

TITLE STATUTE

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NOTE *The present document represents the English version of the document under reference at the specified revision. In case of conflict, the Italian version will prevail. To identify the revised parts reference must be made to the Italian version only.*

**PREPARATION
THE DIRECTIVE COUNCIL**

**APPROVAL
MEMBERS' ASSEMBLY**

**AUTHORIZATION FOR ISSUE
MEMBERS' ASSEMBLY**

**APPLICATION DATE
12-05-2021**

STATUTE

ART. 1 CONSTITUTION

ACCREDIA, the Italian national accreditation Body, is an Association which was created following the fusion of SINAL and SINCERT with the objective of conforming the Italian system of accreditation with the Regulation of the European Parliament and Council, number 765 of July 9, 2008, hereafter referred to as the Regulation.

ACCREDIA is a non-profit association, in compliance with article 14 and subsequent articles of the Italian Civil Code, operating with government recognition under the supervision of the Ministry of Economic Development and in partnership with Public Administration Authorities in accordance with their competences.

The duration of the Body is unlimited unless it is dissolved in accordance with articles 11, 12 and 29 below.

ACCREDIA is divided into Departments for the different accreditation sectors. The creation, elimination or fusion of the Departments requires a two-thirds majority vote of the Members of the Directive Council.

ART. 2 OBJECTIVES

ACCREDIA, respecting the principles of the Regulation, and granted the competences of the Public Administration Authorities relating to its activities, performs the accreditation of Bodies performing conformity assessments according to technical standards, and other regulations with market recognition, following a request made by a Body. This is in order to help improve competitiveness and to promote technical and economic progress, encouraging the free movement of goods, sustainable development, fair competition among market operators, and transparency in the relations between producers, users and consumers, as well as improvement of products and of living and workplace environments.

ACCREDIA carries out accreditation activities on the basis of technical and scientific criteria in conformity with the international, European and national standards issued by ISO/IEC, CEN/CENELEC, UNI/CEI and ITU/ETSI respecting the principles of independence, impartiality and technical competence.

The accreditation of Bodies performing conformity assessments is also conducted in specific sectors, in accordance with the applicable legislation and regulations for activities of the Public Administration Authorities, according to specific mandates and formal initiatives undertaken by the competent Administration authorities.

Granted the principles of independence, impartiality, transparency and technical competence in these sectors, ACCREDIA may use the employees of the Administrations involved, or assessors suggested by them, in compliance with the law.

ART. 3

OPERATIVE ACTIVITIES

ACCREDIA undertakes the following operative tasks:

- the performance of assessments, with the most appropriate means, as established by this Statute and the General Regulation under Article 27 below, and on the basis of technical standards and national, European and international guidelines and its own regulations, that the Bodies which perform conformity assessment activities have fulfilled the requirements established, ensuring that such requirements are maintained over time;
- activities in the voluntary sector, appointed and supervised by the Public Administration Authorities, performing tasks related to accreditation, qualification, control and surveillance in areas of public competence, based on specific formal engagements, also by means of agreements setting out the relevant limitations and conditions;
- the maintenance of relations with Accreditation Bodies in other countries, as well as supranational and international bodies operating in the field of accreditation, in order to promote and sign agreements of mutual recognition, which are based on the principles of fair cooperation, avoiding any form of unfair competition; in particular, complying with the Regulation, adhering to the European infrastructure of accreditation, EA, IAF and ILAC (and other similar bodies) and conforming to the relative documents and guidelines and undergoing the peer evaluations conducted by EA, in order to participate in the MLA EA and IAF and ILAC MRA mutual recognition agreements;
- to contribute to the diffusion of the culture of conformity assessment in every sector, as a positive element for quality, safety and environmental, economic and social protection and sustainability.
- to publish on its website and other mass media, its procedures for accreditation, the regulations relating to accreditation activities and the lists of accredited CABs, stating, when necessary, the possible provisions for reduction, suspension and withdrawal of accreditation.

ACCREDIA, in accordance with the standards which regulate the Accreditation Bodies, may perform all commercial, real estate, securities and financial operations, and any other activity deemed necessary for the fulfilment of the Body's corporate objectives, provided they do not conflict with the rules relating to accreditation.

ACCREDIA, in accordance with the legislation in force, has a system for the prevention of crimes.

ART. 4
REGISTERED HEAD OFFICE

ACCREDIA's registered head office is located at Via Guglielmo Saliceto, 7/9, Rome.

Regardless of the division into departments, it may establish operational locations in other places, if necessary, in order to carry out its activities.

ART. 5
MEMBERS

ACCREDIA's Members are divided into:

- Full Members;
- Sponsor Members;
- Ordinary Members.

Independently of the above membership categories, in order to guarantee the balance between the parties concerned, as regulated by the standard UNI CEI EN ISO IEC 17011 and subsequent amendments and additions, and in particular for the definition of voting arrangements within the Steering and Guarantee Committee, by resolution of the Assembly, each Member is placed in one of the following categories:

- Public Administration authorities, public Bodies and research institutes;
- Organisations representing producers of goods and services and other operators;
- Associations of accredited Bodies;
- National Standardisation Bodies, Associations of consumers and users, for the protection against risks and protection of the environment; public utility providers; other bodies involved in ACCREDIA's activities.

Every Member may belong to one single category only. A Member who disagrees with the categorisation attributed by the Assembly may withdraw from ACCREDIA. In such case, the withdrawal will take effect immediately and is not subject to the restrictions under article 9 of this Statute.

ART. 6
FULL MEMBERS

Ministries which are signatory to the decree designating ACCREDIA as Sole National Accreditation Body are Full Members.

Recognition by the Assembly as Full Members is accorded to other ministries which use ACCREDIA for accreditation or conformity assessment activities within their sectors of competence.

