

**STANDING RULES OF THE SOCIETY**  
***"Gruppo Telecomunicazioni e Tecnologie dell'Informazione (GTI)"***  
**(Telecommunication and Information Technologies Group)**

**PART I**  
**NAME - HEADQUARTERS - DURATION**

**1) Name**

It is established hereby, in accordance with the provisions of Articles 14 and following of the (Italian) Civil Code, a non-profit Society, the name of which shall be "*Gruppo Telecomunicazioni e Tecnologie dell'Informazione (GTI)*" (i.e.: Telecommunication and Information Technologies Group) and which is hereinafter referred to as "the Society".

**2) Headquarters**

The Headquarters of the Society are in Rome, at 18 via Eudossiana, care of the Faculty of Engineering of the University of Rome "*La Sapienza*". The Assembly may also establish Sections of the Society and open secondary Offices where appropriate or useful for the better pursuit of the Society's objectives.

**3) Duration**

The duration of the Society is indefinite. The Society may be dissolved by decision of the Assembly.

**PART II**  
**PURPOSE**

**4) The Society pursues the following objectives with reference to Telecommunications and Information Technologies:**

- \* promoting and enhancing cultural activities, training and research;
- \* facilitating contacts between, on the one hand, the academic and scientific world and, on the other hand, industry, services and institutions;
- \* promoting at national level harmonized development of teaching activities in the Universities, including support to recruitment;

- \* facilitating internationalisation of teaching and research.

In the pursuit of its objectives, the Society may undertake all types of activities, including participations in the capital of other bodies, fortune management, and commercial activities, in so far as it does not acquire a prevalent or exclusive interest in them.

### **PART III MEMBERS AND RESEARCH UNITS**

#### **5) Members**

The Society may admit into membership public and private bodies as well as individuals who share the objectives of the Society, accept its Standing Rules, and are received as Members in accordance with the provisions of these Standing Rules.

Members are distinguished as among:

- **Founding** Members: i.e.: members who took part in the establishment of the Society;

- **Ordinary** Members: i.e.: individuals who apply for membership in accordance with the provisions of these Standing Rules, are subject to payment of the *ordinary* membership subscription rate and:

- A. carry out, or have carried out, research in the Telecommunications sector at Universities or public and private Research Centres or Institutions;
- B. exercise, or have exercised, professional activities in companies working in the Telecommunications sector.

Category A includes university professors and researchers with tenure: a different subscription rate may be set for them, called "*university rate*".

- **Junior** Members: i.e.: individuals who either study at an Italian University or are contracted for a period of time by such a University to do research in the Telecommunications sector (or with equivalent roles): they shall, as the case may be, pay a *junior* subscription rate and shall after one year automatically cease to be members of the Society unless they apply to the contrary;

- **Supporter** Members: i.e.: corporate bodies or individuals who, with particular contributions, gifts, or otherwise, co-operate in pursuit of the purpose of the Society: this quality is granted by decision of the Assembly together with the

determination of the amount of their respective subscription rate;

- **Honorary** Members: i.e.: individuals who have distinguished themselves in the exercise of scientific and/or professional activity in the field of Telecommunication Engineering: they are exempt of the payment of subscription rates.

An up-to-date Roster of Members is kept and shall be available on line.

## **6) Research Units**

Members will sponsor the establishment of Research Units in Universities, public and private Research Institutions, or Companies working in the Telecommunications sector; and in such bodies Members will co-operate in the attainment of societal objectives. Each University, public or private Research Institution, or Company working in the Telecommunications sector may house a single Research Unit.

## **7) Rights and Duties of Members**

All Members have equal rights and duties in the Society and, from the moment they acquire membership, shall be entitled to participate in the Assembly with voting rights. Corporate bodies shall be represented in the organs of the Society by an individual whom they will have appointed to this effect.

All Members have the right to participate in the life of the Society and in the activities that the Society initiates; in particular, all Members have the right to enter the premises of, and follow the initiatives promoted by the Society, in such a manner as respects the Bye-laws of the Society approved by the Scientific Board of Directors.

## **8) Application for Membership**

Every application for Membership of the Society shall contain a declaration to share the objectives and the engagement of the Society, and to respect its Standing Rules and Bye-laws. Application for Membership is subject to the deliberation of the Assembly. Any refusal of such an application shall be appropriately motivated and transmitted to the party concerned.

## **9) Subscription Fees**

At the time of acceptance of the application, the Member shall pay the appropriate entrance fee in the amount approved by the Assembly. The Member shall further pay the corresponding annual subscription rate in the amount and manner prescribed yearly by the said Assembly for each class of Members. Entrance fees and subscription rates are in no case transmissible or subject to

reassessment.

**10) Loss of Member Status**

Members of any class cease to belong to the Society in case of death or extinction, voluntary resignation, or protracted failure to pay subscriptions. Particularly, a Member having failed payment of the appropriate yearly subscription for over six months beyond the agreed date, automatically drops out of the Society even in the absence of a formal request of payment and/or notification of the loss of member status.

