

UNIVERSITA' HUMANITAS BY-LAWS

Chapter I

GENERAL PROVISIONS

Article 1

Legal status and purpose

- Università HUMANITAS (HUMANITAS University in English) is an independent academic institution legally recognized by Article 33 of the Constitution. Its primary purpose is the promotion of scientific research, university programs, advanced training and technology transfer in the field of medical and social sciences in an international perspective. Università HUMANITAS is a non-profits organisation and guarantees the protection of freedom of research, as well as the absence of any form of discrimination. Università HUMANITAS adopts specific policies for the right to education in order to promote, pursuant to Article 34 of the Constitution, access to higher education for capable and deserving student, even if lacking financial means.
- 2 HUMANITAS University is headquartered in Rozzano and may establish other offices in Italy and abroad.
- Università HUMANITAS has legal standing and academic, scientific, administrative, organisational and disciplinary autonomy, pursuant to Article 33 of the Constitution and in accordance with current legislation relative to legally recognised private universities. The Ministry of Education, University and Research exercise Planning and coordination.



- 4 Università HUMANITAS issues degree qualifications required by current national legislation for legally recognised private universities, and specifically:
- a) Bachelor's Degree
- b) 2-year Specialisation Degree
- c) Specialisation post-graduate diploma
- d) Ph.D.
- e) First and second level master's degree
- In the pursuit of institutional goals, Università HUMANITAS uses instrumental and economic tools made available by sponsors, as well as fees, contributions, donations and other income; it may participate in other companies or other forms of association, as well as stipulate agreements, or contracts, with public and private entities, to implement initiatives aimed at achieving the aforementioned objectives, or promote, establish and participate in national and international Foundations, having purposes compatible to its own.
- To achieve its purposes, the Università HUMANITAS ensures the right to education for students, organises tutoring and study guidance initiatives, and facilitates entry into the workforce and connections with businesses. Promotes University sports activities and student associations within the University.

Sponsors

1 Università HUMANITAS is promoted by Humanitas Mirasole SpA and by Fondazione Humanitas per la Ricerca [Humanitas Foundation for Research] ("the Sponsors"), which ensure its initial endowment and contribute to its activities with instrumental and financial allocations based on specific agreements. Specifically, for the pursuit of its objectives, HUMANITAS uses, based on specific



agreements, the hospital and research facilities of Humanitas Mirasole Spa and of Fondazione Humanitas per la Ricerca.

If the University were to cease its activity, or be deprived of its legal standing and autonomy, its equity, net of liabilities, shall be returned to the sponsors in proportion to the contributions they arranged for the benefit of the University.

Article 3

Regulatory sources

- 1 Università HUMANITAS operates based on these By-laws and Regulations pursuant to Paragraph 2, in compliance with the regulatory sources referenced in Article 1, and as compatible, within other provisions relative to state universities.
- 2 Università HUMANITAS has the following University Regulations:
- a) General regulations;
- b) academic regulations;
- c) regulations for administration, finance and accounting;
- d) code of ethics;
- e) regulations for teaching staff;
- f) electoral rules;
- g) regulations for the evaluation team;
- h) other regulations as may be necessary, as proposed by the Board of Directors or the Dean.



- Amendments to the By-laws are approved by the Board of Directors by absolute majority vote of those entitled, having heard, the Academic Senate on the relevant issues.
- 4 Regulations pursuant to Paragraph 2, are approved by the Board of Directors, having heard, for the pertaining matters, the Academic Board. The Board of Directors may delegate the approval of one or more regulations to the Executive Committee.
- 5 The general University regulations and the modalities to convene the meetings of the Board of Directors and the other academic bodies.
- Based on the regulations adopted by the Board of Directors, having heard the Academic Senate, the incentive modalities, including financial, of the academic staff may be determined, also in reference to the principles pursuant to Articles 8 and 9 of Law no. 240 of 30 December 2010.

Chapter II

GOVERNMENT BODIES AND STRUCTURES OF THE UNIVERSITY

Article 4

Central government bodies

- 1 The following are government bodies of the University:
- a) The Board of Directors;
- b) the chairman;
- c) the CEO;
- d) the executive committee, if established;
- e) the Dean;
- f) the academic senate;



- g) the Director General.
- 2 The University may also adopt a council for research and patents, in order to motivate technology transfer and *spinoff* activities.