ART. 7

SPONSOR MEMBERS

Recognized as Sponsor Members, amongst those which were already Members of SINAL and/or SINCERT, are public entities of national importance other than the ministries, business organizations in the CNEL (Italian National Council for Economy and Labour), organizations with a network structure of overriding national importance in the field of public utilities, and UNI and CEI, the National Standardisation Bodies, as well as bodies possessing such characteristics which participated in the start-up of ACCREDIA in 2010.

ART. 8

ORDINARY MEMBERS

The following entities and organisations may become Ordinary Members, provided that it is in compliance with the act of constitution, and on condition that they can demonstrate a direct interest in accreditation activities with commitment to support them:

- a) national Public Administration Authorities, the Regional Administrations and the Autonomous Provinces;
- b) associations of categories representing specific production or service segments and organisations, in whatever form constituted, of significant national importance, operating in services of public interest;
- c) associations, bodies, institutions, authorities of national importance having statutory purposes relating to study, research, the dissemination of the culture of conformity assessment;
- d) the representative associations at national level of those who, as end or intermediate consumers, use the services of accredited Bodies, as well as associations for environmental protection of significant national importance;
- e) associations of accredited CABs.

Individual accredited CABs cannot be Members, except those coming under letter e) above. As for bodies, institutions, associations or organisations of significant national importance which, in accordance with this Statute, may be classified as Members; they are entitled to use, within their own organizational structure, the accredited CABs or laboratories, provided the related activity is purely functional and not predominant in respect to the entirety of their activities.

The admission of a new Member occurs through application to the Directive Council, which shall verify, by means of the criteria set out in art. 27 below, whether the applicant Member is in possession of the objective and subjective requirements as provided for in compliance with this article and with standard UNI CEI EN ISO/IEC 17011, and subsequent amendments and additions, and decides with regard to the admission, on the basis of an assessment that shall take into account statutory objectives, moral requirements, national representativeness, the reliability and public credibility of the applicant, any over-lapping or duplication of representativeness with respect to existing Members.

New Members cannot be admitted after Dec. 31 of the year preceding renewal of the corporate bodies.

Decisions adopted regarding admission shall be justified and communicated to the Assembly and to the applicant by registered mail or by another means of communication with legal validity. They will be submitted for endorsement by the Assembly pursuant to Article 12, letter j) below, during the first due meeting.

The presentation of the application for admission, which must be signed by the legal representative of the applicant, contains the full and unconditional acceptance of this Statute and General Regulations as under Article 27.

The new Member shall pay the admission fee, determined by the Assembly, following proposal by the Directive Council.

The admission becomes effective only following the payment of the admission fee and the payment of the annual fee for the current financial year.

The Full Member ministries are exempted from payment of the admission fee and the annual membership fee.

The rejection of an application for admission shall entitle the applicant to ask the Assembly to pronounce on the matter in the first due meeting.

ART. 9

WITHDRAWAL AND EXCLUSION OF MEMBERS

The status as Member may lapse due to withdrawal or exclusion.

The right of withdrawal may be exercised at any time by any Member. The Member who withdraws is bound to fulfil all obligations incurred in the period of the agreement with ACCREDIA, even when the effects thereof occur at some future date.

The withdrawal comes into effect as of January 1 of the year following that in which it is decided, provided that written notice is received at least ninety days prior to such date.

Upon proposal of the Directive Council, and having obtained the opinion of the Board of Arbitrators, the Assembly may resolve regarding the exclusion of one Member in cases in which such Member:

- is defaulting on payment of ACCREDIA fees for no fewer than twelve months; the exclusion measure may be taken only after written notice, to take effect after not less than thirty days;
- no longer fulfils membership requirements, or is no longer able to participate in the aims of ACCREDIA;
- is in serious breach of the rules of the statutory requirements, regulations, or of resolutions made by ACCREDIA;
- has seriously injurious or improper conduct against ACCREDIA, in terms of assets, moral behaviour or regarding public image;
- has joined another Body, is placed into liquidation or is subject to insolvency proceedings.

Before starting the exclusion procedure, the Directive Council sends to the Member a recall communication. A Member who contests the charges may refer to the Board of Arbitrators, which shall express a non-binding opinion to the Assembly, convened to discuss the proposal of exclusion.

An exclusion measure shall be communicated to the Member in writing by registered mail or equivalent means, and comes into effect from the day following receipt of such notice by the Member.

The excluded Member is still bound to fulfil the remaining obligations pertaining to ACCREDIA.

The Members having withdrawn or having been excluded or having ceased to belong to ACCREDIA, may not apply for the reimbursement of contributions paid in any capacity, nor have any rights to the assets of ACCREDIA.

ART. 10

CORPORATE BODIES

ACCREDIA's corporate bodies are as follows:

- The Members' Assembly;
- The Directive Council;
- The Executive Committee;
- The President;
- The Accreditation Committee;
- The Steering and Guarantee Committee;
- The Board of Auditors;
- The Appeals Commission;
- The Board of Arbitrators;
- The General Director.

ART. 11

THE MEMBERS' ASSEMBLY

The Assembly, inasmuch as the meeting of the Members, is ACCREDIA's policy direction body.

The Assembly is convened by fax, email, telegram or registered mail or by any means that provides for receipt of such summons, also not at head office, provided that it is in Italy.

The Members' Assembly (ordinary or extraordinary) can take place in presence, by videoconference or in mixed mode. In the latter two cases, attendance checks are carried out by means of a video camera, or in any case in the ways permitted by law. The meeting can also be video-recorded. The communication to convene a meeting shall be sent at least ten days before the date set for the meeting and shall contain the date and time of the first and second call, the indication of the connecting platform for a video conference as well as the order of the day.

The ordinary Assembly shall be convened by the President at least once a year, within one hundred and twenty days of the close of the financial year. This period may be increased to one hundred and eighty days if special needs prevail.

