



Centro
di Ricerca e
Documentazione
Luigi Einaudi

ARTICLES OF ASSOCIATION
OF THE RESEARCH AND DOCUMENTATION CENTER
"LUIGI EINAUDI"

Art. 1 – Name and location

1. An association named RESEARCH AND DOCUMENTATION CENTER "LUIGI EINAUDI" has been established with registered office in Turin.

Art. 2 – Purposes

1. The Centro Einaudi bases its action on the principle of "to know in order to deliberate", as well as to the other principles, lessons and methods of Luigi Einaudi: "As liberals, we want what is good for the spiritual growth, improvement, and enrichment of the human being; everything that may recreate and strengthen in the Italians the awareness of their dignity as men/women and citizens. We do not want, and we will resolutely reject, all that contributes to make man/woman a servant, an employee, a conformist, a repeater of passwords, and general sentences. The only criterion of political truth, like any other truth, is the right to [...] criticize the existing legal systems and the men in power [...]. Of the current social structure, we need to preserve all that and only what guarantees the freedom of human beings against the omnipotence of the State and the private arrogance".

2. The Centro Einaudi is a non-profit organization with the main aim of studying, proposing and disseminating, independently, liberal solutions to the problems of modern societies and economies, in line with principles and method recalled in the previous paragraph, also undertaking to spread the culture of civil responsibility among citizens. In application of these principles, Centro Einaudi takes a stand in the economic, legal and political debate, with educational activities, publications, studies and research projects using all tools, also of digital type, to be pro-actively present in the context of the Italian and European culture.

3. The Centro Einaudi has its headquarters in the Piedmont Region.

Art. 3 - Members of the Center

1. Membership of the Centro Einaudi is subject to compliance with the principles set out in Article 2 of the Articles of association.

2. There shall be two categories of membership: Ordinary or Honorary.

3. Individuals and legal persons of any nationality who share the principles and aims of the Centro may join as Ordinary Members. The Steering Committee approves the status of Member upon a proposal of the Membership Committee. Membership fees are not transferable. Membership to the Center is permanent unless terminated by notification to the Steering Committee. Without prejudice to public or private bodies already associated.

4. The relatives in the direct line of Fulvio and Alberto Guerrini, if they request it, are to be considered as ex-officio members.

5. The Founding Members and the individuals who are comparable to the Founding Members for the importance of the contribution provided to support the Center's values, become Honorary Members after resolution adopted unanimously by the Steering Committee.

Art. 4 – Assets

1. The asset of the Einaudi Center consists of movable and/or immovable properties, any legacies or donations from public and private entities.
2. Revenue consists of:
 - a) membership fees paid by members;
 - b) any other revenue and acquisitions;
 - c) research and/or their proceeds and/or more generally from the activities of the Center;
 - d) donations;
 - e) State subsidies;
 - f) subsidies from national, European, and international public and private bodies.
 - g) local subsidies

Art. 5 – Bodies

1. The bodies of the Einaudi Center are:
 - a) the Assembly of Members;
 - b) the Membership Committee;
 - c) the Steering Committee;
 - d) the President;
 - e) the Vice-President;
 - f) the Scientific Committee;
 - g) the Director;
 - h) the Auditor.
2. All the meetings of the collegial bodies of the Centro Einaudi may also be held by electronic means.
3. With the exception of the Director, the members of the bodies of the Centro Einaudi shall receive no remuneration, but only the refund of duly documented expenses.

Art. 6 - Assembly of Members

1. The Einaudi Center Assembly of Members, composed by the Members who are up-to-date with the payment of the membership fee, shall elect the Steering Committee, the Membership Committee, and shall appoint the Auditor. The Assembly shall discuss and approve the estimated budget and the final balance sheet, and shall decide the topics on the agenda.
2. The Assembly of Members shall be convened by the President or, in his/her absence, by the Vice-President or by the most senior (in age) member of the Steering Committee at least once a year or when the convocation shall be requested by at least one-third of the Members to discuss specific topics.
3. The communication of the convocation shall be given at least fifteen days before the date established, indicating the location, the day and time of the meeting and the agenda.
4. The Assembly of Members shall be valid when at least two-thirds of the Members are present in person or by proxy. In the second call, the Assembly shall be valid with the presence, in person or by proxy, of at least one-third of the members. By proxy, each Member can represent a maximum of three other Members.
5. For resolutions regarding the Articles of association and the appointment of the association's governing bodies, the Assembly shall consist of all the Members up-to-date with their membership fees. In this case, the Assembly shall be deemed validly

constituted on the first call with the presence, in person or by proxy, of at least two-thirds of the Members and in the second call whatever the number of Members presents with the favorable vote of three-quarters of the Members present.

Art. 7 – Membership Committee

1. The Assembly of Members shall elect the Centro Einaudi Membership Committee from among its members. It shall be composed of three to five members with a term of office of three years and, more specifically, until the approval of the balance sheet for the last year of office. Its members cannot be members of the Steering Committee and shall be eligible for re-election.

2. The Membership Committee shall propose to the Steering Committee the acceptance of new Members.

3. The Membership Committee shall propose to the Steering Committee modalities and initiatives for the active participation of the members in the activities of the Center.

4. The Membership Committee shall decide by a majority vote of those present. Its meetings are chaired by the oldest member of the Committee in terms of membership, who shall appoint a secretary to draft the minutes.