Board of Directors: make-up

- 1 The Board of Directors consists of:
- a) Five representatives appointed by the sponsors, among which the latter appoint the Chairman and the Managing Director;
- b) the Dean;
- c) a tenured professor of the University;
- d) a student enrolled at the time of appointment.
- The designations of the member according to Paragraph 1, Letter c) occur by the modalities required by the electoral rules, in compliance with the principle of equal opportunity.
- 3 The Board of Directors may choose a Vice-Chairman from among the members appointed by the sponsors.
- The Board of Directors is appointed for three-years and is renewable. In the event of early termination of a board member, the latter shall be replaced by the same procedures for appointment. The incoming board member shall remain in office until expiration of the original outgoing member's appointment. In the event of termination of an elected member, the latter shall be replaced by the first non-elected member.



Art. 6

Board of Directors: resolutions

- 1 The Board of Directors is validly established by the attendance of the majority of members and issues resolutions with the majority in attendance, unless otherwise established by other quorums required by these By-laws.
- 2 The affirmative vote of the absolute majority of members of the Board of Directors is required for approval of the General Regulations of the University, of the Regulations of the Administration, Finance and Accounting and for the Academic Regulations of the University.
- 3 The vote is clear. Voting by proxy if not permitted.
- 4 Members of the Board of Directors have a duty to abstain from voting on matters for which they may have a conflict of interest.
- A special report shall be drawn of the resolutions and the sessions, drafted by the Secretary, which shall also provide for its storage. The Secretary may also be selected outside of the members of the Board.

Article 7

Board of Directors: functions

1 The Board of Directors shall exercise all functions that are delegated to it by



these by-laws and by the University regulations, and in particular by Article 2, Paragraph 1, Letter h), of Law no. 240 of 30 December 2010, as compatible. It shall also carry out all ordinary and extraordinary administrative activity not expressly reserved to another body by these by-laws.

- 2 Specifically, the Board of Directors is responsible for:
- a) Adoption of the strategic plan and in general all acts of strategic direction of the university and its academic, research and technology transfer activities;
- b) activation or suppression or departments, research centres, functional units, service facilities, courses and facilities, having heard within its area of competence, the Academic Senate:
- c) approval of the annual and multiannual financial planning and supervision on financial sustainability of the activities;
- d)approval of programming relative to the academic staff, the research and technical, administrative and library staff;
- e) resolution on the preliminary and final budget;
- e) resolution on investment securities and real estate;
- f) appointment of the Dean, pursuant to Article 11, Paragraph 1, below;
- g) on proposal of the Dean, the appointment of the Vice-Dean, which replaces the Dean in case of absence or impediment, and establishment of the term and compensation for the assignment;
- h) on proposal of the Dean, the appointment of the Vice-Deans and the delegates of the Dean, determining the term of office;
- i) granting of the authorisation to appointment by the Dean of the Department Directors and of the research centres, the chairpersons of the degree, PhD and



specialisation programmes;

- l) determining the number of places available for registration and enrolment of students as well as the amount of fees and payments;
- m) establishment of the Executive Committee, determining the powers delegated to the same;
- n) appointment of the Director General, and upon proposal of the Chairman, of members of the Advisory Board;
- o) assigns, based on the preliminary budget, the financial resources to the financial structures of the university;
- 3 In addition, the Board of Directors:
- a) decides, on proposal of the dean, the vacant tenured and researcher positions to announce included in the strategic plan, as well as any tenured and nontenured positions based on specific outside funding;
- b) appoints tendered professors and researchers, based on the outcome of selection procedures as regulated by the general rules of the University.
- c) decides on recruitment of technical-administrative staff, and the general principles as well as guidelines relative to the legal and financial statues of said staff;
- d) annually approves, the outcome of consultation procedures established by the general regulations of the university, the study protocol and in particular, the activation of academic courses and relative teaching;
- e) approves, on proposal of the Dean, awarding of teaching contracts;
- f) approves the Academic University Regulations, with advance resolution of the Academic Senate, pursuant to Article 13 below.



