



UNIMED STATUTE

approved in Rome, October 21st, 2015



Article 1 - INSTITUTION AND AIMS

UNIMED - Mediterranean Universities Union is hereby established as not-for-profit association, with its headquarters in Rome in Corso Vittorio Emanuele II n. 244.

UNIMED has the following objectives:

- a) the collaboration between universities and research institutions to strengthen international cooperation for the advancement of culture, science, education and research in the Mediterranean region and the Middle East. To this end, the associated universities and research centers represent a network to promote projects and joint educational and scientific programmes;
- b) the issue of post-graduate degrees in collaboration with university members;
- c) the cooperation in the training of university teachers and researchers;
- d) the promotion of cultural, scientific and academic initiatives for the strengthening of cooperation between Europe and the Mediterranean region;
- e) the implementation of studies and research, with the involvement of the associated universities, through the establishment of a Euro-Mediterranean think tank to facilitate the dialogue between Europe and the Mediterranean area to promote political and cultural initiatives in the region.

UNIMED in order to achieve its identified purposes, can use any mean of communication and any publication support, including magazine and book editing, as well as any other means to the development and propaganda of the shared work and can furthermore organise the diffusion of these products. Such objectives and activities can be pursued also through the creation of sub-networks and the UNIMED branches.

By way of example and not limited, participation in the community life by the associated universities or research centers ensures the access to the following services:

- Promotion of the international dimension of the members;
- access to the activity of project design and fund raising: information about the calls for proposals and the opportunities provided by international organizations and institutions; partners search; technical assistance and project design and management;
- Activities of communication and promotion of projects and scientific and cultural initiatives of the members;
- Promotion of students, researchers and teachers mobility within the Euro-Mediterranean region;
- Technical assistance to universities and international relations offices in the management of international projects;
- Organization of Sub-Thematic Network to encourage scientific cooperation in specific sectors;
- Organization of conferences, debates, seminars and roundtables at national and international level;



- Promotion of research and training projects among the members in favor of the Euro-Mediterranean cooperation.

Article 2 - DURATION

UNIMED is being established for an indefinite duration.

Article 3 - LEGAL ASPECTS

UNIMED has the nature of not-for-profit association and is governed by the rules of the Italian State and in particular by the Articles 14 and following of the Civil Code, by the provisions of its constitution and by this Statute. It is interest of the association to achieve the recognition of legal personality.

Article 4 - MEMBERSHIP

UNIMED is formed by associated universities and research institutes.

Art. 4.1 - University and Institution Partners: Rights and Obligations

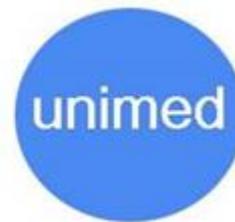
UNIMED is open to universities and research centers who wish to pursue the Association's aims and that come from Europe, members or not of the European Union, from the Middle and Near East and from North Africa countries.

The membership to UNIMED is however also open to universities and research institutes in other regions of the world whose aim is the development and strengthening of international cooperation for the advancement of culture, science, education and research in the Mediterranean region and in the Middle East.

To join UNIMED, the university or institution must submit a request for membership to the UNIMED Secretary General who, after having assessed the nature and importance in cultural, scientific and technical fields of the institution, will submit the request to the Assembly for the final deliberation.

In case of acceptance, the university or research institution will get the status of UNIMED member. This status is not transferable and involves the commitment/right to participate effectively in the activities of the association making available its cultural, scientific and technologic resources, to achieve the purposes referred to the Article 1 and also the right to exercise their vote in the Assembly, provided that they comply with the payment of dues, and the right to be elected to the Board.

Members undertake to pay the annual membership fee of art. 14 a) not later than the 31st day of March of each year.



Art.4.2 - Loss of the status of member

The status of member is lost in the following cases:

- a) withdrawal;
- b) exclusion for serious breaches of the obligations arising from this Statute or for conduct contrary to it;
- c) non-payment of membership fees for three consecutive years, after notice to comply by the Board of Directors;
- d) the extinction of the member.

The request for withdrawal from the association referred to the subparagraph a) of this Article shall be communicated by writing to the Board of Directors and shall become effective with the expiration of the current year, provided that it is done by November 30th.

The request for withdrawal does not release the member's obligation to pay membership fees accrued. The exclusion of the associated body referred to point b) of this Article shall be decided by the Board of Directors only for serious reasons and after charge notification to be done by registered letter a/r. Against the decision of exclusion, the member, within 30 days, may appeal to the Assembly which will decide on the exclusion measure at the first meeting thereafter.

The members, who have had the right of withdrawal and those who have been informed of the decision of the exclusion by the Board - or the exclusion of the Assembly resolution - automatically lose the right to vote in the Assembly, they could not repeat the fees paid and have no rights to the assets of the association.

