

STATUTE

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I. CONSTITUTION - SEAT - PURPOSES

Art. 1 Definition, nature and purposes

UNI - Ente Italiano di Normazione¹ is the National Standards Body communicated by the Italian State to the European Commission pursuant to EU Regulation No.1025/2012, implemented by Legislative Decree No.223/2017.

UNI is a non-profit association based in Milan. The principles by which it is inspired are to affirm the dignity of the Person and protect fundamental Human Rights.

UNI facilitates economic and social actors, whether of public or private law, who are interested in drawing up, promoting and disseminating technical standardisation as a support tool for economic growth, social progress, the improvement of quality, the enhancement of innovation in compliance with the objectives of sustainable development and in the implementation of practices consistent with it.

The purpose of UNI is to perform standardisation activities, i.e. to study, draft, approve, publish and disseminate documents of voluntary application - technical standards, technical specifications, technical reports and reference practices - in order to coordinate efforts to improve and standardise products, services, people and organisations, with the aim of simplifying design, production and distribution, ensuring safety and quality performance, respect for the environment and protection of consumers and workers, in all economic, production and social sectors.

The modalities of the standardisation activity carried out by UNI are coherence, transparency, democraticity, consensus, voluntariness and independence. In this perspective, UNI directs its activity towards the identification of solutions to problems through innovative processes, capable of ensuring equal welfare to present and future generations, through the implementation of a model of social responsibility and complexity management.

In order to achieve its purposes, UNI works to:

- a) develop technical standards or other types of technical documents and ensure their publication and dissemination;
- b) manage and coordinate Italy's participation in European and international standardisation activities, as Italian member of CEN - European Committee for Standardisation and ISO - International Organisation for Standardisation;
- c) maintain relations and cooperate with National Standards Bodies in other countries;

¹In the 1991 edition of the Statute, the name was UNI - Ente Nazionale Italiano di Unificazione.

- d) publish and market technical standards or other types of technical documents;
- e) support the understanding and appropriate use of technical standards or other types of technical documents through training and interpretation services;
- f) establish archives of national, European, international and foreign standardisation;
- g) promote the culture of standardisation towards all components of civil society and Public Administration with particular attention to the world of students and consumers;
- h) promote scientific and cultural activities concerning standardisation and its interaction with other practices and disciplines, with a focus on the academic and research worlds;
- i) promote a correct practice of conformity assessment with respect to technical standards and other types of documents of a normative nature, and of valorisation of the 'UNI Mark';
- j) implement all initiatives for the protection of rights and the sale of standards;
- k) take any other initiative deemed useful for the achievement of its purposes.

Article 2 Federated Bodies

The organisations which, on the basis of a Federation Convention with UNI, carry out standardisation activities, each for the sector of its competence at national, European and international level, are called Federated Bodies. This activity is carried out in accordance with this Statute and in compliance with the principles contained in EU Regulation No.1025/2012 and Legislative Decree No.223/2017.

The Federation Convention is prepared and signed in accordance with the appropriate Regulation, approved by the Board of Directors.

Only one Federated Body may operate for each technical standardisation sector. Federated Bodies are members by right, pursuant to Article 4.

Coordination between UNI and the Federated Bodies is carried out within the framework of the Board of Directors, with the establishment of an Advisory Committee of the Federated Bodies.

The Composition, Purposes and Tasks of the Advisory Committee of the Federated Bodies will be laid down in a special Regulation approved by the UNI Board of Directors.

II. MEMBERS

Article 3 Membership Categories

UNI members are divided into:

- a) founder members;
- b) members by right;
- c) ordinary members.

The General Confederation of Italian Industry (Confindustria) is a founder member.

Art. 4 Members by right

Members by right are the Ministries on the Strategic Steering Committee, the Italian Accreditation Body (ACCREDIA), the National Research Council (CNR) and the Federated Bodies.

Members by right are exempt from paying dues.

The participation of experts appointed by the members by right in UNI's Technical Commissions is laid down in a special Regulation approved by the Board of Directors.

Art. 5 Ordinary Members

Those interested in standardisation activities can join UNI as ordinary members:

- a) public bodies;
- b) associations, federations and confederations of any kind;
- c) territorial orders and colleges, national professional councils and associations;
- d) technical, scientific, research and educational institutions, universities, consortia, professional, economic, insurance and social security institutions;
- e) enterprises;
- f) professionals and professional companies;
- g) natural persons.

