

STATUTE OF ASSOCIAZIONE GENOVA SMART CITY

Art. 1 - Name and duration

The "Genoa Smart City" Association (AGSC) is formed. The AGSC is a free de facto, non-partisan and non-political association with unlimited duration and without profit, regulated under Book I Title I Cap. III, art. 36 et seq. of the Civil Code and this Statute.

Art. 2 - Legal address

The registered office of the Associazione Genova Smart City is located at the Municipality of Genoa, Via Garibaldi 9 - 16124 Genoa.

Art. 3 - Purpose and Purpose

The AGSC Association pursues the following aims:

1. Building a project to make Genoa an intelligent or "smart" city, according to the European Commission's definition, resulting from the COM (2010) 2020 Communication of 3 March 2010.
2. Identify actions, projects and initiatives which can contribute to this end, with the aim of:
 - a) Improving the quality of life;
 - b) Safeguarding, upgrading and environmental sustainability in relation to the guidelines of European and international policies on this subject;
 - c) Economic development and employment growth;
 - d) Research support;

and) Contributing to the achievement of the objectives described by the Covenant of Mayors;

f) Collaboration between research, industry and institutions;

g) Cooperation in participation in European calls;

h) Participation in European calls in collaboration with the associates and use of their proposals

i) To promote the sharing and pursuit of the objectives of the association by companies and other economic and institutional entities;

j) The promotion of the implementation of projects by the Associates in compliance with EU principles and applicable laws.

Art. 4 – Activities

The AGSC Association, under the coordination of the Municipality of Genoa, aims to promote various activities to achieve its objectives, including:

Analysis of actions, initiatives, and proposals submitted by members, aimed at building the Genoa Smart City process;

Selection of proposals based on their alignment with objectives and compliance with the Covenant of Mayors, for their possible implementation and funding;

Development of additional proposals originating from other working groups, including external ones;

Research and implementation of innovative projects and initiatives that contribute to making Genoa a smart city;

Organization of training, outreach, and networking events related to Smart City themes and all the actions undertaken by the city in this context;

Identification and implementation, including through third parties, of training initiatives related to the Association's objectives;

Design and execution of communication, dissemination, and participation activities for the Genoa Smart City project, including through third parties;

Management of relationships with companies, institutions, associations, private individuals, and organizations involved or potentially involved in the project, including national and international institutions;
Selection of consultants for specific assignments and awarding of the same;
Any other activities useful for achieving the Association's objectives.

Art. 5 – Members

Membership is open to anyone interested in achieving the institutional objectives of the Association and who shares its spirit and ideals.

Membership is available to: institutions, associations, foundations, research centers, universities, businesses, start-ups, freelancers, and other organizations (public and private) that express an interest in the Association's objectives.

Three categories of members are established:

Ordinary Members: They commit to paying the annual fee established by the Board of Directors for the duration of their membership.

Institutional Members: Institutions and research centers exempt from paying annual fees.

Honorary Members: Members who have made or may make a significant contribution through their work, ideal support, or financial aid to the establishment of the Association; they are exempt from paying annual fees.

All members have voting rights. Membership may be obtained at any time.

Art. 6 – Admission of Institutional and Ordinary Members

The Secretariat initiates the procedural review of new membership applications to assess compliance with the requirements outlined in Article 5. Membership is subsequently ratified by the Board of Directors.

Art. 7 – Admission of Honorary Members

The title of Honorary Member is granted by the Board of Directors upon the proposal of at least three of its members.

Art. 8 – Member Conduct

All members are required to comply with the rules of this statute, as well as any internal regulations and/or ethical codes adopted by the appropriate governing bodies. In the case of behavior that is inconsistent with the Association's purposes or detrimental to its assets, the Board of Directors will intervene and apply the following sanctions:

Warning, Reprimand, Expulsion from the Association.

Art. 9 - Voting Rights

All ordinary, institutional, and honorary members who have paid their membership fees for the years preceding the current one are entitled to vote. The right to vote cannot be excluded, even in the case of temporary participation in the association's activities.

Resolutions must always receive the approval of the Municipality of Genoa, expressed by its appointed representative or, in their absence and with written delegation, by the Executive Vice President.

For decisions by the Board of Directors and the General Assembly, the President and the Executive Vice President also have voting rights. In the event of a tie, the President's vote counts as double.

In the absence of a member, the right to vote may be delegated to a representative of their organization or another AGSC member, provided written notice is given to the Secretariat beforehand.

Documents requiring approval by the Association's governing bodies must be made available at least seven days in advance.