Article 5 - BODIES

The statutory bodies of UNIMED are:

- a) the Assembly,
- b) the Board of Directors,
- c) the President,
- d) the Vice-President or the Vice-Presidents,
- e) the Secretary General,
- f) the Director,
- g) the Board of Auditors, if constituted.

For the position of President and member of the Board of Directors any kind of compensation except the reimbursement of expenses for the activities carried out in execution of the warrant, is provided. The compensations for the Secretary General, the Director and the Board of Auditors shall be determined by the Board of Directors.



Article 6 - ASSEMBLY

6.1) The Assembly is constituted by the legal representatives of the members who have not received the request for withdrawal or exclusion measure.

The legal representative of the member may give a proxy to another person belonging to both the institution itself and to another member.

Each member is entitled to one vote and, in the case of delegation, each participating member will not be the bearer of more than three proxies of three members.

The Assembly, convened by the President, shall meet in ordinary session in the presence of the members at least once a year.

The Assembly will be called whenever the President will judge necessary in order to decide on issues of own competence, in the case of primary interests of the institution and in the cases of impossibility of operation of the other bodies of the Association.

The Assembly shall meet whenever is requested jointly by at least one-tenth of the members or by the Chairman of the Board of Auditors or by a third of the members of the Board of Directors.

6.2) The assembly, in particular, is competent:

- a) to elect the Secretary General, the Members of the Board of Directors by determining the number and to elect among them the President and the Vice-President, or Vice Presidents, preferably by adopting a criterion of alternation with respect to the geographical area to which the President belongs;
- b) to define and approve the operational and general guidelines for the management, upgrading and expansion of the Association, proposed by the Board of Directors;
- c) to deliberate on the work of the Board of Directors;
- d) to decide on the admission of new members;
- e) to amend the statute;
- f) to approve the final budget of the association;
- h) to deliberate extinction of the association and the transfer of the assets at the request of the Board of Directors or by at least one third of the members, as well as to appoint the liquidators;
- i) to deliberate exclusion of members as may be decided by the Board of Directors;
- j) to express its opinion on any other matter submitted to his judgment by the members or by the Board of Directors;
- k) to decide on any other accomplishment that has not been delegated by law or by statute, to the jurisdiction of another body;
- l) to elect the members of the Scientific Committee on a proposal of the Board of Directors.

6.3) The Assembly is chaired by the President or, in the case of absence or impediment, by the Vice



President the oldest, if they are elected two Vice Presidents.

In view of the fact that the member universities are located in a very wide area, if appropriate, the decisions of the participants may be taken by written consent.

In this case, the documents signed by the legal representatives of the participating institutions must be clearly the subject matter of the decision and consent to the same.

The Assembly taken by written consultation will be considered valid when the members will send by the established deadline their vote to the headquarter of the association. In this case the resolution will be taken into account by majority of votes received.

The following points may be subject to resolution through written consultation:

- a) to decide on the admission of new members;
- b) to elect the members of the Scientific Committee on a proposal of the Board of Directors.

The Assembly may also take place online in a manner that technology makes available to ensure the widest possible participation. In this case, the meetings will be recorded and registered at the proceedings of the association.

6.4) In the meetings with physical presence of the members the resolutions of the Assembly shall be taken by majority of votes and with the presence of at least half of the members. In the second call, the resolution is valid whatever the number of participants. In the resolutions to approve the financial statements and those that affect their liability the Board of Directors do not vote.

To change the deed of corporation and the statute of the association, if it is not otherwise provided for, it is required the presence of at least three fourths of the members and the affirmative vote of a majority of those presents.

To approve the dissolution of the association and the transfer of the assets, a favorable vote of at least three fourths of the members is needed.

In view of the fact that university members are located in a very wide area, for organizational reasons, it is considered appropriate that the Assembly is convened at least 60 days prior to the date of the first call.



Article 7 - BOARD OF DIRECTORS

7.1) The Board of Directors is composed of 10 to 20 members in the geographical representation of the members as well as of their nature; it remains in office three years. The members of the Board of Directors may be elected among the Presidents or Rectors of Associated Universities and Research Centers or their delegates.

The status of member of the Board of Directors is however related to the associated entity; in case of a change of office of Chancellor and/or President or revocation of the delegation by the entity to which they belong, the new representative of the associated entity will assume the role of member of the Board of Directors and will have to formalize its membership to the Board of Directors.

The Board of Directors is chaired by the President or, in the case of absence or impediment, by the Vice President the oldest, if they are elected two Vice Presidents.

The Secretary-General participated in the Board of Directors with voting rights, whilst the Director also participates in the work of the Board of Directors, but with a consultative vote.

7.2) The Directors shall be elected by the Assembly and are representatives of the composition of the members.