The persons referred to in (g) may subscribe only 1 (one) ordinary share.

Ordinary "representative" members are those persons referred to in a), b), c) and d) who subscribe at least 20 (twenty) ordinary shares.

'Large members' are the ordinary representative members who subscribe at least 200 (two hundred) ordinary shares.

Article 6 Admission of Members

Applications for admission to UNI must be addressed to the President by ordinary mail or by e-mail by the legal representative, in the case of a legal entity, and by the same, in the case of a natural person as defined in Article 5 letter g).

Submission of the application implies acceptance of the Statute, the Integrity Charter and the UNI Regulations in force at the time of submission.

The persons referred to in Article 5 are admitted as ordinary members by the Board of Directors in accordance with the procedures laid down in the relevant Regulation.

The outcome of the application for UNI membership is communicated to the applicant within 2 (two) weeks from the decision of the Board of Directors.

In the event of a negative outcome of the application, duly motivated, the interested party may appeal to the Board of Arbitrators within 30 (thirty) days from the communication of the rejection decision.

The Board of Arbitrators makes a final decision on appeals within 30 (thirty) days.

Membership is granted for one year and is tacitly renewed from year to year unless a declaration of withdrawal is made, to be notified to the President in accordance with the terms and conditions set out in Article 9.

Article 7 Duties of Members

UNI members are obliged:

- a) to the payment of the annual fee, as defined by the Board of Directors;
- b) to respect and dissemination of the values of standardisation - coherence, transparency, democraticity, consensus, voluntariness and independence;
- c) to work towards the dissemination of the culture of standardisation and the application, use and legal possession of technical standards and, for ordinary members of representation, also towards their own representatives;
- d) to make concrete contributions to standardisation work in view of their specialisation and expertise;
- e) to notify UNI of any impediments to compliance with technical standards or other types of technical documents.

Article 8 Members' Rights

UNI members have the right:

- a) to attend the Assembly, in accordance with Articles 11 and following;
- b) to consult all existing publications in the UNI computer archives;
- c) to receive assistance from UNI for the interpretation of technical standards;
- d) to participate in technical standardisation activities, according to the modalities set out in Article 34;
- e) to receive the UNI magazine and bulletin.

Art. 9 Withdrawal, forfeiture, exclusion of members

Withdrawal from UNI is communicated by registered letter or certified email addressed to the President. If it occurs before 30 September, the withdrawal has immediate effect and does not entitle the member to a refund of the membership fee for the current year. If it takes place after 30 September, in accordance with Art. 6, the membership fee is tacitly renewed for the following year and must be paid in any case.

Forfeiture of membership is decided by the Board of Directors in cases where the subjective or objective prerequisites for membership are no longer met.

The disqualification measure is notified to the interested parties by registered letter or certified e-mail. An appeal against the measure may be lodged with the Board of Arbitrators within 30 (thirty) days from the date of notification. The decision of the Board of Arbitrators, which must be taken within 30 (thirty) days from the date of the appeal, is final.

The exclusion of a member may be decided by the Board of Directors in cases of breach of the obligation to pay the annual membership fee and in any other case in which the member has failed to fulfil his/her social duties or has carried out or is carrying out activities in conflict with the purposes of UNI.

The reasons giving rise to the proposal of exclusion must be contested to the member by registered letter or by certified e-mail by the President of UNI. Within 30 (thirty) days from the date of receipt of the objections, the member may submit any justifications.

If the justifications are not deemed valid, or if they are not submitted within the 30 (thirty) day period, the member is declared excluded from social activity.

Exclusion has immediate effect. Against the decision of exclusion, the member may appeal at the Ordinary Assembly immediately thereafter.

III. STATUTORY BODIES

Art. 10 Definitions

They are statutory bodies of UNI:

- the Members' Assembly;
- the Strategic Steering Committee;
- the Board of Directors;
- the Executive Council;
- the President;
- the Board of Legal Auditors;
- the Board of Arbitrators;
- the Public Administration Coordination Committee.

IV. ASSEMBLY OF MEMBERS

Art. 11 Composition

The Assembly, both ordinary and extraordinary, is composed of all UNI members.

