



Regulation governing the role of Members in UniSMART - Fondazione Università degli Studi di Padova, pursuant to Article 7 of the Foundation's Constitution

Preamble

UniSMART- Fondazione Università degli Studi di Padova (the “Foundation” or “UniSMART”) is the instrumental entity (“ente strumentale”) of the University of Padova (the “University”) and was established pursuant to Article 59, paragraph 3 of Law no. 388 of 23rd December 2000 and to the Italian D.P.R. (Presidential Decree) no. 254 of 24th May 2001, as established by the Italian Decreto Prefettizio (Prefectorial Decree) 100/300/2020 of 3rd January 2020.

UniSMART has been founded in order to cooperate with the University in achieving the results established in the “third mission” (“terza missione”) and, more specifically, in order to enhance the technology transfer, post-graduate education and the involvement of external subjects, both private and public entities, in the pursuit of the institutional scopes of the University.

The Foundation pursues the purposes laid down in Article 2 of the Constitution of the Foundation (the “Constitution”).

Pursuant to Article 7 of the Constitution, public or private entities, which contribute to the Foundation’s equity or management fund following the approval of the Foundation itself and possibly of the University obtain the status of Members or Institutional Members of the Foundation and are part of the UniSMART’s Community (the “Community”).

Pursuant to Article 7.5 of the Constitution, the Foundation may decide, putting in place a regulatory framework, to sub-divide the Members on the basis of the contribution and purpose, as well as on the criteria applied to determine the duration of the status.

The Foundation recognises the fundamental role of the Community, which makes it possible to enhance contacts between the University and the business world, facilitating opportunities for the exchange of skills and resources, to the benefit of the territory and the entire community.

The Foundation intends to recognise the involvement of Members and Institutional Members in its activities and to provide opportunities for discussion with them, in order to receive enriching contributions and to gather the interests and needs of entities outside the University.

For these reasons, with this Regulation, the Foundation intends to regulate the activities, rights and duties of the Members and Institutional Members.



Article 1

- Object of the Regulation -

- 1.1. This Regulation defines the criteria on the basis of which legal entities, both under public or private law, may join the Foundation, their rights and duties and their relations with the Foundation, in compliance with the provisions of Constitution, in particular from Article 7 thereof.
- 1.2. The attached application form (the "Membership application" or "Application") (**All. A**) is an integral part of the Regulation.

Article 2

- Requirements -

- 2.1. Pursuant to this Regulation, the status of Members or Institutional Members of the Foundation may be assumed by legal entities (companies, public bodies, individual enterprises, associations) that share the Foundation's objects set forth in its Regulation and areas of interest and that wish to contribute to the pursuit and development thereof.
- 2.2. Articles 7.1 and 7.4 of the Constitution define the requirements and role of Institutional Members and Members. Members and Institutional Members are required to make different contributions and are granted different rights and benefits.
- 2.3. Members and Institutional Members must fulfil the requirements of professionalism and good reputation laid down by law and set out in the Membership application.

Article 3

- Admission Procedure -

- 3.1. The party wishing to become a Member or Institutional Member must:
- submit the appropriate Membership application, according to the model attached to this Regulation;
 - declare acceptance of the provisions of the Constitution, this Regulation and any amendments or additions thereto;
 - pay the established contribution to the Foundation, in cash or in kind. In the case of a monetary contribution, the same must be paid to the Foundation within five working days from the submission of the Membership application, otherwise the latter shall be considered forfeited.



3.2. Membership to the Foundation is recognised to the applicant. Membership cannot be automatically extended to entities controlled by, affiliated with or otherwise connected to the entity that has been recognised as a Member or Institutional Member.

3.3. The Application shall be examined by the Foundation's Board of Directors at the first available meeting. In the case of Institutional Members, the Application shall also be immediately forwarded to the relevant University Office by the Foundation.

3.4. The decision on whether or not to accept the Membership application of the Foundation shall be communicated to the applicant within 15 days of the meeting of the Board of Directors that passed the resolution, by means of a certified e-mail sent to the addresses indicated in the Membership application. The decision of the Board of Directors is incontestable and may not be motivated.

Article 4

- Duration of the status and withdrawal -

4.1. The status of Institutional Member and Member starts from the date of the acceptance resolution of the Board of Directors of the Foundation. The status persists until a resolution of exclusion is passed or until the Member (or Institutional Member) has communicated its will to withdraw.

4.2. If the Foundation's Board of Directors does not decide in favour of the applying entity's membership, the annual contribution paid shall be refunded by the Foundation to the applying entity.