Junior Members automatically cease to be Members after one year, unless they apply to the contrary.

Upon termination of membership, a Member shall have no right to reimbursement of contributions paid, nor claim upon the assets of the Society.

**PARTIV  
ORGANISATION**

**11) The Society is organised in the following Offices:**

- \* the Assembly;
- \* the Committee;
- \* the Scientific Board of Directors;
- \* the President;
- \* the Secretary.

**12) The Assembly**

The Assembly represents the entire Membership and is the highest deliberating body of the Society; its deliberations, taken in accordance with the provisions of Law and of these Standing Rules, are binding for all Members including those who had not taken part or who dissent.

The Assembly deliberates regarding the following matters:

- i. Approval of annual budgets: closure of yearly accounts within the time-frame prescribed by Law, and budgetary provisions;

- ii. Direction of the general lines of activity of the Society;
- iii. Admission to, exclusion from, and loss of Membership;
- iv. Establishment of new Research Units;
- v. Upon proposals by the Committee, amounts of the yearly subscription rates due by Members;
- vi. Appointment of Auditors, if required;
- vii. Amendments to these Standing Rules;
- viii. Dissolution and liquidation of the Society; appointment of caretakers for such liquidation;
- ix. Any other matter regarding the management of the Society, which is entrusted by Law to the Assembly.

With a view to ensuring better efficacy to the activities of the Society, the Assembly may delegate certain of its functions to the Scientific Board of Directors or to the Committee, except points i., ii. , vi. and vii. above or such other functions as are reserved by Law to the Assembly.

The Assembly shall be convened by the President at least once a year, within three months from the closure of accounts, for approval of such accounts, of the reports on activities carried out and on those proposed for the year ahead, and for examination of the budgetary provisions.

The Assembly shall also be convened when the Committee considers it appropriate or when so requested and motivated in writing by at least 20% of the Members.

Upon convening the Assembly, notice shall be given of the day, place, time and agenda set for it, as well as of the date, time and place of "second calling of the Assembly" (*seconda convocazione*). Such notice shall be sent to all Members and delivered by any such means as shall ensure reception at least 8 days before the date appointed for the Assembly.

Assemblies may be held also at places other than the Headquarters of the Society.

Assemblies are chaired by the President of the Society, or by any other person so elected at the time by the participants; the President of the Assembly appoints the Secretary for that meeting.

Each Member has one vote and voting by mail is not permitted.

Each Member may delegate in writing another Member to represent her/him at the Assembly. No Member may hold more than one proxy from Members who do not belong to her/his Research Unit.

The records of meetings are noted in the Book of Assemblies and may be consulted by any Member upon request

The Assembly is validly held at its "first calling" (*prima convocazione*) when the majority of Members are present, or at its "second calling" (*seconda convocazione*) with the attendance of any number of Members, provided that the absolute majority of the members of the Committee are then present. The deliberations of the Assembly are approved with the votes in favour of the majority of the votes present or represented at the Assembly; except that the dissolution of the Society and the devolution of its assets, as well as amendments to the Standing Rules, require the votes in favour by three quarters of the entire Membership votes (in accordance with the provisions of Article 21, last section, of the [Italian] Civil Code).

### **13) Scientific Board of Directors**

The Society has a Scientific Board of Directors, composed of the Representatives of the Research Units, the Members of the Committee, the former Presidents, the Honorary Members, the Secretary and the President in office who chairs it.

The Representative of each Research Unit is elected by that Unit. His/her name is forwarded to the President and the Secretary. The Representatives of the Research Units automatically sit on the Scientific Board of Directors, take part in its meetings and inform the Members of their respective Unit of the Board's activities. If prevented from taking part in a meeting, the Representative of a Research Unit may delegate in writing, addressed to the Secretary of the Society, another Member of the same Research Unit to represent him/her.

The Scientific Board of Directors has the following tasks:

- \* Promoting initiatives in line with the objectives of the Society and determining the manner for their implementation as well as the Members engaged to that effect;
- \* Determining the scientific and teaching orientations of the Society;
- \* Advising the Assembly on the establishment of new Research Units or the termination of existing Units;

- \* Drawing up Bye-laws for the functioning of societal Offices and of Research Units;
- \* Advising the Assembly on proposed amendments to the Standing Rules.

The Scientific Board of Directors meets at least once a year, as well as when so deemed appropriate by the President or requested with due motivation by no less than one third of its members.

The Scientific Board of Directors elects the President of the Society, its Secretary and the Members of the Committee before the expiration of the current term of their respective offices. Elections are held on the basis of candidatures submitted to the Secretary no less than a month before the election.