Art. 10 - Resources and Contributions

The Association's economic resources consist of:

Assets, both real estate and movable property;

Contributions;

Donations and bequests;

Reimbursements;

Marginal commercial and productive activities;

Any other type of income.

Member contributions include registration and annual fees, as outlined in Appendix "A," which are periodically reviewed by the Board of Directors, as well as any extraordinary contributions determined by the Assembly. The registration fees must be paid upon joining, and annual fees must be paid according to the timelines specified in Appendix "A."

Monetary donations, gifts, and bequests are accepted by the Assembly, which decides on their use in accordance with the Association's statutory purposes.

It is prohibited to distribute, even indirectly, profits or operational surpluses, funds, reserves, or capital during the Association's existence unless mandated by law.

An inventory of assets is maintained by the Executive Vice President or the Secretary-General. If deemed necessary, the AGSC may engage a professional accountant, selected by the Board of Directors through a specific resolution, to ensure effective financial management and proper bookkeeping.

Art. 11 - Withdrawal, Suspension, and Expulsion

A member intending to withdraw from the Association must notify the Board of Directors or the Executive Vice President in writing. Until that time, they are required to pay any membership fees due for the current year.

A delay of three months in paying the previous year's annual fee, if applicable, will result in suspension of membership rights until the payment is regularized.

Unjustified absence from more than four meetings of the Board of Directors (for board members) or the Assembly (for all members) will result in suspension of membership rights until the suspended member attends their next meeting.

Expulsion may be decided by the Board of Directors upon the proposal of the President or Executive Vice President if it is determined that a member is acting against the Association's purposes, hindering its activities, or violating the ethical principles and behavioral standards outlined in the Code of Ethics, or if the delay in fee payment exceeds six months.

Art. 12 - Financial Year and Budgets

The financial year begins on January 1 and ends on December 31 of each year.

The Board of Directors prepares the budget forecast and annual accounts.

The budget forecast and annual accounts must be approved by the Ordinary Assembly each year by April and made available to all members for review prior to the meeting.

Art. 13 - Association Bodies

The Association's governing bodies are:

The General Assembly;

The Board of Directors;

The President;

The Executive Vice President;

The Secretary-General.

Art. 14 - General Assembly

The General Assembly is the Association's deliberative body and serves as the primary forum for discussion, ensuring proper management of the Association. It comprises all members, each of whom is entitled to one vote, regardless of their membership fee.

The Assembly is convened by the President or Executive Vice President at least once a year or whenever necessary, or upon request by the Board of Directors or at least one-tenth of the members.

The Assembly may be ordinary or extraordinary and is not valid without the presence of the Municipality of Genoa's representative or, in their absence and with written delegation, the Executive Vice President.

For the validity of the sessions, both the President and the Vice President must be present unless exceptional circumstances prevent one from attending. In such cases, the absent official may delegate their functions to the other.

The Ordinary Assembly is validly constituted on first call if the majority of members are present; on second call, it is valid regardless of the number of attendees, provided at least three members are present. Resolutions are passed by a majority of those present with voting rights. From the date of the first call, each member has five days to propose additional agenda items in writing to the Association's governance.

The Extraordinary Assembly meets in a single session and is validly constituted if at least two-thirds of the members are present. Resolutions are passed by a majority of those present.

In both cases, the Assembly is convened via notice published on the Association's website and through other suitable means, such as written email communication, at least seven days before the Assembly date. Resolutions and meeting minutes, drafted by the Secretary-General or their delegate, must be shared with all members via email and published on the Association's website. Attachments to the minutes include resolutions, budgets, and financial statements approved by the Assembly.

Art. 15 - Duties of the Assembly

The Ordinary Assembly has the following duties:

Notes the appointment of the President and Executive Vice President, as designated by the Mayor of Genoa;

Elects the Board of Directors;

Elects the Secretary-General;

Elects the Board of Auditors or Sole Auditor;

Approves the budget forecasts and annual accounts;

Approves any internal regulations and/or ethical codes;

Votes on proposals submitted by the Board of Directors or at least 10% of the members.

The Extraordinary Assembly decides on:

Amendments to the Statute;

Possible transformation or dissolution of the Association;

Revocation of the Board of Directors.

Ordinary and Extraordinary Assemblies are chaired by the President or, in their delegation, by the Executive Vice President.