4.3. Each Member or Institutional Member expresses its willingness to maintain its status from year to year by renewing its Membership application using the form provided by the Foundation, declaring the persistence of the same conditions set out in the Membership application and undertaking to pay the contribution required annually.

4.4. The Institutional Members and Members may withdraw from the Foundation at any time by giving at least 30 days' notice in the usual manner. Withdrawal does not give the right to recover the paid fee, fully or in part.

Article 5

- Exclusion -

5.1. The exclusion of a Member or Institutional Member is resolved in the manner set forth in Article 7.7 of the Constitution. The decision of exclusion is communicated to the applicant, in the customary manner, within 15 days of the meeting of the Board of Directors that passed the resolution. The resolution of the Board of Directors is final and may not be motivated.



5.2. The exclusion from the Foundation may result from failure to pay the fee required to acquire and maintain the status of Member of the Foundation. In this case, the Foundation reserves the right to terminate the enjoyment of rights by the Member even before the intervention of the resolution of the Board of Directors.

5.3. The exclusion from the Foundation may also result from serious or repeated failure to comply with specific obligations and duties deriving from the Constitution and this Regulation.

5.4. The exclusion from the Foundation does not entitle the Member to recover the paid fee and does not grant any right on the assets of the Foundation.

Article 6

- Members and Institutional Members's obligations -

6.1. Members and Institutional Members have the following obligations:

- to ensure that all its members, in every context, behave in a manner appropriate to their role in the Foundation;
- observe the Foundation's Constitution, this Regulation and any subsequent additions thereto;
- collaborate with the Foundation's bodies in pursuing its objects;
- refrain from undertaking initiatives which may collide with the Foundation's objects or that may obstacle its activities;
- contribute to the Foundation's equity or management fund in the manner and under the terms established by the Board of Directors. The Members and Institutional Members may contribute with contributions in kind by offering goods or services, subject to approval by the Foundation both as to the modalities and the extent of the contributions offered.

Article 7

- Members and Institutional Members's rights -

7.1. Members enjoy all the benefits indicated in the Membership application, which may be updated or supplemented from time to time, and also have the following rights:

- attend the annual meeting of the Foundation's Community;
- participate and be involved in the Foundation's activities aimed at fostering contacts with the other members of the Community and with the University;
- to avail themselves of the Foundation's collaboration, according to procedures to be agreed from time to time, for the management of projects, initiatives and events implemented in collaboration with the University.

7.2. Members and Institutional Members may request that their contributions be used for initiatives in the specific interests of the University to be implemented in the respective area or sector of reference,



pursuant to Articles 7.3 and 7.6 of the Constitution. The allocation of contributions must receive the approval of the Board of Directors

7.3. Institutional Members also have the right to participate in the Committee representing them and to contribute to its decisions, pursuant to the following article. Each Institutional Member has the right to stand as candidate to become Representative of the Committee.

Article 8

- Institutional Members' Committee -

8.1. The Institutional Members' Committee (the "Committee") is formed by all the Institutional Members, who are members of it for an indefinite period of time, for the duration of the relative qualification. Each Institutional Member has the right to participate in the meetings and consultations of the Committee through its own representative, whose name shall be communicated in advance to the Foundation in the usual manner, together with the indication of a possible substitute for cases in which the representative is unable to participate in one or more meetings of the Committee.

8.2. The Committee contributes to the definition of the Foundation's activities, proposing to the Board of Directors development lines and planning guidelines. In particular, the Committee may submit to the Board of Directors operational indications and proposals on the Foundation's activities, programs and objectives. The Chair of the Foundation invites the Institutional Members to appoint one or more members of the Board of Directors, according to the procedures and limits set forth in Article 10 of the Constitution. In this hypothesis, the Director General convenes an extraordinary meeting of the Committee of Institutional Members within thirty days of the Chair's formal submission. The Committee must appoint the members of the Board of Directors within sixty days of the invitation formalised by the Chair, under penalty of forfeiting this right.

8.3. The Committee is convened at least once a year by the Chair of the Foundation, who presides over it. The Committee may also meet, should it deem it necessary, at the request of one third of its members. The Secretary shall be the Director General of the Foundation.

8.4. Attendance at Committee meetings is free of charge. Minutes of each meeting shall be drawn up, signed by the person chairing the meeting and the secretary.

8.5. The Committee has the power to order the removal and, in any event, the replacement of the members of the Board of Directors appointed by it, pursuant to Article 10.6 of the Constitution.

8.6. The Committee is established when at least two Institutional Members of the Foundation are present. Until that time, this Article does not apply.