- g) decides, on proposal of the Dean, after hearing the academic structures involved, on the approval of master's, perfecting and specialisation courses as well as PhD research programmes;
- h) appoints members of the Board of Statutory Auditors.

The Chairman of the Board of Directors

- 1 The Chairman of the Board of Directors is the legal representative of the university in all areas and shall exercise all the functions attributed by current law, to the extent compatible, as well as all functions not expressly assigned by by-laws to other bodies.
- 2 Specifically, the Chairman:
- a) Presides over meetings of the Board and of the Executive Committee;
- b) convenes meetings of the Board and of the Executive Committee according to the modalities governed by the General Regulations;
- c) proposes to the Board the appointment of the Dean and the members of the Advisory Board;
- d) may delegate specific functions to the Vice-Chairman, the Managing Director or the Dean.
- e) adopts as a matter of urgency the resolutions necessary relative to the matters assigned to the Board and the Executive Committee, subjecting them to ratification at the first meeting of the competent body.

Article 9

The Managing Directors

The Managing Director shall perform the duties granted by the Board of Directors and shall replace, in case of absence or impediment, the Chairman, when a Vice-Chairman is not appointed.



Specifically, the Managing Director:

- a) Determines the general criteria for organising the offices in compliance with the directives issued by the Board of Directors;
- b) submits proposals to the Board of Directors also for development of programmes, directives and projects pertaining to the governing bodies; supervises operation of the administration and operations of the Director General;
- c) supervises operations of the administration and the work of the Director General;
- d) participates in the meetings of the Board of Directors and the Executive Committee, where established, in this latter case without the right to vote;
- e) operates according to specific delegations granted by the Board of Directors.

Article 10

Executive Committee: make-up

- 1 The Executive Committee, if established, includes:
- a) The Chairman of the Board of Directors;
- b) the Vice-Chairman if appointed;
- c) the Managing Director;
- d) the Dean, or in case of absence or impediment, the Vice-Dean;
- 3 The Executive Committee carries out the tasks established by the Board of Directors at the time it is established. However, activities pursuant to Article 7, Paragraph 2, shall not be assigned to the Executive Committee.



Article 11 The Dean

- The Dean is appointed by the Board of Directors, upon proposal of the Chairman, among tenured first level professors of the Italian universities, or equal level professors of foreign universities. The Board of Directors, by its resolution, governs the selection modalities of the Dean. The appointment is notified to the overseeing Ministry.
- 2 The mandate of the Dean is three-years and is only renewable once.
- 3 The Dean shall perform policy, initiative and coordination functions of scientific and academic activities of the university, ensuring coherence with the pursuit of institutional goals and their congruity with development strategies of the university established by the three-year plan.
- The Dean also exercises any other function assigned by current law, to the extent compatible, and not specifically attributed to other bodied by by-laws. Specifically, the Dean:
- a) represents the scientific community of the university;
- b) is a member with right of the Board of Directors and the Executive Committee, if established;
- c) proposes to the Board of Directors the resolution of vacant posts and researcher positions to announce provided in the strategic plan as well as any tenured and non-tenured positions activated according to specific external funding;
- d) after having heard the pertaining academic facilities, proposes to the Board of Directors granting of teaching contracts;
- e) after having heard the pertaining academic facilities, proposes to the Board of Directors implementation of master's degrees, perfecting and specialisation programmes, as well as research PhD;



- f) exercises, in disciplinary proceedings against academic staff, functions granted by current legislation and the General Regulations, in particular, it is up to the Dean to impose disciplinary measures which shall not be more severe than censure against professors and researchers;
- g) exercises disciplinary functions against students under the current legislation and general regulations;
- h) proposes to the Board of Directors, the appointment of the Deputy Vice-Dean, the Vice-Deans, and the delegates of the Dean;
- i) appoints the department Directors, with advance authorisation of the Board of Directors, having heard the department recommendations, and the Directors of the research centres;
- l) appoints the chairpersons of the degree, with advance authorisation of the board, doctoral and specialisation programs, upon the proposal of the department Director where each programme is established;
- m) makes proposals and reports to the Board of Directors on academic and scientific activities of the University;
- n) in the event of necessity or urgency, adopts the actions pertaining to the Academic Board and the Academic Senate;
- o) appoints the Directors of the Research Centres, with advance authorisation of the Board of Directors, upon proposal of the Vice-Dean of research, if appointed, and having heard the opinion of the Director of the Department or of the Directors of the relative Departments.