The Assembly is chaired by the President of UNI or, in the event of his/her absence or impediment, by the Vice-President designated by him/her or by the oldest Vice-President.

The members of the statutory bodies referred to in Article 10, with the exception of the President, may attend the Assembly as observers.

Unless otherwise provided for by the President, the Director General of UNI acts as secretary of the Assembly.

Art. 12 Attributions

The Ordinary Assembly:

- a) approves the annual report of the Board of Directors and takes note of the Legal Auditors' report;
- b) approves the final accounts and the preventive budget proposed by the Board of Directors;
- c) approves the Sustainability Report defined by the Strategic Steering Committee;
- d) ratifies the value of the membership fees defined by the Board of Director;
- e) ratifies the lists of newly registered members and resigning members;
- f) elects the President of UNI;
- g) elects the 12 (twelve) members of the Board of Directors, pursuant to Article 21 (h), as well as the members of the Board of Legal Auditors and the Board of Arbitrators;
- h) deliberates on the remuneration of the Administrators and the members of the Board of Legal Auditors;
- i) deliberates on appeals by members against exclusion decided by the Board of Directors;
- j) deliberates on any other matter submitted to it by the Board of Directors.

The Extraordinary Assembly:

- a) deliberates on proposals to amend the Statute in the manner and within the time limits set out in Article 40;
- b) decides on the possible dissolution of UNI, the appointment of liquidators and the devolution of the remaining assets in the manner and within the terms set out in Article 42.

Art. 13 Convocation

The Ordinary Assembly is convened by the President, upon resolution of the Board of Directors, at least once a year, within 120 (one hundred and twenty) days after the end of the financial year. The letter of convocation must be sent at least 2 (two) weeks before the date of the meeting.

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Extraordinary Assembly is convened by the President, upon resolution of the Board of Directors, when deemed appropriate and when a written and reasoned request is made to the President by as many members as have at least 1/8 of the total votes of the Assembly.

Extraordinary Assembly, in the cases provided for by law, may also be convened by the Board of Legal Auditors.

The modalities for the candidature of the President and the members and the components referred to in Article 12 (g), as well as the modalities for convening and voting, are laid down in a special Regulation approved by the Board of Directors.

Art. 14 Validity of resolutions

The Ordinary Assembly is duly constituted in first call if as many shareholders as have at least half of the total votes cast at the meeting are present.

In second call, the Ordinary Assembly is regularly constituted, at least one hour after the first call, whatever the number of those present.

The Ordinary Assembly resolves with the favourable vote of the majority of the votes cast by the members present.

For the valid constitution and validity of the resolutions of the Extraordinary Assembly, please refer to Articles 40 and 42.

Art. 15 Voting rights

In voting at the Assembly, each ordinary member is entitled to one vote per unitary share subscribed by him.

In any case, at the Assembly no member may exercise the right to vote for a total number of votes exceeding 3/10 of the total number of votes exercisable by the members present at the Assembly.

Members by right are each entitled to one vote.

Only members who are up-to-date with the payment of dues have the right to vote, in the manner laid down in the Regulation referred to in Article 13.

Art. 16 Proxies

Each member may be represented at the Assembly by his or her legal representative or by a person specifically delegated by him or her in writing.

Each ordinary member may represent no more than 5 (five) ordinary (non-representative) members at the Assembly, on the basis of a written proxy issued by their legal representative.

Each ordinary representative member referred to in Article 5 may represent no more than 20 (twenty) Ordinary Members at the Assembly, on the basis of a written proxy issued by the latter's legal representative, for a total number of votes not exceeding the number held.

The modalities for the exercise of the proxy are laid down in the Regulation referred to in Article 13.

The components of the statutory bodies referred to in Article 10 and employees of UNI do not may bear any proxies.

Article 17 Decision-making by referendum method

Decisions within the competence of the Ordinary and Extraordinary Assembly may be taken by referendum, when the Board of Directors deems it necessary, in the face of certain situations adequately motivated by the Board of Directors itself.

In such cases, the Board of Directors draws up a complete proposal for a decision and submit it to the members in a manner that ensures the maximum participation of those entitled and the transparency of the voting process.