Article 9

- Representative of the Institutional Members' Committee -

- 9.1. The Representative of the Committee is appointed by the Chair of the Foundation, who chooses him/her from the three names indicated by the Committee.
- 9.2. The Representative may attend meetings of the Board of Directors on the occasion of the presentation of the annual report and in all cases in which his/her participation is expressly requested by the Board.
- 9.3. The Representative shall report to the Committee on the content of the annual report submitted by the Board of Directors in an appropriate manner.
- 9.4. The office of Representative is without remuneration and is conferred for the duration of two years, unless the subject loses the status of Institutional Member.

Article 10

- Community meeting -

- 10.1. The Community of the Foundation is made up of all the Members and Institutional Members, who are members of it for an indefinite period of time, for the duration of the relative status. Each Member or Institutional Member has the right to participate in the meeting of the Community through its own representative, whose name must be communicated in advance to the Foundation in the usual manner, together with the indication of a possible substitute, if necessary, indicated also among the other members of the Community, for cases in which the representative is unable to participate.
- 10.2. The Members and Institutional Members, at the Community meeting, contribute to the definition of the Foundation's activities and in particular may:
- express opinions, if requested by the Board of Directors, on the Foundation's activities and projects and their progress;
 - propose activities, programs, suggestions and guidelines.
- 10.3. The meeting of the Community is convened at least once a year by the Director General of the Foundation, who chairs it. The annual meeting of the Community is also attended by the members of the Board of Directors. The convocation shall be sent out at least 10 days before the meeting with an indication of the items on the agenda. Minutes of each meeting are taken, signed by the person chairing the meeting and by the secretary chosen by the chairman of the meeting from among those present.



10.4. The Director General is responsible for presenting to the Community the projects and activities that the Foundation intends to undertake for the following year. The Director General also verifies that the opinions, views and suggestions expressed by the members of the Community at the annual meeting are recorded in the relevant minutes. The minutes are then forwarded to the Board of Directors.

10.5. The Community may also meet, if it considers it necessary, at the request of one third of its members.

10.6. Participation in Community meetings is without remuneration.

Article 11 **- Online meetings -**

11.1. The meetings of the Committee and the Community may be held with participants located in more than one place, contiguous or distant, audio/video connected, provided that the principles of good faith and equal treatment of participants are respected, and in particular provided that:

- the chairperson of the meeting, also through his/her staff, is allowed to ascertain the identity and legitimacy of the participants and to regulate the proceedings of the meeting;
- the person taking the minutes is allowed to adequately perceive the events being recorded;
- the participants are allowed to take part in the discussion and to view, receive or transmit documents;
- the notice of the meeting indicates the audio/video locations connected by the Foundation, in which the participants may take part, the meeting being deemed to be held in the place where the chairperson and the person taking the minutes will be present.

Article 12 **- Use of the membership logo of the Foundation -**

12.1. All Members of the Community have the right to use the name and the membership logo of the Foundation in accordance with the relevant rules of use set out in paragraph 7 of the Membership application submitted by the Member, or in any amendments thereto.

12.2. All Members have a license to use the membership logo of the Foundation on their own websites and social networks' pages and profiles. Such license shall be non-transferable, revocable and non-exclusive and shall not give right to sublicensing. The logo may be used only in order to indicate the status of Member of the Foundation.



12.3. Further uses of the name and the membership logo of the Foundation shall be specifically authorized from time to time by the Foundation. Any use that is contrary to the principles of ethics, transparency, correctness and respectability pursued by the Foundation is in any case forbidden.

Article 13

- Register of the Members and of the Institutional Members -

13.1. The entities which obtain the status of Member or of Institutional Member shall be recorded in a specific register which shall be kept at the registered office of the Foundation and updated by the responsible of the administration.

Article 14

- Place of jurisdiction and entry into force -

14.1. For any controversy concerning the relationship between the Members (including Institutional Members), the applying entities and the Foundation, the Court of Padova (Tribunale di Padova) shall have exclusive jurisdiction.

14.2. The Regulation is made public on the Foundation's website.

14.3. This Regulation shall enter into force immediately on the date of its approval by the Board of Directors and shall be binding for all entities that have joined the Community as of 1 October 2021.

Article 15

- Final provisions -

15.1. For matters not provided for in this Regulation, the Constitution and the national and European regulations governing the subject matter shall apply.

15.2. This Regulation implements and supplements the provisions of the Foundation's Constitution. In the event of any conflict between the provisions of the Regulation and the Constitution, the provisions of the Constitution shall prevail.

15.3. The provisions of Article 8 shall enter into force upon the appointment of the Foundation's next Board of Directors, i.e. following the approval of the 2022 Financial Statements, and in any case after the Committee has been set up.