An extraordinary meeting is convened by the President, following the decision by the Directive Council to hold one.

The Assembly is also called in cases of a written request, substantiated by at least one tenth of the Members. Entitlement to intervene during the Assembly is reserved for Members who have kept up with their payment obligations of ACCREDIA fees.

Members attend the Assembly with their legal representatives, or with a delegated person, also representing another Member. The same person cannot represent more than three Members in the Assembly.

The Directive Council members, the members of the Board of Auditors, the Board of Arbitration, and of the Accreditation Committee and ACCREDIA's personnel cannot represent the Members or be delegated to do so.

The members of the Surveillance Body may be invited to attend the Members' Assembly.

The Members of the Directive Council, nominated by the ministerial Full Members, representing general interests, may represent a Member in the Assembly but they are not permitted to participate in resolutions which affect them personally.

The Assembly is chaired by the President of ACCREDIA or by a Vice President or, failing that, by the person designated by the Assembly. The duties of the Secretary are conducted by the General Director or, in his absence, by another person nominated by the Assembly.

The decisions taken by the Assembly shall be stated in a report drawn up and signed by the President and by the Secretary, also in summary form.

The ordinary Assembly of ACCREDIA is validly constituted, on first convening, with the presence of at least half the Full and/or Sponsor Members and at least half of the Ordinary Members. In the second convening, the Assembly is validly constituted with the presence of at least one third of Full and/or Sponsor Members and with the presence of any Ordinary Member. The Assembly shall decide by majority vote of those present.

The extraordinary Assembly is validly constituted on first convening with the presence of three quarters of Full and/or Sponsor Members and two-thirds of Ordinary Members, and on second convening with the presence of two thirds of Full and/or Sponsor Members and a half of Ordinary Members. The extraordinary Assembly shall decide by majority of those present, subject to the favourable vote of at least half the Full and/or Sponsor Members.

To decide the dissolution of ACCREDIA and devolution of its assets (see article 29 below) a majority vote is required of at least two thirds of the Members.

ART. 12

TASKS AND DUTIES OF THE ASSEMBLY

The ordinary Assembly has the following tasks and duties:

- a) approve the annual financial statement and the annual activities report;
- b) approve the budget estimate and the relative program of activities;
- c) establish, upon proposal of the Directive Council, admission rates of new Members, and the rates of annual membership fees and the extraordinary contributions as may be required to meet specific initiatives of an exceptional nature;
- d) reach agreement with regard to the composition of the Directive Council. To this end, it establishes, with a maximum of eight, the number of Council Members elected by Ordinary Members as their representatives;
- e) determine the remuneration and other payments due to the President, the Vice Presidents, the Board of Auditors and the Directive Council Members for the legal review of accounts;
- f) appoint and withdraw the Members of the Board of Auditors, subject to the provisions contained in Article 17 and to appoint as necessary for the legal review of accounts;
- g) appoint and withdraw the President and the members of the Board of Arbitrators;
- h) upon the Directive Council's proposal, approve the General Regulation for the application of the present Statute and subsequent amendments;
- i) decide on the actions for liability against administrators, accounts auditors and persons tasked to manage the legal review of accounts and the liquidators;
- j) take note of the inclusion of new Members and the withdrawal of existing ones; deliberate with regard to the exclusion of Members and to appeals concerning rejection of applications for admission;
- k) request, when deemed necessary, from the Steering and Guarantee Committee, a report on policy coherence and/or the general functioning of ACCREDIA's accreditation activities;
- l) decide on any other matter submitted for examination by the Directive Council.

The extraordinary Assembly has the following powers:

- a) decide on the dissolution of the Body, on how to conduct the devolution of residual assets and to appoint the liquidators in accordance with art. 29;
- b) decide on proposals to modify the Statute.

ART. 13

THE DIRECTIVE COUNCIL

The Directive Council is the Body responsible for managing ACCREDIA. It elects the President and the Vice Presidents, deciding the number – with a maximum of three - with power to select them also from outside its membership.

The Directive Council is composed, in addition to its President and Vice Presidents, by a representative of each Full and Sponsor Member, by a representative of the Permanent Conference for Relations between the State, the Regions and the autonomous provinces of Trento and Bolzano – should there be an interest shown in accreditation activities - and by a maximum of eight Members elected by ordinary Members in the Assembly on the basis of the proposed candidates. Among these, a maximum of three is reserved for associations of accredited Bodies, taking care to guarantee the different types of activities conducted under accreditation. The Members shall hold office for three years and may be re-elected or reappointed.

The Members of the Directive Council shall declare, or face removal from the Directive Council if they fail to do so, that they have not received any juridical convictions relating to the Anti-mafia Code, the Anti-corruption Code, the Consumer Code of, the Code of Public Tenders, the Code of the Environment, or sanctions imposed by independent Authorities (such as AGCM, AGCOM, ANAC or other similar authorities). They shall, in all cases, act with objectivity in pursuing corporate activities, respecting the principles which must be fostered, guaranteeing that they are free of any form of commercial, economic or other types of pressure which could compromise their impartiality and independence.

The Directive Council may delegate its powers to the Executive Committee, consisting of the President, Vice Presidents and a maximum of five Members, or to one or more of its members, who may be the President or one of the Vice Presidents. The Council shall determine the contents, limits and possible modalities for exercising the power of attorney, with the option of issuing directives to the delegated corporate Body and of reserving for itself the undertaking of operations which were delegated.

The Members elected to represent the associations, as under art. 8, letter e) may not be elected President, nor receive power of delegation.

Power of attorney or delegation of power is not possible regarding matters covered by letters a), b), c), d), e), f), g), h), k), l), n), o), p) and r) of article 14 below.

The Council of Directors shall promptly communicate to Members with regard to any appointments under its competence.

