

## *Statute*

### ***International Master in Public Procurement Management Alumni Association***

#### **Art. 1 Name, registered office, duration, recognition**

The Association named the “International Master in Public Procurement Management Alumni Association”, abbreviated as “IMPPM Alumni” (“the Association”), is established in Rome with its registered office in Via Columbia, 2, c/o Segreteria International Master in Public Procurement Management, University of Rome Tor Vergata, 00133, Rome, Italy in accordance with Article 18 of the Constitution and Article 36 et seq. of the Civil Code of the Republic of Italy.

The Association is a non-profit, non-political, non-sectarian organization and is established for an indefinite period.

The Association is sponsored by the European Bank for Reconstruction and Development (“EBRD”) which incentivizes the activities of IMPPM and of the Association also by sharing procurement good practices.

The University of Rome Tor Vergata allows the use of the logo in the official events and publications within the limits provided for in the University guidelines. The logo can not to be used for commercial purposes. The use of the logo must be expressly authorized by the Rector in advance and in writing on a case by case basis.

#### **Art. 2 Objectives**

The main objectives of the Association are (i) to provide an opportunity for procurement professionals to enhance their knowledge and skills in procurement, which will assist them in personal and professional development, and (ii) to foster networking among procurement professionals worldwide.

The Association carries out a broad set of activities both in Italy and internationally, including but not limited to:

- i. Active support to IMPPM;
- ii. Strengthening of procurement network and mutual assistance among its Members;
- iii. Promotion of best practices in public procurement;
- iv. Support to capacity building activities in public procurement;
- v. Organization of periodic workshops on contemporary issues in procurement; and
- vi. Analysis on wide range of public procurement topics and issuing publication.

In pursuing its objectives, the Association shall seek cooperation from its Sponsors and other European and International institutions and/or organizations which contribute to promote knowledge and good practices in the field of procurement.

#### **Art. 3 Members**

The Association includes the following five membership categories:

- i. Ordinary Members
- ii. Honorary Members
- iii. Permanent Members
- iv. Financing Members
- v. Founding Members

Ordinary Members are those who completed or are completing the IMPPM or any of its twin Master Programmes (e.g. Master in Public Procurement Management, MPPM, at the University of Belgrade) and are admitted to the Association upon their request.

Honorary Members are scholars and procurement professionals who are, or have been for at least two (2) Academic Years, members of the Scientific Committee, Executive Committee and/or teaching staff of IMPPM.

Permanent Members are the current Director of IMPPM and one representative nominated by the EBRD for a three (3) year period.

Financing Members are physical entities or representatives of juridical entities that (i) believe in the mandate of the Association and (ii) comply with the requirements of probity and honesty set by the Board of Directors. Financing Members are admitted to the Association upon payment of the annual fee in the amount corresponding to their category.

Founding Members are those Ordinary Members who have signed the Constitutive Act.

Membership is terminated on a voluntary basis or upon request of the Board of Directors. Membership may be terminated by written resignation of the Member or by disciplinary action taken by the Board of Directors. The latter can occur due to personal misconduct including, but not limited to, unlawful conduct and/or ill intent of the Member to damage the reputation of the Association and/or its finances, and/or its assets.

Each Member shall have the right and opportunity, without any unreasonable distinction and/or restriction:

- i. to actively participate in the official meetings, assemblies and events organized by the Association;
- ii. to vote during the official meetings of the Association according to the rule one Member – one vote;
- iii. to vote and to be elected at formal and periodic elections called to appoint the governing bodies of the Association.

Meetings and elections shall be held periodically and promote the free and costless expression of the will of the Members.

Members of the Association shall:

- i. act in accordance with this Statute, the Constitutive Act and the bylaws of the Association;
- ii. support the Association in meeting its objectives.

Members, as well as external donors, can make financial contributions to the Association on voluntary basis and in the form of donations.

#### **Art. 4 Bodies of Association**

The main bodies of the association are:

- i. The Assembly
- ii. The Board of Directors
- iii. The Chairman
- iv. The Advisory Board

#### **Art. 5 Assembly**

The Assembly is composed of Ordinary Members, Honorary Members, Permanent Members and Financing Members.

The Assembly elects the Chairman of the Association and then separately the five (5) Members of the Board of Directors in accordance with Articles 6 and 7 of this Statute. Elections shall take place every two (2) years by simple majority of the casted votes. Votes shall be casted using electronic means in order to guarantee the costless participation of every Member.

The Assembly approves annually by simple majority of the assisting Ordinary Members the estimated and the final balance sheet within the deadline established by its bylaws, and lays down general guidelines for Association activities, which must be agreed upon by the Board of Directors. The Assembly also makes decisions on all matters tabled on the Agenda by the Chairman.