Art. 16 - The Board of Directors

The Board of Directors is composed of:

- The President

- The Executive Vice President

- A maximum of seventeen members elected by the Assembly, representing all categories of members according to the following structure:

a) Five members for each of the five participating institutions: Liguria Region, Metropolitan City of Genoa, Genoa Chamber of Commerce, Port System Authority of the Western Ligurian Sea, and the Municipality of Genoa, provided the Association's President is not part of the municipal administration;

b) Three seats reserved for all associated research centers, the University of Genoa, CNR, and IIT;

- c) Two members representing member companies with more than 500 (five hundred) employees;
- d) One member representing e-distribuzione as a founding member;
- e) Two members representing medium-sized companies with 100 (one hundred) to 500 (five hundred) employees;
- f) Two members representing small businesses with fewer than 100 (one hundred) employees and startups;
- g) One member representing Associations;
- h) One member representing Confindustria.

Candidacies for the positions reserved for companies, startups, and associations (as described in points c, e, f) must be submitted to the Association Secretariat, based on the categories specified in Annex A of this Statute. The Secretariat will process the applications, which will then be evaluated and submitted to the Assembly for voting. If the number of candidates exceeds the number of positions specified in points c), e), and f), the Assembly will elect members of the respective categories by a majority vote of those present with voting rights.

The number of Board members may be adjusted to ensure fair representation in case of an increase or decrease in membership. The Assembly will evaluate and vote on any proposed adjustments to the Board composition.

The Board of Directors is validly constituted when at least nine members are present, including the representative of the Municipality of Genoa, who may delegate the Executive Vice President in case of absence or impediment. If no representative of the Municipality of Genoa is present, the meeting is not considered valid.

All Board members, including the President and the Executive Vice President, have voting rights. Board members serve without remuneration and hold office for three years. The Board of Directors may be revoked by the extraordinary Assembly, with the presence of at least two-thirds of the members and a favorable vote of the majority of those present.

The Board of Directors is chaired by the Executive Vice President or, in their absence, by the President. If neither the Executive Vice President nor the President is present, the meeting is not considered valid.

Art. 17 - Duties of the Board of Directors

The Board of Directors is the executive body of the Association. It meets at least twice a year and is convened by:

The President or the Executive Vice President;

The President, upon the justified request of at least three Board members, within fifteen days of the request;

The President, upon the justified request of at least 30% of the members, within fifteen days of the request.

The Board of Directors has all powers of ordinary and extraordinary administration. Within the limits set by the Assembly, it holds the broadest powers to decide on initiatives to be undertaken and criteria to be followed to achieve the Association's goals, implement programmatic resolutions of the Assembly, and direct and administer the Association.

In ordinary management, its duties are:

Preparing documents to be submitted to the Assembly;

Formalizing proposals for the management of the Association;

Drafting the budget, including specific forecasts of income and expenses for the following financial year;

Authorizing, if necessary to ensure the effectiveness and timeliness of an urgent and appropriate action, extraordinary expenses not included in the budget, which must later be reported to the Assembly;

Determining the amounts of annual dues for various categories;

Defining organizational and operational methods for the structure;

Drafting any regulations to be submitted to the Assembly for approval;

Periodically verifying the Association's activities and their alignment with its objectives;
Reporting to the Assembly at least once a year on the Association's activities;
Approving project proposals from thematic Working Groups and overseeing their activities;
Approving sponsorships, grants, or other contributions to support initiatives aligned with the Association's principles and goals;
Approving Advisor applications.

The resolutions of the Board and the minutes, prepared by the Secretary-General or their delegate, must be communicated via email to all Board members.

The Board of Directors may request the convening of the Assembly.

Art. 18 - The President

The President ensures coordination between the Association's activities and municipal operations. Together with the Executive Vice President, the President aligns with the Municipality of Genoa's objectives concerning the Genoa Smart City project, revising its guidelines to define the Association's overall strategy and action.

For this reason, the President is appointed by the Mayor of Genoa, holds office for two years, and can be reappointed.

In any case, with the election of a new Mayor, a new President must be appointed. Until this appointment, the outgoing President remains in office.

The President is the institutional representative of the Association and promotes its interests externally. They convene and chair the Assembly and the Board of Directors, organizing the agenda in agreement with the Executive Vice President. The President may delegate specific functions to the Executive Vice President.

Art. 19 - The Executive Vice President

The Executive Vice President serves a two-year term, is eligible for reappointment, and is the Association's legal representative in all respects.

The Executive Vice President is appointed, along with the President, by the Mayor of Genoa from among the managerial staff of the Municipality of Genoa.

The Executive Vice President:

Signs all administrative documents of the Association;

Opens and closes bank and postal accounts and manages receipts;

Grants special powers of attorney to members for various activities, subject to Board approval;

May be delegated by the representative of the Municipality of Genoa to attend and vote in their place at the Assembly and Board of Directors meetings;

May undertake other functions delegated by the Association's President.