Following a written communication, sent by the President after two consecutive absences without a written justification, the Directive Council shall declare the revocation of any Council Member who has been absent without justification, also for the subsequent meeting. Council Members who have been removed from the Council can only be substituted by Ministries, Full Members, for the remaining duration of the mandate. The same provision is made by the Directive Council for the members of Bodies which it nominates.

The Directive Council cannot proceed with its activities when there is no majority of Council Members. In this case, the President shall urgently convene an ordinary Assembly and, meanwhile, it can carry out acts of ordinary administration. Failing that, the Board of Auditors shall take charge of the situation.

The designated Full or Sponsor Members, as also the Permanent Conference for Relations between the State, the Regions and the autonomous provinces of Trento and Bolzano, may recall their representatives in the Directive Council and arrange for their replacement. The Directive Council shall co-opt the new representative, in the first due meeting.

In case of hindrance or resignation of one representative of the Ordinary Members, the seat remains vacant until a new election by the first due Assembly.

A Council Member elected or designated for a period of three years terminates her/his tenure of office at the same time as the expiry of the mandate of the Council.

The Directive Council shall be convened by the President, by fax, email, telegram or registered mail, or by any other means with recorded receipt, to be sent to each Council Member and to all those eligible to attend, at least seven days before the date set for the meeting.

The meetings of the Board of Directors can be held in person, by videoconference or in mixed mode. In the latter two cases, attendance is checked by means of a video camera, or in any case in the ways permitted by law.

The communication for the convening of the meeting shall specify the date, time, place of the meeting as well as the connecting platform for a video conference and the order of the day.

In urgent cases, the communication for the convening of the Directive Council may be made at least three working days before the date set for the meeting. The Directive Council is also called by the President or, in case of refusal, by the Council of Auditors when so requested by at least one third of its Members.

If present at a meeting the General Director performs the tasks of secretary.

The meetings are validly constituted with the presence of at least half the Members in office; delegation is not admitted. Presence by means of telecommunications is accepted.

Decisions are taken by majority vote of those present; in the event of parity, the vote of the chair shall prevail.

ART. 14

TASKS AND DUTIES OF THE DIRECTIVE COUNCIL

The Directive Council is responsible for the ordinary and extraordinary administration of ACCREDIA, including provision as deemed appropriate for the accomplishment of ACCREDIA's objectives, except where specified in this Statute for the competence of the Assembly, or of the other ACCREDIA corporate Bodies.

In particular, the Directive Council:

- a) sets out the general aims for ACCREDIA's activities and exercises all authority in respect of the management and administration of ACCREDIA and its assets, providing for, where necessary, appropriate rules and regulations;
- b) takes decisions regarding proposals for the financial statement and budget estimates to be submitted annually to the Assembly;
- c) approves, at the end of each financial year, a report to be submitted on its activities and ACCREDIA's future program;
- d) elects from among its members, five members who make up, with the President and Vice Presidents, the Executive Committee;
- e) appoints and recalls the President and at least six members of the Committee for Accreditation Activities, who are not members of the Directive Council, in accordance with art. 18 below. It determines, also in accordance with art. 18, the number and the competences of the Sector Committees and Sub-Committees of Accreditation, and nominates and recalls the respective Presidents and Members. It also endorses the list of technical experts collaborating with the Committees or Sub-Committees of Accreditation;
- f) nominates and recalls the President and the members of the Commission of Appeals in accordance with art. 21 below;
- g) decides on the admission of new Members and submits, with motivations, any case to the Assembly for the exclusion of Members;
- h) constitutes internally the Committee for Coordination with the Public Administration Authorities which are Members of the Association, as under art. 20 below;
- i) evaluates, after consultation with the Steering and Guarantee Committee, the requests of organizations and bodies which are not ACCREDIA Members but are involved in a significant way in accreditation activities and which ask to participate in the activities of the Committee, authorizing the President to accept the nomination of a representative;
- j) appoints and recalls, upon the President's proposal, the General Director, the Vice Directors and the Directors of Department as set out in art. 23 below;
- k) regulates the activities of the Departments, taking decisions concerning creation, suppression or fusion of operative activities;
- l) determines the remuneration and payments owed to the Members of ACCREDIA's corporate bodies, except for provisions under art. 12, letter e) and art. 15, letter c);
- m) decides the appointment and recall of management staff and/or the transition to managerial upgrade of staff already in service, specifying the areas of responsibility;
- n) approves the procedures and internal regulations related to the activities of ACCREDIA's corporate bodies, except for the Assembly and the Board of Auditors; it proposes to the Assembly the approval of the General Regulations for the implementation of this Statute, and of any subsequent amendments;
- o) decides with regard to the start of a new accreditation scheme, the department in question and any transition criteria;
- p) decides with regard to the start of a new conformity assessment schemes;

- q) decides with regard to the pricelist concerning accreditation activities;
- r) decides with regard to all the initiatives it considers suitable for fulfilling corporate objectives.

In cases of extreme urgency the President may adopt, or propose to the Executive Committee, decisions which would fall within the competence of the Directive Council. Such decisions are submitted to the Directive Council for approval at the first due meeting.

ART. 15

THE EXECUTIVE COMMITTEE

The Executive Committee is overseen by the President of ACCREDIA. With regard to the periodicity of the meetings and the relative minutes, the same rules are applicable as those for the Directive Council.

In addition to the competences delegated to it by the Directive Council, the Executive Committee has the task of studying the areas of competence of the Directive Council, preparing resolutions, and, in particular, those related to administration and management.

In particular, the Committee:

- a) prepares and makes available the financial statement documents and supervises budget management;
- b) upon proposal by the President, in cases of extreme urgency, it adopts resolutions relating to the competence of the Directive Council, with the obligation to submit them to the Council in the first due meeting for approval;
- c) determines, for the General Director and for the other Directors, all payments and additional attributions and communicates as such to the Directive Council.