Vice-Deans and Delegates of the Dean

The Deputy Vice-Dean is appointed by the Board of Directors upon proposal of the Dean, pursuant to Article 7, Paragraph 2, Letter h) of the By-laws. The Deputy Vice-Dean shall be selected among the tenured first tier professor of



the University and replaces the Dean in its functions in case of absence or impediment, also performing any activity expressly delegated by the Dean.

- The Dean may also delegate specific tasks to other tenured professors of the University, as Vice-Deans or delegates of the Deans. the Vice-Deans and delegates of the Dean are appointed by the Board of Directors upon proposal of the Dean.
- The mandate of the Deputy Vice-Dean, the Vice-Dean and the delegates of the Dean is normally three-years, and cannot in any case exceed the term of office of the Dean proposing their appointment. The Deputy Vice-Dean otherwise ceases to hold office effective at the start of the new term of the office of the Dean. The Deputy Vice-Deans and Delegates of the Dean, cease to hold their office upon termination of the mandate of the Dean, for any reason.
- The Deputy Vice-Dean, the Vice-Deans and delegates of the Dean are paid, for their term of office, compensation established by the Board of Directors upon appointment.

Article 13

The Academic Senate

- 1 The Academic Senate includes:
- a) The Dean, which chairs it, and the Deputy Vice-Dean, which presides in the absence or impediment of the Dean;
- b) the Chairpersons of the academic and doctoral programs and a representative of the Chairpersons of the specialisation graduate school;
- c) the Directors of the departments and research centres;



- d) a representative of researchers and research PhD students;
- e) a student representative.
- The Academic Senate is validly established by majority attendance of those entitled and adopts its resolutions by affirmative vote of a majority in attendance. The majority of members is needed for a resolution to adopt the Academic Regulations of the University and for the opinion issued on amendment of the by-laws.
- 3 The Academic Senate has a role in issuing guidelines and priorities of the academic staff of the university. Specifically, it deals with proposals concerning:
- a) The Directors of development and objectives of the university, with specific reference to the academic and research activity;
- b) coverage requirements of tenured or contract positions;
- c) the posting of courses, study programs, master's, doctoral and postgraduate perfecting courses.
- 4 The Academic Senate also deals with:
 - a) Ensuring coordination between Research Centres and Departments, for matters relative to academics;
 - b) approving Academic Regulations of the University and relative amendments, for final approval of the Board of Directors;
 - c) proposing regulations for operation of the Primary Structures of the University, pursuant to Art. 14;
 - d) performing periodic evaluation of training programs and academic achievements, as well as overseeing the academic activity of the organisation;
 - e) adopting measures concerning the legal status of faculty, with the exception of appointment or call for tenured positions;



- f) coordinating and ensuring the fulfilment of academic and research commitments of the tenured Academic Board;
- g) adopting more severe disciplinary measures than censure, against students.
- 5 The Academic Senate, as compatible, also has the powers attributed by current law to Academic Senates of public universities, where not expressly granted by the by-laws to other bodies.
- 6 The General Regulation of the University governs the procedures for convening and operating the Academic Senate.

Primary Structures

- 1 The primary structures of the University include departments and research centres.
- 2 Primary structures of the University have regulations, approved by the Board of Directors, at the proposal or the Academic Senate, which governs its operation, in compliance with the provisions of these By-laws.

Article 15

Departments

The university may establish one or more departments, which have the role of organising and performing academic and training activities and research activities, as well as any other tasks assigned to them by the Board or Directors. The academic, master's, doctoral and specialisation programs are established in a department.



