topic on the agenda.
6. The assembly resolutions are drafted in specific minutes, drawn up by the Secretary, and promptly published on the Association's website.

#### **Art. 11- Board of Directors.**

1. The Board of Directors consists in seven members elected by the Assembly and chosen among physical persons or indicated by the associated legal entities.  
In the event of termination of office, for any reason, the immediately following Member of the rankings of the voted takes over the office. In any case, no more than four members can be of the same gender.
2. The Board of Directors is elected with secret vote by the Assembly: members can indicate up to two names, provided that, in this case, they are referred to people of different gender. The most supported are proclaimed elected, but if the number of four of the same gender is exceeded, the rankings is scrolled up to the ones of the least represented gender in order to comply with the provision of the previous paragraph.
3. The Board of Directors elects the President by absolute majority. It also elects the Secretary and the Treasurer under the same conditions.
4. The Board of Directors exercises powers ordinary and extraordinary administration, with the exception of the Assembly and the President's powers.
5. The Board of Directors gathers, at the registered office or in a different place or via videoconference or telematic means, at least twice a year, or whenever the President of the majority of members deem it necessary. The convocations of the Board must be made by the President with written notice to be delivered, also by e-mails, at least seven days before the meeting; the notice must contain the agenda, day, time and place of the session.
6. In cases of urgency, the convocation can take place by telephone or telegraphic communication, without complying with the deadline indicated in the previous point. In particular cases of necessity and emergency, if all the members of the Board are heard, telephone or videoconferencing consultations can take on all effects of meetings of the Board of Directors and have to be ratified in the minutes at the first subsequent meeting to be held within a short period of time.
7. The meetings of the Board of Directors are held in single call, are valid with the presence at least of the majority of its members and are led by the President or, in his/her absence, by a member of the Board designated by the participant.
8. The Board of Directors deliberates by simple majority, by show of hands, based on the number of the participants. In the event of tied vote, the vote of the President prevails.
9. The Board of Directors, if it deems it necessary, may invite to its meetings, for advisory purposes, people particularly expert on the topics that have to be discussed.
10. Board meetings and resolutions are confirmed by the minutes signed and approved by the President and the Secretary and they are promptly published on the Association website.
11. The Board of Directors decays by the simultaneous resignation by the half plus one of its members. In this case, the President or, in case of impediment, the Vice President or, in the further alternative, the senior Director, will have to convene the Assembly within fifteen days, which must be held within the following thirty days in order to appoint the new Board of Directors. Pending the new elections, the one previously referred to who has overseen the conveying of the Assembly for the new votes can exercise ordinary administration powers of the Association.

#### **Art. 12- The President.**

1. The President has the legal representation of the Association, even in court. He or she coordinates and directs the life of the Association and executes the resolutions of the Board of Directors and the Assembly.
2. The President can appoint a Vice-President in order to be replaced in the event of impediment or for carrying out single acts or with specific mandate.
3. The President can delegate some of his/her duties to one or more directors, either temporarily or permanently.
4. In cases of urgency, the President can take decisions of competence of the Board of Directors, provided that they are ratified at the first subsequent meeting.
5. In the event of early termination of the office of President, the Board of Directors proceeds to new elections, after integration of its components.

#### **Art. 13- The Secretary.**

1. The Secretary draws up the minutes of the corporate bodies meetings and takes care of keeping the relative books and registers. The Secretary must deal with necessary negotiations of the means and services approved by the Board of Directors and prepares and keeps the contracts and orders. The Secretary takes care of the expenses, checking their regularity also authorizing the Treasurer to pay.

#### **Art. 14. – The Treasurer.**

1. The Treasurer presides over the administrative and accounting management of the Association, drafting the accounting records, ensuring the correct execution of tax and contribution fulfillments arranging, in concert with the other members of the Board of Directors, the annual report in economic and financial terms. The Treasurer takes care, also, of the formal operations of collection and of payment of expenses approved by the Board of Directors.
2. The Treasurer is also responsible for the periodical check of the results of financial accounts of cash, bank, credits and debts and for the exercise of debt collection operations.
3. He or she prepares, in accounting terms, the final balance and the preliminary budget, followed by an adequate written report.
4. Each financial operation, including the opening and management of the Association's current account, is arranged with separate signatures of the President or Treasurer, unless otherwise specifically approved by the Board of Directors.
5. The Treasurer may provide himself or herself, at the expenses of the Association, with an adequate insurance policy to assure his or her role.

#### **Art. 15- The Supervisory Body.**

1. The Supervisory Body, also monocratic, is designated at the conditions required by law.
2. Members of the Supervisory Body, to which the art. 2399 of the Civil Code applies, must be chosen among the categories of subjects referred to in par. 2 of art. 2399 c.c. In the case of collective body, the aforementioned requirements must be possessed by at least one of the members.
3. The Supervisory Body supervises on compliance with law and Statute of the Association and the respect of the principles of proper administration as well as the adequacy organizational, administrative and accounting structure and its concrete functioning.
4. At overcoming of the limits of par. 1 of the art. 31 of Legislative Decree 117/2017, it may exercise the statutory audit. In this case, the Supervisory Body is composed by the statutory auditors registered in the specific register.

#### **Art. 16- The Auditioning Body.**

1. If the control body does not exercise accounting control and if the requirements provided for by the law are met, the Association must appoint a statutory auditor or a statutory auditing company registered in the specific register.

**Art. 17- The Council of Arbitrators.**

1. The Council of Arbitrators is made up of three active members and two honorary members designated by the Assembly.
2. The Board decides disputes between Members and the matters referred to in art. 6, par. 3, last period.
3. The Board decides, without particular procedural formalities and with an unassailable arbitration award and provides opinions on the Statute's interpretation upon request of the Board of Directors.

**Art. 18- The financial report.**

1. The fiscal year ends on 31 December of every year and by 31 July the Board of Directors approves the final balance related to the previous year.
2. The draft of the final balance must be published on the institutional website of the Association at least fifteen days before approval and must remain available to the members for any remark. In any case, in compliance with art. 13 of the Legislative Decree 117/2017.
3. Profits and surpluses are used for the achievement of the Association's statutory purposes only.

**Art. 19- Dissolution of the Association.**

1. The Association is disbanded under the Assembly's resolution for one the causes pursuant to art. 27 c.c.

The Board of Directors appoints a liquidator.

2. In case of Association's disbandment, the remaining assets are donated to other third-sector entities with similar purposes, subject to affirmative opinion by the Office referred to in art. 45, of the Legislative Decree 117/2017, from when it will be operational and except for other purposes imposed by law.

**Art. 20- Final rule.**

1. For all the matters not covered by this Statute, rules of the laws in force and of the Civil Code apply.