The Assembly is convened and presided by the Chairman at least once a year and when it is deemed necessary by the Chairman or when it is reasonably requested by at least one tenth (1/10) of the Ordinary Members. The Assembly is convened by an e-mail sent to all Members allowed to attend at least seven (7) business days prior to the meeting. Along with an email invitation, a notice must be placed on the website of the Association.

The Chairman decides the Agenda for each meeting of the Assembly. Other matters may be placed on the Agenda if requested in writing by at least one fourth (1/4) of the Ordinary Members no less than four (4) business days prior to the meeting.

The Assembly is valid independently from the number of Members present unless the bylaws of the Association prescribe otherwise. Decisions are made by a simple majority vote.

Delegation of vote is allowed and shall be notified in writing to the Chairman and to the Secretary of the Association prior to the relevant meeting, allowing adequate time to register the delegation. Adequate time shall in no case be less than three (3) days from the date of the relevant meeting. Each Member shall not receive more than two (2) delegations of vote.

#### **Art. 6 Board of Directors**

The Association is directed and administered by a Board of Directors composed of:

- i. The Chairman
- ii. The Treasurer
- iii. Four (4) Councillors
- iv. One (1) IMPPM Representative nominated by the Director of IMPPM (“IMPPM Representative”)

The Board of Directors shall remain in office for two (2) years and its appointment shall correspond to the one of the Chairman. Article 7 describes the procedure for proposing and electing the Board of Directors.

The Board of Directors is convened by the Chairman, or by the IMPPM Representative, in writing at least seven (7) business days prior to the date of the meeting.

The Board of Directors is the governing body of the Association and has undisputed authority to decide about admission and exclusions of Members, with the exception of the admission of an Honorary Member, whose candidacy is brought forward in front of the Assembly.

The Board of Directors submits the Statute of the Association and the Rules of the Association to the Assembly for approval and/or revision, in accordance with Article 14 of this Statute.

Meetings of the Board of Directors are valid if at least two-thirds (2/3) of the Councillors are present. The Board of Directors may also meet in video or audio conference or by any other legally suitable means. Decisions are made by a simple majority vote of those present. If the votes are equal, the vote of the IMPPM Representative is decisive for the approval of decisions. In order to guarantee the regular work of the Board of Directors, after 3 consecutive unjustified absences by a Board Member to meetings, the Board of Director can decide to substitute such Board Member by a simple majority vote of those present.

The Board of Directors has the responsibility of the ordinary administration of the Association and decides based on votes in favour of the simple majority of its Members. In any case, decisions have to be made according to this Statute and other bylaws of the Association.

#### **Art. 7 Chairman**

The Chairman is the legal representative of the Association. He/She promotes and co-ordinates the activities of the Association and ensures that it works well.

The Chairman of the Association shall:

- i. convene and preside over the meetings of the Board of Directors and of the Assembly;
- ii. propose to the Assembly new Members of the Board of Directors;
- iii. create a budget and manage the finances and assets of the Association in cooperation with the Treasurer, including an annual audit;
- iv. set the annual Agenda of the Association;
- v. be the official representative of the association during official meetings and events; and
- vi. countersign all the relevant acts approved by the governing bodies of the Association.

The Chairman shall be an Ordinary Member of the Association and shall be elected in accordance with Article 5 of this Statute. The Chairman shall remain in office for two years and its appointment shall correspond to the one of the Board of Directors and of the Advisory Board.

In order to ensure the line of succession, each Chairman shall be elected in the year that precedes his/her taking office, thus becoming Designated Chairman. During the months prior to his/her office, the Designated Chairman shall propose to the Assembly the composition of the Board of Directors, with the only exception of the IMPPM Representative. The composition of the Board of Directors shall be approved in accordance with Article 5 of this Statute. The Designated Chairman shall allow the Assembly sufficient time to approve or reject the proposed composition of the Board of Directors.

In cases when the Chairman is not able to carry out its normal functions, the IMPPM Representative should act as Vice-Chairman to carry out the role of the Chairman until the Chairman resumes or until a new Chairman is appointed by the Assembly.

#### **Art. 8 Treasurer**

The Treasurer is among the five (5) Members of the Board of Directors proposed by the Chairman and elected by the Assembly, in accordance with Art. 7 of the Statute.

He/She is responsible for the financial administration of the funds of the Association and performs all duties necessary to their management, according to this Statute and other bylaws.

The Treasurer of the Association shall:

- i. manage the finances and assets of the Association in cooperation with the Chairman, including an annual audit;
- ii. collect and submit dues and donations;

In accordance with Article 12 of this Statute, the budget of the Association and the final balance sheet for each financial year must be prepared by the Treasurer and submitted for approval before the Assembly. These documents shall be countersigned by the Chairman.

#### **Art. 9 Secretary**

Once the Board of Directors is elected, it nominates a Secretary among its Members, typically its youngest Member.