A decision shall be deemed to have been made if as many shareholders participating in the meeting together hold at least half of the votes of all the shareholders entitled to vote in the meeting. Decisions by referendum are adopted by a majority of votes, subject to the provisions of Art. 15(2).

In the event that the Statute provides for different majorities for the taking of the decision in the form of an assembly, these will also be respected when the decision is to be taken by referendum.

The decisions referred to in Article 40 can also be taken by referendum.

The procedures for organising the referendum and adopting resolutions are laid down in a special Regulation approved by the Board of Directors.

The verification of the results of the referendum is entrusted to the Board of Legal Auditors, which at the same time draws up the minutes of the relevant operations.

V. STRATEGIC STEERING COMMITTEE

Art. 18 Composition

The Strategic Steering Committee is composed of:

- a) the President of UNI;
- b) the representative of the Ministry of Economic Development, a member of the Board of Directors;
- c) the representative of the Higher Institute of Communications and Information Technology (ISCOM), in relation to the functions referred to in Legislative Decree No. 223/2017 and its subsequent amendments and additions, a member of the Board of Directors;
- d) the representative of the Ministry of Infrastructure and Transport, in relation to the functions referred to in Legislative Decree No. 223/2017 and its subsequent amendments and additions, a member of the Board of Directors;
- e) the representative of the Ministry of the Interior, in relation to the functions referred to in Legislative Decree No. 223/2017 and its subsequent amendments and additions, a member of the Board of Directors;
- f) the representative of the Ministry of Defence, member of the Board of Directors;
- g) a representative of other Ministries that are interested in technical standardisation and make a request;
- h) the representative of each large member who is not already a member by right of the Strategic Steering Committee, a member of the Board of Directors;
- i) 12 (twelve) members elected by the Assembly pursuant to Article 12 (g);
- j) the Presidents of the Federated Bodies;
- k) the representative of the National Research Council (CNR), in relation to the functions referred to in Legislative Decree no. 223/2017 and its subsequent amendments and additions, a member of the Board of Directors;
- l) a representative of the Conference of Italian University Rectors (CRUI);
- m) a representative of the national Agency for new technologies, energy and sustainable economic development (ENEA);
- n) a representative of the Higher Institute of Health (ISS);
- o) a representative of the Higher Institute for Environmental Protection and Research (ISPRA);
- p) a representative of UNIONCAMERE;
- q) a representative of the National Council of Consumers and Users (CNCU);
- r) a representative of the workers' trade unions;
- s) a representative of environmental organisations;
- t) the President of the Italian Electrotechnical Committee (CEI);
- u) the President of the Italian Accreditation Body (ACCREDIA);
- v) the two Vice-Presidents of the Central Technical Commission;
- w) the Director General of UNI;
- x) one employee representative of UNI.

The profiles of the components by right of the Strategic Steering Committee and the way in which they are identified are laid down in specific Regulation approved by the Board of Directors.

Elective members of the Strategic Steering Committee hold office for a term of 4 (four) years and may be re-elected. The member shall forfeit his/her office in the event of unjustified absence in writing from 3 (three) consecutive meetings. The Strategic Steering Committee must assess the case and decide on its merits.

The members of the Board of Legal Auditors attend the meetings of the Strategic Steering Committee without voting rights.

The Chairman of the Board of Arbitrators, the Chairman of the Centre for Standardisation Studies, the Chairman of the Supervisory Board and the Chairman of the Integrity Commission, as well as any other bearer of interest from civil society, may be invited to attend individual meetings of the Strategic Steering Committee by the President of UNI on specific issues.

Art. 19 Attributions

The Strategic Steering Committee:

- a) defines the organisation's vision and stakeholder mapping;
- b) establishes UNI's role in Italian society and in the Quality Infrastructure;
- c) identifies medium and long-term strategic lines;
- d) proposes to the Board of Directors the topics to be developed for the achievement of the Organisation's purposes;
- e) defines the organisation's Sustainability Report to be presented to the Assembly;
- f) identifies standardisation issues in relation to national and international market trends;
- g) contributes to the definition of the Italian position to the strategic directions of CEN and ISO;
- h) monitors the development of standardisation activities in accordance with the strategic guidelines, based on information from the President of the Central Technical Commission;
- i) exercises advisory activities to the Board of Directors when requested by it;
- j) sets up internal ad hoc working groups.

