



REPUBLIC OF SAN MARINO

We the Captains Regent of the Most Serene Republic of San Marino

Having regard to Article 4 of Constitutional Law no. 185/2005 and to Article 6 of Qualified Law no. 186/2005;

Hereby promulgate and order the publication of the following Ordinary Law, approved by the Great and General Council during its sitting of 23 January 2019:

LAW no. 12 of 24 JANUARY 2019

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE PUBLIC UTILITIES AUTONOMOUS STATE CORPORATION

Art. 1

(Repeal of Law no. 119 of 20 November 2001)

1. Law no. 119 of 20 November 2001 shall be repealed.

Art. 2

(Repeal of Law no. 95 of 28 June 2005)

1. Law no. 95 of 28 June 2005 shall be repealed.

Art. 3

(Amendments to Article 5 of Law no. 41 of 25 May 1981)

1. Article 5 of Law no. 41 of 25 May 1981 shall be amended as follows:
“1. The Board of Directors of the Public Utilities Autonomous State Corporation (A.A.S.S.) shall be hereby established.
2. The Board of Directors shall be appointed by the Great and General Council and shall consist of a Chairman and four members for a term of three years, renewable for only one term.
3. The Chairman and the members of the Board of Directors shall meet the following requirements:
a. enjoyment of civil and political rights;
b. degree in economics, law, engineering or architecture, or diploma in accountancy with registration in the Register of Chartered Accountants, or industrial expert diploma with registration in the Register of Industrial Experts, or surveyor diploma with registration in the Register of Surveyors.

4. The following persons shall be incompatible with the functions of Chairman and member of the Board of Directors:

- anyone carrying out activities that may result in conflicting or competing interests with the Public Utilities Autonomous State Corporation;
- Members of the Great and General Council.

5. The members of the Board of Directors shall reside in the Republic of San Marino.”.

Art. 4

(Amendments to Article 8 of Law no. 41 of 25 May 1981)

1. Article 8 of Law no. 41 of 25 May 1981 shall be amended as follows:

“1. The Board of Directors shall meet in ordinary session at least once a month. It shall meet in extraordinary session:

- upon invitation of the Chairman;
- upon request of two members of the Board of Directors;
- upon request of the Director.

2. The Chairman shall be responsible for drawing up the notices of the sitting containing the agenda and for sending them five days in advance.

3. In cases of justified urgency, the Board of Directors may also meet on the same day when the notice of the sitting is sent.

4. The Minister responsible for Relations with A.A.S.S. or his/her delegate may be invited to the meetings of the Board of Directors.”.

Art. 5

(Amendments to Article 11 of Law no. 41 of 25 May 1981)

1. Article 11 of Law no. 41 of 25 May 1981 shall be amended as follows:

“1. The minutes of the meetings shall be drawn up by the Director or by another official designated by the Board of Directors to act as secretary.

2. The decisions adopted by the Board of Directors shall be public. The Public Utilities Autonomous State Corporation shall be obliged to make them available on its website within ten days of the adoption of the decision.

3. A copy of the minutes of the decision adopted by the Board of Directors shall be given to any member of the Great and General Council who requests it in writing.

4. If the reasons for confidentiality provided for in Article 71 of Law no. 147/2017 are applied, the number of the decision and the reasons for confidentiality shall be indicated on the reference site and each member of the Great and General Council may receive a copy thereof by submitting a request to the body adopting the decision.

5. The budget and balance sheet of the Public Utilities Autonomous State Corporation shall be published on its website upon approval of the Great and General Council.

6. Shareholdings of the Public Utilities Autonomous State Corporation shall be published on its website, specifying the business name, the year in which the shareholding was acquired, the number of shares and the amount.

7. The balance sheets of the companies in which the Public Utilities Autonomous State Corporation holds a majority stake shall be public and available on its website.”.

Art. 6

(Amendments to Article 14 of Law no. 41 of 25 May 1981)

1. Article 14 of Law no. 41 of 25 May 1981 shall be amended as follows:
“1. The Board of Directors may assign special tasks to its members within the scope of its competences. The tasks shall be assignment by means of a decision.”.

Art. 7

(Amendments to Article 16 of Law no. 41 of 25 May 1981)

1. Article 16 of Law no. 41 of 25 May 1981 shall be amended as follows:
“1. The Board of Statutory Auditors shall be responsible for monitoring the administrative, financial, accounting and asset regularity. It shall guarantee the State in any acts involving expenditure and their compliance with the objectives of the Public Utilities Autonomous State Corporation.
2. The Board of Statutory Auditors shall be composed of three members appointed by the Great and General Council by simple majority. The auditors shall be selected from among the members of the Register of Auditors; the Board of Statutory Auditors shall appoint its Chairman from among its members.
3. The Board of Statutory Auditors shall hold office for five years and its members may be reappointed only once.
4. The following persons shall be incompatible with the functions of Chairman and member of the Board of Statutory Auditors:
 - anyone carrying out activities that may result in conflicting or competing interests with the Public Utilities Autonomous State Corporation and the Public Works Autonomous State Corporation;
 - Members of the Great and General Council;
 - employees of the Public Utilities Autonomous State Corporation.
5. The Chairman of the Board of Statutory Auditors shall transmit the results of the quarterly audits to the Congress of State.
6. The members of the Board of Statutory Auditors shall reside in the Republic of San Marino.”.

Art. 8

(Repeal of Articles 17, 18 and 19 of Law no. 41 of 25 May 1981)

1. Articles 17, 18 and 19 of Law no. 41 of 25 May 1981 shall be repealed.

Art. 9

(Repeal of paragraph 3 of Article 58 of Law no. 188 of 5 December 2011)

1. Paragraph 3 of Article 58 of Law no. 188 of 5 December 2011 shall be repealed.

Art. 10

(Transitional provisions)

1. The Great and General Council shall appoint the Chairman, the members of the Board of Directors, the Chairman and the members of the Board of Statutory Auditors in accordance with the requirements laid down in this Law.

2. The Congress of State shall submit, within twelve months of the entry into force of this Law, a single text concerning the articles of association of the Public Utilities Autonomous State Corporation.

Art. 11
(Entry into force)

1. This Law shall enter into force on the fifth day following that of its legal publication.

Done at Our Residence, on 24 January 2019/1718 since the Foundation of the Republic.

THE CAPTAINS REGENT
Mirco Tomassoni - Luca Santolini

THE MINISTER OF
INTERNAL AFFAIRS
Guerrino Zanotti