The Board of Auditors and the Presidents of the Steering and Guarantee Committee and of the Committee for Accreditation Activities are invited to the meetings.

ART. 16

THE PRESIDENT AND THE VICE PRESIDENTS

The mandate of the President and Vice Presidents coincides with that of the Council which elects them. They may be re-elected not more than once.

In the event of termination of appointment, for whatever reason, the Directive Council shall provide for a replacement. Replacement Members shall remain in office until the end of the mandate of the President and/or Vice President who have been replaced.

The President:

- a) represents ACCREDIA at every level;

- b) acts as legal representative of ACCREDIA with regard to the Members and third parties, also in a court of law;
- c) oversees the implementation of the resolutions of the Executive Committee, of the Directive Council and of the Assembly, and the compliance with the statutory provisions and regulations;
- d) convenes and chairs the meetings of the Assembly, of the Directive Council and of the Executive Committee;
- e) performs all functions as provided for under the Statute or those which are delegated by the Directive Council;
- f) presents and supports any legal proceedings or actions in the name and on behalf of ACCREDIA, whether plaintiff or defendant, in any court of law, civil, criminal or administrative, in any instance jurisdiction; appears as plaintiff in proceedings for which ACCREDIA is deemed to have suffered an offence; stands as ACCREDIA's legal representative also for out-of-court cases; appoints and recalls lawyers and special prosecutors setting out their powers; he also settles disputes;
- g) by signing the relative documents, he also enforces the implementation of the principal decisions of the Sector Accreditation Committees concerning the processes of accreditation.

In case of absence or hindrance of the President, the most senior the Vice President shall take charge of the President's functions.

ART. 17

THE BOARD OF AUDITORS

The Board of Auditors is composed of three regular and two substitute auditors, all enrolled on the register of statutory auditors.

The Members of the Board of Auditors shall declare, or face removal, if they fail to do so, that they have not received any legal convictions for breaches of the Anti-mafia Code, the Anti-corruption Code, the Consumer Code, the Code of Public Tenders, the Code of the Environment, or sanctions imposed by independent Authorities (such as AGCM, AGCOM, ANAC or other similar authorities).

Their term of office is three years and, during that period, it may be terminated by the Assembly only for just cause.

In the event of the death, resignation or forfeiture of a statutory auditor, replacements in order of age shall take over, in compliance with article 2397 of the Italian Civil Code, second paragraph. The new auditors remain in office until the next General Assembly, which must appoint the standing and replacement auditors necessary for the integration of the board, in compliance with article 2397, second paragraph. The new nominees expire together with those in office, at the end of the mandate of the Council.

In the event of replacement of the President, the presidency is entrusted to the most senior auditor until the next Assembly.

If the Board of Auditors is not completed with the replacement Auditors, the General Assembly is called to provide for the integration of the Board itself.

The Board of Auditors oversees respect of the law and of the Statute, respect of the principles of correct administration and all other matters of legal obligation regarding the Board of Auditors of limited companies.

In order to fulfil their duties, the members of the Board of Auditors, have the right of access, of inspection and of control, of all ACCREDIA's accounts documents, also separately.

The meetings usually take place every ninety days and may also take place by video conference; auditors are also invited to meetings of the Directive Council, of the Executive Committee and to the Assemblies.

The Assembly may entrust the Board of Auditors with the legal review of accounts, or entrust such task to a registered statutory legal auditor. The legal review is carried out according to the regulations provided for by the law covering the activities of limited companies.

The Ministry of Economic Development shall nominate the President of the Board of Auditors. In the absence of such nomination, the Assembly shall appoint a President with proven administrative experience in the public sector.

ART. 18

ACCREDITATION COMMITTEE: COMMITTEE FOR ACCREDITATION ACTIVITIES, SECTOR ACCREDITATION COMMITTEES AND SUB-COMMITTEES

The Accreditation Committee operates in the area of accreditation, in accordance with the principle of technical competence and according to modalities of operation as specified in the General Regulations and also in accordance with the provisions of internal procedures.

The Committee is divided into a Committee for Accreditation Activities and Sector Accreditation Committees and Sub-Committees.

The President of the Committee for Accreditation Activities can be chosen outside the Sector Committees and is the technical liaison with other ACCREDIA Bodies and among the Sector Committees. S/he chairs and constitutes, together with the Presidents of the Sector Committees and other Bodies nominated by the Directive Council - the Committee for Accreditation Activities.

In particular, the Committee for Accreditation Activities:

- a) upon proposal of the competent Director of Department or of the individual Sector Committees, prepares, updates and checks regulations, procedures and provisions in general governing accreditation activity, submitting such activity to the approval of the Directive Council;
- b) supervises the progress of the activities of Sector Committees and Sub-Committees, without intervening with regard to individual decisions;
- c) reviews in general terms the work carried out by the Sector Committees and Sub-Committees;

- d) upon suggestion of the Sector Committees, expresses a technical opinion concerning decisions which may have an impact on the requirements for accreditation or on other issues raised;
- e) expresses an opinion on the start of the accreditation of new conformity assessment schemes.

The Sector Committees act for comparable aims, having as their main reference the relevant accreditation standard. With a specific resolution of the Directive Council, sector accreditation Sub-Committees can be set up. The operating rules of the Committees and Sub-Committees are governed, in a uniform manner, by specific regulations approved by the Directive Council.

The Directive Council nominates a coordinator for each Sub-Committee who is invited, without voting rights, to attend meetings of the reference Sector Committee.

Each Sector Committee or Sub-Committees consists of not less than three members, from whom a President is chosen. Both the President of the Committee for Accreditation Activity and the single members of the Sector Committees and Sub-Committees, are appointed by the Directive Council which decides the number according to the organisation of work and the operative modalities of the Sector Committees.