The Strategic Steering Committee establishes the Standardisation Study Centre, defining its powers and appointing its members.

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Art. 20 Operation

The Strategic Steering Committee is convened at least 2 (two) times a year.

The Strategic Steering Committee is convened and chaired by the President, or by the Vice-President designated by him/her. The convocation must be made at least 10 (ten) days before the date set for the meeting.

The convening notice must contain an indication of the topics on which the Strategic Steering Committee is called to deliberate. The deliberations are valid, provided a majority of the members is present. Resolutions are passed by a majority of votes; in the event of a tie, the vote of the person chairing the meeting prevails.

Unless otherwise ordered by the President, the Director General of UNI acts as secretary of the Strategic Steering Committee.

The modalities of convocation, participation and functioning of the Strategic Steering Committee are laid down in a specific Regulation approved by the Board of Directors.

VI. BOARD OF DIRECTORS

Art. 21 Composition

The Board of Directors consists of:

- a) the President of UNI;
- b) a representative of the Ministry of Economic Development;
- c) a representative of the Higher Institute of Communications and Information Technology (ISCOM), in relation to the functions referred to in Legislative Decree No. 223/2017 and its subsequent amendments and additions;
- d) a representative of the Ministry of Infrastructure and Transport, in relation to the functions referred to in Legislative Decree No. 223/2017 and its subsequent amendments and additions;
- e) a representative of the Ministry of the Interior, in relation to the functions referred to in Legislative Decree No. 223/2017 and its subsequent amendments and additions;
- f) a representative of the Ministry of Defence;
- g) one representative of each large member who is not already a member by right of the Board of Directors;
- h) 12 (twelve) members elected by the Assembly pursuant to Article 12 (g);
- i) the Presidents of the Federated Bodies;
- j) a representative of the National Research Council (CNR), in relation to the functions referred to in Legislative Decree No. 223/2017 and its subsequent amendments and additions;
- k) the President of the Italian Electrotechnical Committee (CEI);
- l) the President of the Italian Accreditation Body (ACCREDIA);
- m) 2 (two) Vice-Presidents of the Central Technical Commission.

The profiles of the components by right and the elective components of the Board of Directors are laid down in a special Regulation. The representatives on the Board of Directors in their respective functions are members of the Strategic Steering Committee.

Elective members of the Board of Directors hold office for four (4) years and may be re-elected. A member shall forfeit his/her office in the event of unjustified absence in writing from three (3) consecutive meetings. The Board of Directors shall assess the case and decide on it.

The members of the Board of Legal Auditors and the Director General of UNI attend the meetings of the Board of Directors without voting rights.

The Chairman of the Board of Arbitrators, the Chairman of the Standardisation Study Centre, the Chairman of the Supervisory Board and the Chairman of the Integrity Commission may be invited to attend meetings of the Board of Directors by the President of UNI on specific issues.

Art. 22 Attributions

The Board of Directors elects from among its members, on the recommendation of the President, the 4 (four) Vice-Presidents, one of whom is appointed President of the Central Technical Commission.

The Board of Directors:

- a) on the basis of the guidelines of the Strategic Steering Committee, defines and plans the activities necessary to achieve the goals of the Organisation - operational lines, risk management and approval of the preventive budget - as well as the initiatives to obtain the financial means necessary to achieve these aims;
- b) reports annually to the Strategic Steering Committee on the development of the medium- and long-term strategic guidelines;
- c) quantifies the amount of annual dues and defines the rules for the allocation of the number of dues to be subscribed by ordinary members, including representative members and large members;
- d) deliberates on all provisions intended to regulate, in accordance with this Statute, the functioning of UNI;
- e) appoints from among the members elected by the Assembly to the Board of Directors, pursuant to Article 12 letter g), 2 (two) members of the Executive Council, pursuant to Article 24 letter c);
- f) appoints the experts of the Central Technical Commission referred to in Art. 31 (k), on the basis of the recommendations of the respective parties represented;
- g) deliberates on the convocation of the Assembly and on the budgets and the report to be presented annually to the Assembly;
- h) decides on the disqualification and exclusion of members, and on the admission of members in accordance with the appropriate Regulation;