Art. 8 – Steering Committee

1. The Assembly of Members shall elect the Centro Einaudi Steering Committee from among its members. It shall be composed of five to eleven members with a term of office of three years and, more specifically, until the approval of the balance sheet for the last year of office. Its members cannot be members of the Membership Committee and shall be eligible for re-election.

2. The Steering Committee shall be vested with all powers of ordinary and extraordinary administration, save for those reserved to the Assembly.

3. In particular, The Steering Committee:

a) shall appoint the President and Vice-President from among its members;

b) shall appoint the Scientific Committee;

c) shall appoint the Director and shall establish the relevant annual remuneration;

d) shall authorize the study, research, and documentation programs indicated by the Director and identified by the Scientific Committee, deciding in relation to all the expenses resulting from their implementation;

e) shall decide on the granting of proxies for the execution of specific tasks;

f) shall deliberate on the proposals of the Membership Committee for the admission of new Members.

4. The Steering Committee shall decide by a majority vote of those present.

5. The resolutions for the appointment of the governing bodies and those that envisage expenditure commitments shall require a majority of at least two-thirds of the members.

6. Voting is open; in the event of a tie, the vote of the President shall be decisive.

7. The Steering Committee shall meet at least four times a year.

8. Meetings shall be convened by the President or, in case of his/her absence or impediment, by the Vice-President or by the majority of the members with notice sent by any means suitable to ensure proof of receipt at least five days before the meeting.

9. Meetings shall be chaired by the President or, in case of his/her absence or impediment, by the Vice-President or by one of the members of the Committee appointed by those present.

10. The chairman of the meeting shall appoint a secretary, even external to the Committee, to draft the minutes.

11. The Director usually participates in the meetings of the Steering Committee and the members of the Scientific Committee may be invited, both with no right to vote.

12. In order to enhance the ability of the Members to provide a cultural and scientific contribution to the work of the Center, the Steering Committee may set up working groups that may be extended to external subjects to deepen specific topics and sectors of study.

Art. 9 – Scientific Committee

1. The Scientific Committee of Centro Einaudi is appointed by the Steering Committee, it may consist from five to fifteen members with a term of office of three years.

2. The members of the Scientific Committee are chosen among key figures in the cultural, science and business world, they may also not be members of Centro Einaudi but share the core values and inspiration set forth by art. 2 of the Articles of association.

3. In order to guarantee their total autonomy, except for their participation in the Assembly of Members, the members may not be part of other bodies of Centro Einaudi and can remain in office for several years.

4. The Scientific Committee appoints a Chairman from among its members, establishing the duration of the appointment.

5. The Committee avails itself of the collaboration of the offices of Centro Einaudi.

6. The Scientific Committee shall meet at least twice a year; the President and Director generally take part to the meetings, both with no right to vote.

7. The Scientific Committee provides consultancy services based on the research and study programs of Centro Einaudi, it proposes themes and research projects deemed important and relevant in its own discretion. It provides independent contributions in the cultural and scientific sector of the Center, in collaboration with the Steering Committee.

8. The Scientific Committee presents a “report on the state of liberalism and freedoms in Italy”, on an annual basis.

Art. 10 – President

1. The President of the Centro Einaudi shall be appointed by the Steering Committee, shall act as legal representative of the Center before third parties and in court and shall bear the responsibility for its functioning. The President shall be vested with all the powers, separated from the other members of the Steering Committee, for the ordinary administration in connection with the approved activity plans. In particular, the President shall take care of the effectiveness of decisions of the Steering Committee, shall provide for the functioning of the Centro Einaudi, shall take care of the administration, shall keep the documentation, may open current bank accounts and arrange for anything else necessary for the operation of the Centro Einaudi.

2. The President shall remain in office for the duration of the Steering Committee and shall be eligible for re-election.

Art. 11 – Vice-President

The Vice-President shall be appointed by the Steering Committee, shall collaborate with the President that he/she replaces in case of absence or impediment.

Art. 12 - Director

1. The Director is appointed by the Steering Committee. It boasts a boosting, organizational and management role in relation to Centro Einaudi's activities, in line with the estimated balance sheet and decisions of the Steering Committee and President, with the purpose to attain the Center's financial /administrative management goals, resulting from the approval of the estimated balance sheet.

2. The Director looks after the elaboration of study, research programs and documents that will be approved by the Steering Committee and constantly follows the implementation.

Art. 13 - Auditor

The Auditor shall be appointed by the Assembly of Members, cannot be a member of the Centro Einaudi and shall be enrolled with the Register of Auditors.

Art. 14 – Use of studies

1. All rights regarding the use of the results of studies, research, and paid publications are acquired by the Centro Einaudi, according to agreement with the authors.

Art. 15 – Dissolution

1. The dissolution of the Centro Einaudi shall be decided by the Assembly, with the favorable vote of three-quarters of the Members. After the liquidation phase, the remaining assets shall be passed to any organization that carries out similar non-profit activities, or for purposes of public utility, following consultation with the control body referred to in Article 3, paragraph 190, law 23 December 1996, no. 662, unless otherwise required by law. The relevant minutes shall be drawn up by the notary.

2. In consideration of the aims of the Centro Einaudi, any profits or operating surpluses, as well as funds, reserves or capital, may not, under any circumstances be devolved to the Members or third parties, but shall be sent back to the new management and used for social purposes, unless otherwise specified by law.

Art. 16 – Legal reference

All issues not covered by these Articles of association shall be governed by the provisions contained in the Italian Civil Code and the applicable laws in force.

Approved for registration

Turin, 22/06/2020