- 2 The Board of the department includes the tenured professors and relative researchers.
- 3 The Director, Council and the Board, are bodies of the department.
- The department council is chaired by the Director, who is appointed by the Dean, with advance authorisation of the Board of Directors, having heard the Board of Directors, among the first tier professors. The Director's mandate is for three-years and is renewable.
- 5 The Director shall convene the Board according to the modalities governed by the general regulations of the University.
- The Director of the department carries out the activities assigned to it by the current legislation, as compatible, and specifically with non-binding opinions, proposes to the Board of Directors the calls for professors and researchers, proposes the appointment of chairpersons for graduate, doctoral and post-graduate specialisation programs to the Dean, and is responsible for the allocation of academic tasks.
- 7 The department oversees the regular student input on academic activities provided, also by establishment of one or more joint student-teacher committees.
- The Dean determines the modalities to consult members of the Board of the Department relative to appointment procedures of the Director. Consultation, which may also be implemented electronically, must still be completed at least five working days prior to the meeting of the Board of Directors where the appointment of the Director is expected.
- 9 The Director of the department carries out all of the activities attributed to him by the current legislation, as compatible, and in particular, proposes to the



Dean the appointment of Chairmen for degree, doctoral and post-graduate specialisation programs and is responsible for allocation of academic tasks.

- 10 The Director shall appoint a Vice-Director among the tenured professors of the Department. The Vice-Director replaces the Director in case of absence or impediment and performs any other task specified by the Director.
- The department oversees regular input of students on academic activities provided, also by establishing one or more joint student-teacher committees. The committees are appointed by the Dean upon proposal of the Director of the Department, and hold office for two-years.
- The council of the department consists of the Director, the Vice-Director and the coordinators of the degree, doctoral and post-graduate specialisation programs. The council instructs the Board of the Department and performs activities delegated to it by the Director and the Board.

Article 16

Research Centres

- In order to develop and strengthen general or sector research activities performed by one or more university departments, it may establish one or more research centres, also in agreement or consortium with other entities.
- Regulation of each centre is approved by the Board of Directors, upon proposal of the Dean. The regulation determines among other things, bodies and the modalities for management of the centre.



Article 17 Academic Board

- 1 The Academic Board consists of the Dean, which presides over it and the tenured Professors and Researchers.
- 2 The modality of operation of the Academic Board is governed by specific regulations.
- 3 The Academic Board is a body that discusses the most relevant academic life issues.

Specifically the Board:

- a) proposes to the Board of Directors:
 - The establishment of new training programs;
 - the entry in the first and second tier of permanent tenured Professors;
 - the evaluation criteria for recruitment, career advancement and reward system for tenured Professors and Researchers;
- b) expresses opinions to the Board of Directors on the proposed establishment of new research centres or other academic and research structures.

Article 18 Director General

- 1 The Director General is appointed by the Board of Directors, with a term in office of three-years that is renewable.
- 2 Said party supervises the administrative activity of the University, is responsible for the organisation of technical-administrative services and staff, ensures the information flow that allow the Board of Directors and the Executive Committee to undertake relative decisions. The Director General may participate, without the right to vote, in meetings of the Board of Directors.



CHAPTER III

ADVISORY, DISCIPLINARY AND AUDITING BODIES

Article 19

Advisory, disciplinary and auditing bodies

- 1 The following are advisory, disciplinary and auditing bodies:
- a) The Advisory Board;
- b) the Disciplinary Board;
- c) the Evaluation Team of the university;
- d) the Board of Auditors;
- e) the Student Council.

Article 20

The Advisory Board

- The Advisory Board consists of not less than three parties with recognised competence and experience in the fields of activity of the university, as well as the organisation and management of university studies, or from individuals that have been identified for backing and supporting the progress of science and culture.
- 2 The Advisory Board will meet at least twice per year and formulate opinions and evaluations on matters submitted by the Chairman or the Board of Directors.



3 The members of the Advisory Board are appointed for a renewable threeyear term by the Board of Directors, on proposal of the Chairman. The Coordinator of the Advisory Board if appointed by the Chairman.

Article 21

The Disciplinary Board

- The Board of Directors appoints the Disciplinary Board on proposal of the academic senate. The Board includes three members selected by peer review within a group of six names, of which three first tier professors, two second tier professors and one researchers, as full members, and three alternates, of which one in the first tier, one in the second tier, and one researcher. The Board appoints its Chairman among from one of the first tier professors. The Board members hold office for three consecutive years and their mandate is not immediately renewable. Participation in the Disciplinary Board does not result in payment of compensation, emoluments, allowances or refunding of expenses.
- The Disciplinary Board, in compliance with local relative regulations, performs the preliminary stage of disciplinary proceedings initiated against professors and researchers and issues a relative final opinion. Specifically, the first tier professors have jurisdiction to hear proceedings brought against first tier professors; first tier and second tier professors have jurisdiction to hear proceedings brought against second tier professors; first tier professors, second tier professors and researchers, have jurisdiction to judge proceedings against researchers.
- 3 The Dean shall start disciplinary proceedings and the final measures of the



same, in compliance with applicable provisions of law, that under any circumstance may give rise to a more serious sanction than censure, within thirty days from the time when the facts become known, and forwards the documents to the Disciplinary Board, formulating a reasoned proposal.