- i) proposes the remuneration of the Administrators and members of the Board of Legal Auditors, to be submitted to the Assembly for resolution;
- j) appoints and dismisses the Director General of UNI;
- k) ratifies decisions taken by the Executive Council in cases of urgency, pursuant to Article 25 (o);
- l) approves the Regulations referred to in this Statute, organised in a single text;
- m) decides on the recognition of Federated Bodies and their possible revocation;
- n) deliberates on the merits of the Federation Convention referred to in Article 2;
- o) sets up internal ad hoc working groups;
- p) approves the commercial policies for the sale of UNI standards and services proposed by the Executive Council;
- q) approves the start of the work and the conclusion of the reference practices;
- r) exercises any other function that is not reserved by law or by the Statute to the Assembly or to the Strategic Steering Committee.

The Board of Directors establishes the Advisory Committee of the Federated Bodies, the Supervisory Board pursuant to Legislative Decree No. 231/2001 and the Integrity Commission, setting out their powers and appointing their members.

Art. 23 Operation

The Board of Directors is convened at least three (3) times a year.

The Board of Directors is convened and chaired by the President, or the Vice-President designated by him/her. The convocation must be made at least 10 (ten) days before the date set for the meeting.

The convocation notice shall contain the indication of the topics on which the Board of Directors is called to deliberate. In case of urgency, the convocation may be made at least 48 (forty-eight) hours before the meeting.

Resolutions of the Executive Board are valid, provided the majority of its members are present.

Resolutions are adopted by a majority of votes; in the event of a tied vote, the vote of the person chairing the meeting prevails.

If the majority of the members are not present at the meeting, the President convenes a new meeting, which shall be held no later than the seventh following day.

At the second meeting, the resolutions adopted are valid if 1/3 of the members in office are present and are passed if they obtain the majority of the votes of those present.

Unless otherwise provided for by the President, the Director General of UNI acts as secretary of the Board of Directors.

The modalities of convocation, participation and functioning of the Board of Directors are laid down in a special Regulation approved by the Board of Directors.

VII. EXECUTIVE COUNCIL

Art. 24 Composition

The Executive Council is composed of:

- a) the President of UNI;
- b) the Vice-Presidents of UNI;
- c) 2 (two) of the 12 (twelve) members elected by the Assembly pursuant to Article 12 (g), 1 (one) of whom represents small and medium-sized enterprises;
- d) the representative of the Ministry of Economic Development, referred to in Article 21(b);
- e) the representative of the National Research Council (CNR), referred to in Article 21(j);
- f) 1 (one) of the Presidents of the Federated Bodies, representing them, referred to in Article 21 letter (i).

The members of the Board of Legal Auditors and the Director General of UNI attend the meetings of the Executive Council without voting rights.

Art. 25 Attributions

The Executive Council:

- a) implements the resolutions of the Board of Directors and the general guidelines of the Strategic Steering Committee and monitors compliance with the statutory and regulatory provisions;
- b) takes care of the implementation of medium- and long-term strategic lines;
- c) proposes the amount of the annual dues and the rules for allocating the number of dues to be subscribed by individual members, for approval by the Board of Directors;
- d) presents to the Board of Directors the outline of the budgets to be submitted to the Assembly for approval;
- e) coordinates the activities of the Organisation;
- f) constitutes the individual Technical Commissions, on the proposal of the Central Technical Commission, defining the title, scope and economic and social partners to be involved;
- g) It supervises the activities of the Central Technical Commission and in particular the balancing of the composition of the Technical Commissions of UNI and the Federated Bodies;

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- h) supervises and oversees the Organisation's participation in European (CEN) and international (ISO) standardisation activities;
- i) coordinates and oversees UNI's participation in external bodies;
- j) approves the policies for the development and use of the 'UNI Mark';
- k) exercises the functions entrusted to it by the Strategic Steering Committee and the Board of Directors;
- l) develops and proposes to the Board of Directors the Regulations mentioned in this Statute;
- m) It submits to the Board of Directors proposals for commercial policies for the sale of UNI standards and services;
- n) decides on the structure of UNI, as referred to in Article 37, on the proposal of the Director General of UNI;
- o) adopts, in cases of urgency, resolutions within the competence of the Board of Directors, with the obligation to report to the first meeting of the Board of Directors itself for ratification.