The Sector Committees of Accreditation decide, in their respective areas of competence, on the granting, maintenance, extension, renewal, reduction, suspension and withdrawal of accreditation. The Sub-Committees draw up proposals for decisions regarding the accreditation files under their competence for endorsement by the Sector Committees.

The Presidency of the Sector Committees and the Sub-Committees, operating in the regulated areas of competence of the Public Administration Authorities, is entrusted, except in cases of explicit waiver by the competent Authority, to qualified personnel employed and appointed by the same entity.

All members of the Committee shall guarantee independence of behaviour and impartiality of judgment, or face removal, that they have not received any legal convictions for breaches of the Anti-mafia Code, the Anti-corruption Code, the Consumer Code of, the Code of Public Tenders, the Code of the Environment, or sanctions imposed by independent Authorities (such as AGCM, AGCOM, ANAC or other similar authorities).

For each member of the Sector Committees and Sub-Committees, the specific technical skills in the various sectors of intervention are identified.

Members of the Sector Committees, or of the Sub-Committees or of the Accreditation Activities Committee, cannot be the owners or partners of the accredited or applicant CABs, nor those who hold an operational, managerial or representative role in a CAB, or those who belong, in any capacity, to the representative associations of the accredited or applicant CABs.

Members of the Sector Committees and Sub-Committees cannot take part in any decision relating to persons/CABs with whom they have had relations, as directors, employees, consultants or assessors, in the last three years, or when they have made, with regard to the persons/CABs in question, assessment activities for accreditation purposes.

All the members of the Sector Committees and Sub-Committees and of the Committee for Accreditation Activities remain in office for three years and can be reconfirmed.

A member appointed during the three-year period terminates his/her mandate together with the others in office upon the expiry of the mandate of the Council.

The meetings of the Committee for Accreditation Activities and of the individual Sector Committees and Sub-Committees can be held in presence, by videoconference or in mixed mode. In the latter two cases, attendance is checked by means of a video camera, or in any case in the ways permitted by law.

The communication to convene a meeting shall specify the date and time of the meeting, the connecting platform for a videoconference as well as the order of the day.

The meetings of the Committee for Accreditation Activities and of the individual Sector Committees and Sub-Committees are valid with the presence of at least half of the members, and proxy attendance is not permitted. Decisions are valid when approved by at least two-thirds of those present. The meetings of the Committee for Accreditation Activities are attended, but without the right to vote, by the General Director, acting as secretary if present, and by the Directors of Department involved in the activities pertaining to the individual Sector Committees. The Directors of Department, for the respective areas of competence, act as secretary for the Sector Committees, except if it is possible to delegate Department personnel.

In order to ensure flexibility and to ensure the necessary competences, the Sector Accreditation Committees and Sub-Committees may be supplemented, for inquiries into specific files or dossiers, by external technical experts who participate in the meetings without voting rights. Their presence shall not be counted for the purposes of determining whether there is a quorum at the meeting.

The list of technical experts is approved by the Directive Council.

ART. 19

STEERING AND GUARANTEE COMMITTEE

The Steering and Guarantee Committee's task is to take into consideration the contribution of the Members, as well as the proposals from other parties who may be involved or interested in accreditation, and the formulation of the operational objectives and good functioning of the Accreditation Body, to ensure the competence, transparency and impartiality of its actions, as required by the applicable standards.

As such, the Committee, by means of a long-term document setting out ACCREDIA's objectives, with regular assessments, draws up proposals and aims regarding policies, guiding principles and initiatives for the good functioning of the Body, for accreditation activities and related issues, clarifying its role in relation to the following matters:

- a) validity and effectiveness of the processes of accreditation;
- b) absence of any kind of discrimination;
- c) impartiality, independence, transparency and confidentiality;
- d) economic effects connected with accreditation activity.

The Members of the Steering and Guarantee Committee are designated by the Members as holders of interests in accreditation activities, or proposed by other parties, also holders of such interests, including non-Members.

The Members of Steering and Guarantee Committee shall declare, or face removal, if they fail to do so, that they have not received any legal convictions for breaches of the Anti-mafia Code, the Anti-corruption Code, the Consumer Code of, the Code of Public Tenders, the Code of the Environment, or sanctions imposed by independent Authorities (such as AGCM, AGCOM, ANAC or other similar authorities).

The President of ACCREDIA deals with their replacement and recall upon indications made by the designated parties. The members of the Committee proposed by parties who are not ACCREDIA Members, act as observers and do not have voting rights, nor do they have the right to receive attendance tokens or expense reimbursements.

The composition of the Committee shall be such as to ensure a balanced representation of the interests of the various ACCREDIA Members, as well as the contribution and the pooling of knowledge, experience and expertise as required in terms of accreditation and conformity assessment in general.

The meetings of the Steering and Guarantee Committee can be held in presence, by videoconference or in mixed mode. In the latter two cases, attendance is checked by means of a video camera, or in any case in the ways permitted by law.

The communication to convene a meeting shall specify the date and time of the meeting, the connecting platform for a videoconference as well as the order of the day.

The meetings of the Steering and Guarantee Committee are validly constituted with the presence of at least one third of the Members in office.

The decisions of the Steering and Guarantee Committee shall guarantee the balance of interested parties, avoiding particular dominance of any of these. In particular, the classification of Members in the four categories as defined in art. 5 of this Statute is taken into account.

The President of the Steering and Guarantee Committee is elected by the Committee itself from among its members. S/he ensures that decisions are taken through a balanced representation of the interests involved in the matters discussed.

In particular, as regards the resolutions of the Steering and Guarantee Committee as per the letter a) of this article; they are taken with a majority of those present and with the favourable opinion of the majority of the representatives of each of the four categories mentioned above.