#### **14) Committee**

The Society is managed by the Committee, which is composed of the President, the Secretary and 3 other Members, all elected by the Scientific Board of Directors. The Committee is convened by the President, who chairs it. It takes up office together with each new President and for the entire term of his office. In case of resignation or protracted impediment of a Member of the Committee, that Member (excluding the President) is replaced by the first non-elected. The Committee has the task of directly supporting the President in relations to exterior Bodies, in the care of the initiatives of the Society, and in matters to be submitted to the Scientific Board of Directors.

The Committee also has powers of ordinary and extraordinary administration, within the respect of the objectives and purpose of the Society, except such powers that are necessarily reserved to the Assembly or to the Scientific Board of Directors by Law or by these Standing Rules.

The Committee also makes proposals to the Scientific Board of Directors for amendments to the Bye-laws of the Society.

Members of the Committee are not entitled to any remuneration: they may only be reimbursed of duly documented expenses incurred in the performance of duties in favour of the Society.

Within two months from the end of each societal year, the Committee draws up the financial statement and the budgetary accounts for submission to the Assembly of Members, and defines the amounts of subscription rates for the following year.

The quorum for the deliberations of the Committee requires the presence in person of the majority of its Members, and decisions are taken with the votes in favour of the majority of those present. In case of equal numbers of votes for

and against, the vote of the President prevails.

The Committee, according to need and in any case upon taking office, appoints the Vice-President and the Treasurer from among its Members (President excluded). The Vice-President replaces the President in all functions in case of impediment. The Treasurer looks after all matters relating to the financial management of the Society

#### **15) Secretary**

The Secretary of the Society, elected by the Scientific Board of Directors, drafts and keeps the records of meetings of the Committee and of the Scientific Board of Directors, and takes care of communication between the Offices of the Society, as well as between those Offices and Research Units and Members. The Secretary takes up office together with each new President and for the same term of office. In case of resignation or protracted impediment, the Secretary is replaced by the first non-elected.

#### **16) President**

The President is elected by the Scientific Board of Directors, manages the Society and represents it to all effects: has the signature in the name of the Society and is the Society's legal representative to third parties and in court. The President has general responsibility for the conduct and well-functioning of the Society.

In particular, the President signs all acts engaging the Society in respect of Members or third parties.

The President supervises the implementation of the deliberations of the Assembly and of the Scientific Board of Directors.

The President looks after all initiatives of the Society and the preparation of matters to be submitted to the Committee, to the Scientific Board of Directors, or to the Assembly.

The vote of the President is decisive in case of parity of the votes in all collegiate bodies of the Society, except at elections for the renewal of offices.

In case of resignation or of protracted impediment of the President, new elections to all offices shall be held. All meetings of collegiate bodies of the Society are convened by the President, who notifies their respective agenda at least two weeks prior to the meeting.

**PART V  
TERMS OF OFFICE**

- 17)** All Officers of the Society (Representatives of Units, Members of the Committee, Secretary, President) are elective; hold term for three years and cannot be held by the same person for more than 2 consecutive terms.

**PART VI  
BUDGET AND ASSETS**

**18) Budget**

The societal year has a 12 month duration. Within 2 months from the end of each societal year, the Committee must draw up the financial statement and budgetary accounts for submission to the Assembly, together with the report on activities done and those to be done in the current year, as well as budgetary provisions for the latter.

All documents prepared by the Committee for submission to the Assembly must be sent to Members in paper or electronic format in the fifteen days prior to the date set for the said Assembly to meet. The financial statement and accounts must also include the assets and contributions received as the case may be. The financial statements and accounts as well as reports must be recorded in the books of the Society and kept in accordance with the legal provisions in force.

**19) Assets**

The Society's assets consist of:

- movable and immovable property and undivided assets that will come into the ownership of the Society;
- the endowment fund set up at the founding of the Society;
- reserve funds set aside as the case may be from budget surpluses;
- gifts, donations and bequests;
- contributions to the Society's assets made by public or private bodies or by Bank Foundations.

The Society's income consists of:

- annual subscriptions paid;
- contributions made in any form by Members;
- other contributions from public or private bodies or Bank Foundations;
- income from activities, events, or participation in the same;
- any other income concurring in increasing societal activity.

The Society, in accordance with its non-profit nature, during its whole duration cannot distribute, even indirectly, any gains or surpluses, funds, reserves or capital - except when such destination or distribution is prescribed by Law.

Any surplus from the budget upon its closure shall be devolved to increasing societal activities.

## **PART VII DISSOLUTION**

- 20)** Dissolution of the Society shall be decided by the Assembly in accordance with the provisions of Article 12 above; in such a case one or more care-takers for the liquidation shall be appointed, their powers shall be determined, and measures for the devolution of residual assets shall be defined.

The residual assets of the Society upon dissolution for any cause shall be devolved to another non profit Society with similar objectives, or to objectives of public utility.

## **PART VIII FINAL PROVISIONS**

- 21)** Any matter not provided for in these Standing Rules shall be governed by the provisions of the Law in force for legally recognised societies.