The Secretary of the Association shall:

- i. prepare and issue Agendas and minutes of official meetings;
- ii. send formal and timely notice and minutes of meetings to all Members;
- iii. maintain registers and records of the Association including minutes of the meetings and information related to its Members (names, addresses, contact details);
- iv. respond to general duties as directed by the Association.

Minutes of each official meeting shall be diligently recorded and timely sent to each Member of the Association by the Secretary and shall be countersigned by the Chairman. Each Member shall be allowed adequate time to propose changes and amendments to official minutes. Adequate time shall in no case be less than fourteen (14) days from the date minutes have been sent to the Member.

### **Art. 10 The Advisory Board**

Members of the Advisory Board must have achieved recognition in the professional or academic world. The Advisory Board operates as an advice-giving entity always regarding the mandate of the Association to develop and strengthen the IMPPM social network. In addition, the Advisory Board assists the Board of Directors in defining the general guidelines of the Association.

The Advisory Board is made up of at least three (3) up to a maximum of ten (10) Members.

The Members of the Advisory Board are appointed by the Board of Directors with a simple majority of the Members present. The Advisory Board is normally appointed at the first official meeting of the Board of Directors.

The nomination of each Member of the Advisory Board shall be motivated by the Board of Directors.

The Advisory Board shall remain in office for two (2) years and its appointment shall correspond to the one of the Chairman, as for the Board of Directors.

The appointment of a Member of the Advisory Board may be revoked by the Board of Directors in case of unjustified absence in at least three (3) consecutive meetings.

### **Art. 11 Non-remuneration and duration of positions**

All positions related to the main Bodies of the Association are honorary and without remuneration.

The Chairman, the Advisory Board and the Board of Directors shall remain in office for two (2) years, from January 1<sup>st</sup> of year X to December 31<sup>st</sup> of year (X+2).

Members of the Board of Directors, with the exception of the IMPPM Representative, of the Chairman and of the Treasurer, shall not be elected for more than two (2) consecutive mandates. Members of the Advisory Board can be reappointed without any restrictions.

The Chairman, the Members of the Board of Directors and of the Advisory Board may submit a written resignation from the position or may be removed from such position in case of disciplinary action taken by the Board of Directors due to personal misconduct. Personal misconduct may be caused by the unlawful conduct and/or ill intent of the Member to damage the reputation of the Association and/or its finances, and/or its assets.

It is desirable that all Bodies of the Association are composed in such a way that rotation and adequate representation of different countries, cultures, genders and editions of IMPPM is guaranteed.

#### **Art. 12 Association funds and administration**

The Association funds consist of:

- i. the voluntary membership fees;
- ii. goods and properties purchased by the Association;
- iii. closure of the balance sheet and any surplus;
- iv. disbursements, donations and legacies.

The financial year begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year.

The Chairman of the Association, together with the Treasurer and the Board of Directors, is responsible to manage the funds and assets of the Association. Both the Chairman and the Treasurer have the power to administer separately the bank accounts of the Association.

It is forbidden to distribute, even indirectly, profits or surpluses, funds or reserves during the life of the Association unless it is required by the law.

The Association shall not engage in loans to finance its activities. At the end of an accounting period, any surplus of funds shall be carried over to the next period.

The Chairman of the Association, together with the Secretary, is responsible for the correct keeping of the registers of the Association and, in particular, of the membership register, the Assembly register and the Board of Directors register.

#### **Art. 13 Dissolution and liquidation**

The Assembly may determine the dissolution of the Association with the favourable vote of two thirds (2/3) of its Members. In order to have a valid vote, the Assembly shall meet the constituting quorum of eighty (80) percent of its Members.

The Secretary of the Association shall send adequate notice to each Member of the Association at least three (3) months prior to the date in which the vote will be held. The notice shall contain the reasons for dissolution.

In case of dissolution, the Board of Directors shall, on behalf of the Association, liquidate the assets, pay the debts and expenses of the Association, including as appropriate entering into agreements with creditors for the satisfaction thereof. The Board of Directors shall prepare a report of the proceedings which shall be sent to each Member. The Board of Directors may be assisted by a liquidator.

The remaining assets and funds of the Association shall be alienated to charitable uses and shall in no case be distributed among the Members of the Association. Any surplus may be assigned to IMPPM for the purpose of funding scholarships for the most deserving students.

#### **Art. 14 Statute and Local Chapters**

The activities of the Association shall be regulated by this Statute and other bylaws.

This Statute and any future amendments shall be approved by the Assembly with the two-thirds (2/3) majority of the total number of its Members. No constituting quorum is required.

The organization and activities of Local Chapters shall be determined by its Members after prior approval by the Board of Directors.

In the case of a controversy among Members and the Association or among Members only, and for any questions concerning the Association, the Board of Directors will accept the indisputable decision of the College of Arbitrators that will be designated by the Director of IMPPM.

Any matters not covered by this Statute will be decided with reference to the Civil Code of the Republic of Italy.