7.3) The Board of Directors shall be convened by the President or, in the case of absence or impediment, by the Vice President the oldest, if they are elected two Vice Presidents. It could also be convened following the request of one third of its members or for the decision of the chairman of the Board of Auditors.

7.4) The Board of Directors has all the powers of ordinary and extraordinary administration that are not reserved by law or statute to the President and is responsible, in particular:

- a) to propose in assembly the general guidelines of the activities necessary for their implementation, strengthening UNIMED activity and carrying out those already authorized;
- b) to administer financial resources and assets of the institution;
- c) to prepare the balance sheet of the Association by 30th April of each year;
- d) to draw up the estimated budget of the Association;
- e) to decide the remuneration of the Secretary-General;
- f) to appoint the Director, fixing his remuneration;
- f) to deliberate the creation of decentralized offices;
- g) to decide the membership of the association with other similar institutions;
- h) it may delegate to the Chairman, to the individual members of the Board of Directors, the Secretary-General and the Director some skills.

7.5) The convening of the Board of Directors shall be made by written notice, sent to each member at least fifteen days before the fixed date for the meeting by fax, telegram or e-mail.



For the resolutions of the Board is required the presence of half plus one of the components. Resolutions are adopted by the majority of the members presents with the exception of those related to the exclusion of a partner or a proposed amendment to the bylaws that requires the favorable vote of at least half of the members. In case of a tie, the vote of the Chairman of the board will prevail on.



Article 8 - PRESIDENT

The President is elected by the Assembly. The President is elected among the Rectors of the associated universities or among the Presidents of the associated Research Centers. It may also be elected President a personality that has been distinguished him/herself in academic, scientific, cultural sectors in favor of the Euro-Mediterranean cooperation or the person who has fulfilled institutional roles in UNIMED.

The mandate of the President is of three years and he could not be re-elected. In the case of temporary impediment he is replaced by the Vice-President the oldest, if they are elected two Vice Presidents.

In case of the resignation or permanent incapacity as verified by the Board of Directors, the Vice-President the oldest, if they are elected two Vice Presidents, takes over the role of the Chairman and ensures the management also extraordinary of the institution until the next General Assembly.

The President:

- a) has the legal representation of UNIMED;
- b) convenes and presides over the UNIMED Assembly and the Board of Directors;
- c) monitors the implementation and enforcement of decisions of the Assembly and of the Board of Directors.

Article 9 - VICE PRESIDENT

The Assembly elects one or two Vice-Presidents.

The Vice-President shall exercise a term of three years and may be reelected.

He/they join the President for the better functioning of the institution and the achievement of its statutory objectives.

In the event of permanent incapacity of the President, the Vice President the oldest performs additional functions ensuring the management of the institution until the next Assembly.

The President and the Board of Directors may delegate part of their powers to the Vice President.



Article 10 - SECRETARY GENERAL

The Secretary General is elected by the Assembly, he remains in office for three years and may be re-elected for more than one consecutive times. A personality who has been distinguished in academic, scientific and cultural fields in favor of the Euro-Mediterranean cooperation or who has fulfilled institutional roles in UNIMED, may be elected.

The Secretary General:

- a) Supervises all the activity of Unimed in relation with the Associated Universities and with national and International Institutions.
- b) Supervises the activities of project designing and fund raising managed by the Director, ensuring the Unimed mission is accomplished.
- c) Supervises the activities of the projects financed to Unimed, coordinated and managed by the Director, ensuring the Unimed mission is accomplished.
- d) Promotes and coordinates the activities of the Euro-Mediterranean think tank to facilitate the encounter and dialogue between Europe and the Mediterranean region with the involvement of the university members.
- e) Ensures the promotion of cultural, editorials and scientific activities of UNIMED within the guidelines set by the Board of Directors.



Article 11 - DIRECTOR

The Director shall be appointed by the Board of Directors and he remains in office for the duration of the Board of Directors mandate.

The Director may be reelected for more than one consecutive times and may be a person of proven competence outside of the association.

The Director is responsible for administering the ordinary management of UNIMED and in particular:

1. Manages the economic resources and assets of the association, on behalf of the Board of Directors, and is responsible for the administrative and financial management of the institution by complying with the fiscal requirements.
2. He also manages the post office and bank accounts in the lights of his powers of ordinary administration;
3. Draws up and submits to the Board of Directors the estimated and the final budget to be approved;
4. Provides for the preparation of minutes of meetings of the Board and the Assembly to be transcribed in a special book and also by keeping the register of the members.

The President can delegate to the Director some of his power.

The Director is responsible for fund raising, project designing and networking activities in the respect of Unimed mission and, in case of procurement given by the President, the Director is authorized to sign and submit to governmental national and international organizations project proposals for admission to financing and is also authorized to sign contracts and agreements, as well as the release of sureties as security for advances for the funding of projects could be approved.