The membership of the Steering and Guarantee Committee lasts for three years and members may be re-elected. A member appointed during the three years shall terminate her/his tenure of office at the same time as the others in office, at the end of the Council's mandate.

The Committee, respecting article 27 of the General Regulation, can set up Working Groups to further study matters coming within its responsibilities.

Participation in such Working Groups is open both to members of the Committee (or persons designated by them) and to external experts, by invitation on the part of the President of the Committee.

The Steering and Guarantee Committee operates in accordance with the provisions of article 27 of the General Regulation and in conformity with the relevant internal Regulation which is submitted for approval to the Directive Council.

In particular, the Committee, apart from modifying the long-term planner, undertakes the following activities:

- a) formulates general aims and recommendations on technical and managerial issues, for the best performance of accreditation activities, with regard to the regulations, procedures and provisions which regulate accreditation activities;
- b) verifies the receipt and implementation of such policy recommendations in terms of the specifically defined modalities;
- c) collaborates and interacts with the Directive Council and the Committee for Accreditation Activities, through exchanges of documents and specific meetings;
- d) evaluates ACCREDIA's impartiality risk analysis, developed in line with ISO/IEC 17011 and relative updates, and submits them to the Directive Council for approval.

The Committee has no powers of management or control over individual actions taken by other ACCREDIA corporate bodies, although it may, however, evaluate compliance with its aims and recommendations.

If the Steering and Guarantee Committee believes that its indications are systematically disregarded by the corporate bodies with executive powers, it may request the convening of the Assembly, which will take appropriate actions.

The meetings of the Steering and Guarantee Committee are attended by, without voting rights and performing the tasks laid out in article 27 of the Regulation, the President and the General Director of ACCREDIA (the latter acting as secretary, if present) and the President of the Committee for Accreditation Activity.

ART. 20

COMMITTEE FOR COORDINATION WITH ACCREDIA MEMBER PUBLIC ADMINISTRATION AUTHORITIES

The Committee carries out its activities under the Directive Council and its duties are to carry out coordination between the public authorities concerned and involved in the activities of ACCREDIA, and the technical standardisation bodies and ACCREDIA.

The President and Vice Presidents of ACCREDIA, the Presidents of the Committee for Accreditation Activities and of the Steering and Guarantee Committee, the representatives of standardization bodies and all designated Members of the Directive Council or belonging to the Ministries and to other Public Administration Authorities all take part in the Committee. Directive Council members, specifically requested by the Associations of Accredited Bodies, are invited to attend. The ACCREDIA General Director, if present, performs the duties of secretary.

The Committee formulates proposals to the Directive Council regarding the assignment to ACCREDIA of surveillance, control and accreditation tasks in the field of conformity assessment in regulated areas, which shall be assigned to them by the competent Public Administration Authorities, expressing their opinions on such matters. It also supervises the coordination of ACCREDIA with the Italian technical standardization bodies when assessment and interpretation of sector technical regulations are required. The Committee can, in such cases, set out the guidelines.

The meetings of the Committee are convened and chaired by the President of ACCREDIA, who may permanently delegate this task to a Member of the Directive Council. The work of the Committee is regulated by article 27 of the Regulation.

With regard to the procedures for convening and majority requirements, refer to the provisions established for the Directive Council.

ART. 21

THE COMMISSION OF APPEALS

The Commission of Appeals is the institutional body tasked to consider and decide concerning appeals that are submitted against decisions taken with regard to accreditation.

The Commission consists of a minimum of four, to a maximum of eight members. They are appointed from among the members of the Steering and Guarantee Committee, by the Directive Council, which appoints the President, taking care to ensure the concepts of independence and impartiality, and the technical expertise on accreditation and related issues.

The President of the Sector Accreditation Committee who has taken the decision regarding the appeal, may also participate in the meetings, only upon express invitation of the President of the Appeals Commission and without voting rights.

The Commission operates under the terms and procedures referred to in the appropriate internal Regulations and according to the criteria established by article 27 of the Regulation.

Commission meetings are convened by the Commission President, in agreement with the General Director who, if present, shall perform the duties of secretary of meetings.

The meetings of the Commission of Appeals can be held in presence, by videoconference or in mixed mode. In the latter two cases, attendance is checked by means of a video camera, or in any case in the ways permitted by law.

The communication to convene a meeting shall specify the date and time of the meeting, the connecting platform for a videoconference, as well as the order of the day.

Other ACCREDIA corporate bodies may be invited to meetings of the Commission of Appeals, however they cannot participate in decisions concerning disputes, which must be taken and justified only by Members of the Commission; the Commission may proceed to hear the appellant as well as those who took part in the actions which led to the appeal, as well as experts able to provide competent input on the matters at issue.

ART. 22

THE BOARD OF ARBITRATORS

The Board of Arbitrators is the Body appointed to examine and deliberate, with motivated and unappealable measures, on disputes that are submitted to it by the Members or by the President of ACCREDIA, relating to the interpretation and application of this Statute, which emerge between the Members, or between the current and former Members and ACCREDIA, as well as between the ACCREDIA's Members and Bodies.

The Board of Arbitrators acts on the adversarial principle. Following examination of the documents/arguments presented by the parties, and after a confidential investigation, the Board deliberates in accordance with the rules of law, the statutory rules and the regulations. Its opinion shall be justified in writing and set out in a report.

The Board has a mandate of four years and it consists of a President, two effective members and two supplementary ones, nominated by the Assembly. Persons nominated shall be of exemplary morality and reputation, with knowledge of the accreditation and conformity assessment processes and possessing legal competences. The members shall perform their tasks without payment but they can request reimbursement for expenses. They shall not fulfil any other task in ACCREDIA's bodies and they shall not be chosen among employees or assessors currently engaged.