- The Disciplinary Board, having heard the Dean or his delegate, as well as the professor or researcher subject to disciplinary action possibly assisted by trusted counsel, shall issue a decision on the proposal made by the Dean and relative to the facts on the disciplinary plan both relative to the type of sanction to impose and forwards the documents to the Board of Directors to issue the subsequent resolutions. The proceedings before the Board continue to be governed by current law.
- 5 The Board operates in each case, in compliance with the principles of transparency and right to defence.
- Within thirty days of receipt of the opinion, the Board of Directors, without student representation, imposes the sanction or decides to dismiss the proceedings, in accordance with the binding opinion of the Disciplinary Board.
- The proceedings are completed when the decision pursuant to Paragraph 5 is not made within one-hundred-eighty days from the date that said procedures started. The term is suspended until reconstitution of the Disciplinary Board or the Board of Directors in the event that pre-established operations are in place to establish the same that would impede its regular operation. The term is also suspended, for a period of not more than two times and not greater than sixty days relative to each suspension, where the Board may decide to acquire additional records or documents for investigative reasons. The Dean shall implement the preliminary requests made by the Board.



The Evaluation Team of the university

- 1 The university establishes a university team to verify quality and efficacy of academic offerings, services for students and research activities carried out by the departments and the research centres.
- The Evaluation Team operates under existing legislation, as compatible, and specifically, implementing measures adopted pursuant to Article 5, Paragraph 3, of Law no. 240 of 30 December 2010, as well as the frame of reference on evaluation developed at the European and international level.
- The Evaluation Team includes a minimum of five to a maximum of nine highly qualified professional parties outside of the university, appointed by the Board of Directors, of which at least two experts in the evaluation field even in a non-academic area. The Dean or his delegate ensures the coordination functions between the Evaluation Team and the academic facilities.
- 4 The team reports annually to the Board of Directors and the Academic Senate on the results of the evaluation.

Article 23

The Board of Auditors

- 1 The university shall establish a Board of Auditors, which oversee all the functions assigned to it by law.
- The Board includes three highly qualified professional experts, outside of the university, appointed by the Board of Directors.



Student Council

- The student council, which includes students elected in the governing bodies of the University and by three students elected according to the modalities specified in the General Regulations of the University, is the advisory body of the University and coordinates the activities of the student representatives.
- 2 Specifically, the Student Council:
 - a) Makes proposals and, if required, issues opinions on matters pertaining to academic, student services and the right to education activities.
 - b) expresses its opinion on the organisation of student part-time services for academic, research and right to education activities.
 - c) establishes the rules for its operation, which must be approved by the Board of Directors of the University.

Article 25

Staff

- 1 The tenured faculty of the university must abide by the rules on the legal status of tenured faculty of public universities.
- 2 The academic staff includes:
- a) first and second tier tenured professors;
- b) fixed-term and open-ended term university researchers;
- c) the contract professors and Visiting Professors;
- d) research fellows.

Academic positions, correlate to those provided by national legislation in force. Selection procedures of academic staff are governed by the Regulations on faculty in compliance with the rules and laws applicable to the selection of faculty for public Universities.



University technical and administrative staff is organised according to the guidelines and provisions adopted by the Board of Directors, which also provides for the appointment of directors. Employment relationships for said staff is governed by the rules of the Civil Code on business employment, by other provisions of law governing work relationships under private law and by applicable employment collective bargaining agreements.

Article 26

Transitional and final provisions

- 1 For all matter not included within these By-laws, legislation in force shall be referenced, as applicable.
- These by-laws shall be effective from the date of publication in the Gazzetta Ufficiale [Official Journal] of the decree of recognition by the Ministry of Education, University and Research.