The Director is also responsible for the following activities:

- a) Manages and coordinates the activities of the research and training projects in various capacities financed to the Association;
- b) Supervises the economic and financial management of projects;
- c) Manages the employees and UNIMED collaborators for the implementation of activities funded for the association;

The Director attends the meetings of the Board of Directors in an advisory capacity with consultative vote.

The Director for the performance of his duties is entitled to a remuneration fixed by the Board of Directors, which will be divided between a fixed compensation on an annual basis and a variable compensation on the basis of the results achieved in terms of networking and financing of projects, which will be however charged to the projects themselves.

The limit for the fixed and variable remuneration will be determined by the Board of Directors.



Article 12 - SCIENTIFIC COMMITTEE AND THE PRESIDENT

The Scientific Committee is composed of personalities from the world of culture elected by the Assembly on the proposal of the Board of Directors. The Committee holds office for three years.

The Committee shall act as a pulse and advisory activities of the Association.

The President of the Scientific Committee is elected by the Assembly and remains in office for 3 years and may be, at the expiration of the term, re-elected.

A Chairman of the Scientific Committee is elected and he has to be a personality exponent of the scientific and/or academic sectors who has worked in the fields and in matters relating to the scope of associative activity and has actively contributed to the promotion and management of cultural and scientific activities of Unimed and the sub-network may be set up.

The President of the Scientific Committee coordinates its activities and plays, finally, an advisory function within the Board and participate without the right to vote.

Article 13 - THE BOARD OF AUDITORS

The Board of Auditors is composed of three members, plus two alternates, elected by the Assembly outside the members of the Board of Directors, and there may be experts in accounting and/or financial issues not necessarily academics provided having adequate experience and being enrolled in the opportune register.

The Board shall elect its own Chairman who shall be entered in the register of auditors. The Auditors shall hold office for three years and may be reappointed.

The Board shall meet whenever he deems appropriate the Chairman or at least two members of the Board.

The Board exercises control over the administrative and accounting management of the Association; he verifies the accuracy and veracity of the final accounts by signing them on their turn and by submitting a written report to the assembly; it examines the financial budget; it supervises and oversees the management and development of the association in all its manifestations and compliance with the rules laid down by this statute.

The members of the Committee may attend meetings of the Board of Directors in an advisory capacity with consultative vote.

The members of the Board are entitled to compensation for the performance of its duties. The first board of auditors shall be elected at the request of the legal recognition under the Italian law.



Article 14 - ASSETS

The UNIMED assets consist of:

- Movable and immovable properties which become the property of the association;
- Any reserve funds with the budget surplus;
- Any grants, donations and legacies.

Revenue consists of:

- a) fees of the UNIMED members (associated universities and research centers). The amount of the annual fee may be varied by the members of the Assembly and on the proposal of the Board of Directors.
- b) grants, contributions by individuals, public or private;
- c) all other revenues generated by the activities of the Association.

The assets of the association, as constituted, are intended for the realization of the aims of the association. It is forbidden even in an indirect way to distribute profits and surpluses as well as funds, reserves or capital unless the destination or the distribution are not required by law or are made in favor of other institutions that serve similar purposes. It is an obligation to employ the profits and surplus funds for the implementation of institutional activities and those directly connected to them.

Article 15 - FINANCIAL YEAR AND YEAR END BALANCE SHEET

The financial year is annual and ends on December 31st. For each year, the Director shall prepare the final budget to be proposed by the Board of Directors to the Assembly. Budgets must be deposited at the registered office of the Association in the 30 (Thirty) days preceding the General Assembly for approval at the disposal of the associates who may require.

Article 16 - LOCALIZATION OF THE ACTIVITIES

Scientific and didactic programmes can be carried out at any headquarters.

Article 17 - DISSOLUTION AND ESTINCTION OF THE ASSOCIATION

The dissolution OF UNIMED is approved by the General Assembly with the affirmative vote of at least three-quarters of the members.

The Assembly shall appoint, in addition, one or more liquidators, chosen among persons outside the association, and shall determine their powers establishing the procedures for liquidation and transfer of the assets that will have to go to another association or foundation that pursues objectives similar to those pursuant to art. 1 of this statute, unless otherwise imposed by law.



Article 18 - OFFICIAL LANGUAGES

UNIMED official languages are:

Arabic
English
French
Italian

Article 19 - JURISDICTION

For any disputes that may arise between the individual member and the association, it is charge of the judge of the competent court where the Association has its registered office to solve them.

Article 20 - POSTPONEMENT

All matters not provided for herein, the reference are the rules of law and the general principles of dictated by the Italian law in the matter of association.