The members of the Committee shall declare that they have not received any legal convictions for breaches of the Anti-mafia Code, the Anti-corruption Code, the Consumer Code, the Code of Public Tenders, the Code of the Environment, or sanctions imposed by independent Authorities (such as AGCM, AGCOM, ANAC or other similar authorities).

The meetings of the Board of Arbitrators can be held in presence, by videoconference or in mixed mode. In the latter two cases, attendance is checked by means of a video camera, or in any case in the ways permitted by law.

The communication to convene a meeting shall specify the date and time of the meeting, the connecting platform for a videoconference, as well as the order of the day.

The Board may use its own procedural regulation. In the absence of a regulation the procedural rules of the Commission of Appeals shall, where applicable, be applied.

The General Director, unless the Board decides by majority vote that he is involved in activities which do not fall within his areas of competence with regard to the dispute in question, assists the Board and takes part in meetings, without voting rights, performing the tasks of secretary and notifying all the interested parties regarding decisions taken.

ART. 23

THE GENERAL DIRECTOR AND THE DIRECTORS OF DEPARTMENT

In addition to the tasks contained in this Statute and by the Directive Council, ACCREDIA's General Director has the following tasks and powers:

- a) to oversee the implementation and decisions of the corporate bodies;

- b) to ensure that the administrative management is in accordance with the actions approved by ACCREDIA's bodies, carrying out all the related functions and taking care of all related implementations, with the option of delegating some of these tasks;
- c) to assist the President in conducting his representative and corporate duties;
- d) to perform the duties of secretary of the Directive Council, of the Executive Committee, of the Steering and Guarantee Committee, of the Committee for Accreditation Activities, of the Commission of Appeals and the Committee for Coordination with Public Administration Authorities and the Board of Arbitrators. This role, in cases of absence or hindrance, can also be carried out by a person appointed on a case-to-case basis by the corporate body in question;
- e) to sign, jointly with the President and the Directors of Department, for the related area of competence, the decisions taken by the Sector Accreditation Committees;
- f) to establish, for non-management staff, the employment classification and the relative payment, in accordance with the current rules and applying the CCNL (National Collective Labour Agreement) as indicated by the Directive Council.

The General Director is responsible for the surveillance of the ACCREDIA management system, in compliance with UNI CEI EN ISO IEC 17011.

The Directors of Department have the authority of Directors and oversee the technical activity in the areas of competence, according to the organization chart made available by the General Director and approved by the Directive Council.

This organization system may include, in addition to the staff areas, directly connected to the General Manager, also functional areas, which can be both internal to the departments and transversal.

The Directors of Department have the responsibility to manage the technical operations and the accreditation processes of the respective Departments. They also have the tasks set by the internal procedures, and, in particular, shall prepare and make available as necessary for the respective Sector Committees, the documentation relating to decisions concerning the granting, extension, renewal, reduction, suspension and withdrawal of accreditation, as well as those relating to measures and sanctions against accredited bodies. They select the assessors, each one for his/her area of competence. These responsibilities may be delegated to the department Vice Directors, if present.

The Directors and the ACCREDIA personnel shall not hold appointments or responsibilities of any kind with accredited Bodies nor with their associations or federations.

ART. 24

ASSESSORS

Assessors engaged in accreditation shall guarantee absence of conflicts of interests, regardless of the contractual relationship binding them to ACCREDIA. They are selected and qualified for their respective areas of competence by the Directors of Department.

The induction of new assessors and removal from the list are approved by the Committee for Accreditation Activity.

The assessment tasks are given to persons included in the relevant list by the Directors of Department in question according to specific procedures.

ART. 25

ACCREDIA'S ASSETS

The assets of ACCREDIA consist of:

- funds consisting of the assets conferred by SINAL and SINCERT;
- admission fees paid by the Members;
- funds deriving from public and private contributions;
- reserves constituted by any surplus management funds.

Full, Sponsor or Ordinary Members do not have any rights to ACCREDIA's assets, also in the event of dissolution.

ART. 26

FISCAL YEAR AND FINANCIAL STATEMENT

The financial year begins on January 1 and closes on December 31 of every year.

The Directive Council is responsible for the preparation of the financial statement to be submitted to the Members' Assembly according to the criteria for the drawing up of financial statements as established for joint stock companies. Granted the completeness of the financial statement, in order to promote operational efficiency and control of the management of the various activities, the statements are drawn up for "cost centers", in order to provide to the Directive Council the possibility of assigning programmed objectives to each Department.

The distribution of profits or management surplus funds among the Members and the sharing of funds and reserves among the Members is forbidden.

ART. 27

GENERAL REGULATION

The application of the present Statute is regulated by, and in conformity with, the "General Regulation", approved by the Assembly upon proposal by the Directive Council.

ART. 28
PUBLICATIONS

In addition to the provisions of art. 3, ACCREDIA may disclose any information relating to the activities and to certifications and attestations issued by accredited CABs of which it obtains knowledge.

ACCREDIA distributes, through the appropriate means, technical publications concerning accreditation and related activities with the aim of promoting accredited conformity assessments and awareness of ACCREDIA's activities among interested parties.

ART. 29
DISSOLUTION

Proposals for dissolution of ACCREDIA shall be submitted to an Extraordinary Assembly, in writing and with motivations, by the President or by at least two thirds of the Members.

If the dissolution of ACCREDIA is decided, in accordance with the provisions of art. 11, the Extraordinary Assembly shall determine the modalities of liquidation by appointing one or more liquidators and defining their powers.

The assets shall be distributed to non-profit associations with similar objectives and purposes and/or given to charities.

ART. 30
JURIDICAL COMPETENCE

ACCREDIA is under the jurisdiction of the legal of the registered office - ROME.

ART. 31
REFERRAL

Regarding any matter not provided for under this Statute, reference must be made to article 27 of the General Regulation for the Application of the Statute, to the Regulation EC n. 765/2008, to the Italian Civil Code and all other applicable laws.