The Executive Vice President remains in office until the election of a new Mayor, who will appoint a new Executive Vice President. Until the new appointment, the outgoing Executive Vice President remains in office.

Art. 20 - The Board of Auditors or Single Auditor

When required by law or decided by the Assembly, the Association appoints a supervisory body consisting of either a Board of Auditors with three members or a Single Auditor.

Members of the supervisory body must be registered in the Register of Auditors.

Art. 21 - General Secretary of the Association

The General Secretary is responsible for the administrative and organizational matters of the Association and is appointed by the Executive Vice President from among the employees of the Municipality of Genoa with the qualification of official.

The General Secretary:

Coordinates the operations of the Association and implements decisions made by its bodies;

Prepares the Annual Action Plan, which must be presented to the Board of Directors for approval;

Examines and evaluates the execution of the work program and the list of priorities;

Studies and prepares the annual budgets;

Oversees the preparation of the budget and analyzes, in particular, income and expenses;

Manages the drafting and ensures the publicity and conservation of the minutes of the Assembly and the Board of Directors.

The General Secretary reports to the Executive Vice President and the President. The General Secretary attends the meetings of the Assembly and the Board of Directors either in person or through a delegate.

Art. 22 – The Association Secretariat

To ensure effective operational management of the activities and tasks of the Association, as well as to carry out its functions, the General Secretary is supported by the Association Secretariat. The Municipality of Genoa may assign staff to the Association Secretariat, which must operate under the coordination of the General Secretary and the supervision of the Manager of the Municipality of Genoa, responsible for the direction of the Genoa Smart City Association office.

The Manager in charge of the Secretariat's management supports and assists the activities of the Association and contributes to ensuring its coordination with the Municipality's actions. Secretariat staff and the Manager attend the Board and Assembly meetings as auditors to ensure the proper conduct of the meetings and to guarantee adequate connection between the strategic-decision-making phase and the implementation phase.

Art. 23 – Thematic Groups

The Genoa Smart City Association may establish Working Groups to support its activities aimed at achieving the objectives set forth in this statute. The specific responsibilities and operational procedures of these groups must be defined by the Board of Directors.

Art. 24 – Advisors

The AGSC may enlist the collaboration of industry experts as Advisors to propose ideas or collaborate on initiatives aimed at achieving the Association's objectives. The proposal for these positions must be presented by the President or the Executive Vice President to the Board of Directors, which will evaluate the proposed candidacy and decide whether to accept it.

Art. 25 - High Technology Referent (HTR)

The High Technology Referent is a high-profile figure with extensive knowledge and expertise in the technology field, whom the Association may consult for support in implementing advanced technological solutions.

The proposal for these positions may be presented by the President or the Executive Vice President to the Board of Directors.

The High Technology Referent attends the Board and Assembly meetings as an auditor to support their technical-scientific activities in the High-Tech field.

Art. 26 – Independent Work Services

The AGSC may utilize independent work services or other services, including from its own members, when necessary to pursue the goals outlined in this statute and upon prior approval by the Board of Directors.

Art. 27 – Dissolution

The dissolution of the Association is decided by the Extraordinary Assembly, with the presence of at least two-thirds of the members and a favorable vote from the majority of those present.

The remaining assets of the entity must be donated to the Municipality of Genoa for public utility purposes.

Art. 28 – Compensation

All elective positions are unpaid.

Members of the Board of Directors are entitled only to reimbursement for documented expenses, which must be pre-approved by the Executive Vice President.

Any fees may be set by the Board of Directors. The expenses incurred by the Executive Vice President and General Secretary in carrying out their functions may be advanced or reimbursed upon approval by the Board of Directors. The reimbursement of expenses approved by the Board of Directors and substantiated by receipts, incurred by members for activities carried out for the Association, is permitted.

Art. 29 - Statutory Amendments

Any amendment to this Statute must be proposed by the Board of Directors and adopted by the Extraordinary Assembly, with the presence of at least two-thirds of the members and a favorable vote from the majority of those present.

Art. 30 – Telecommunication

Participation in meetings of the Association's bodies may also occur remotely, according to methods defined by each body.

Meetings can take place via audio/video conferencing or teleconferencing, provided the following conditions are met, which must be noted in the relevant minutes:

The identity and legitimacy of the participants can be verified, the conduct of the meeting can be regulated, and the results of voting can be confirmed and announced;
The Secretary can adequately capture the events subject to documentation;
Participants can simultaneously engage in discussion and voting on agenda items.

Art. 31 – Miscellaneous

For matters not provided for in this Statute, the applicable laws in force shall apply.