Art. 26 Operation

The Executive Board is convened at least four (4) times a year, according to the modalities laid down in a special Regulation approved by the Board of Directors.

The Executive Board is convened and chaired by the President, or Vice-President designated by him/her.

The Director General of UNI acts as secretary, unless otherwise ordered by the President.

VIII. PRESIDENT

Art. 27 Attributions

The President, elected by the Members' Assembly, is the legal representative of UNI.

The President holds office for four (4) years and can only be re-elected for another four (4) years.

The President oversees the implementation of the resolutions of the Assembly, the Strategic Steering Committee, the Board of Directors, and the Executive Council, with the support of the Director General and the operational structure of UNI.

The President exercises all functions that are delegated to him/her by the Assembly, the Strategic Steering Committee and the Board of Directors.

The President ratifies the technical standards drawn up by the UNI Technical Commissions and the Federated Bodies on the proposal of the Central Technical Commission and authorises their publication.

The President ratifies the reference practices on the proposal of the Board of Directors and authorises their publication.

The President may delegate the exercise of certain of his/her powers to the Vice-Presidents; in the event of his/her absence or impediment, he/she is replaced for all purposes by the oldest Vice-President.

In cases of urgency and at the request of the Ministry of Economic Development, the President of UNI may delegate the approval of draft standards to the President of the Central Technical Commission.

IX. BOARD OF LEGAL AUDITORS

Art. 28 Composition, powers and functioning

The Board of Legal Auditors consists of 3 (three) full members and 2 (two) alternate members appointed by the Assembly, which also determines their remuneration, remain in office for 4 (four) years and may be re-elected. The members of the Board must be chosen from among those entered in the Register of Legal Auditors.

The Assembly also appoints the Chairman of the Board of Legal Auditors.

The Board meets periodically for accounting and administrative audits, as well as whenever it deems it appropriate at the request of the President; minutes are taken for each meeting and transcribed in the appropriate Book.

The Board carries out a legality audit because the Legal Auditors verify compliance with the law and the Statute. In addition, they verify the adequacy of the administrative and accounting organisation and the proper administration of the company by reporting any relevant facts to the Assembly.

The College must be convened, and may attend, meetings of the Executive Council, the Strategic Steering Committee, the Board of Directors and the Assembly.

X. BOARD OF ARBITRATORS

Art. 29 Constitution, powers and functioning

The Board of Arbitrators consists of 1 (one) President and 2 (two) members elected by the Assembly also from among non-members. The Assembly also appoints 2 (two) alternate members.

The Board of Arbitrators, pursuant to Article 6 of this Statute, decides on appeals against resolutions of the Board of Directors rejecting applications for

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admission to UNI. It also definitively decides on disputes concerning the disqualification of members under Article 9 and on any other dispute that may arise between members and UNI.

The Arbitrators hold office for four (4) years and are eligible for re-election.

XI. PUBLIC ADMINISTRATION COORDINATION COMMITTEE

Art. 30 Constitution, powers and functioning

The Public Administration Coordination Committee is composed of:

- a) the President and Vice-Presidents of UNI;
- b) one of the Presidents of the Federated Entities, representing them;
- c) the representative of the Ministry of Economic Development in the Board of Directors;
- d) the representative of the Higher Institute of Communications and Information Technology (ISCOM) in the Board of Directors;
- e) the representative of the Ministry of Infrastructure and Transport in the Board of Directors;
- f) the representative of the Ministry of the Interior in the Board of Directors;
- g) the representative of the Ministry of Defence in the Board of Directors;
- h) representatives of Ministries in the Strategic Steering Committee;
- i) one representative of the State-Regions Conference;
- j) one representative of UNIONCAMERE;
- k) one representative appointed by ITACA;
- l) one representative appointed by ANCI;
- m) one representative of the professional orders and colleges;
- n) one university representative;
- o) one representative of the National Research Council (CNR);
- p) one representative of the Italian Accreditation Body (ACCREDIA).

The Public Administration Coordination Committee is convened and chaired by the representative of the Ministry of Economic Development.

The Committee promotes the closest coordination of the participating public administrations in order to guarantee the maximum usefulness and coherence in the contribution provided by the public subjects involved in the implementation of the functions assigned to UNI by this Statute. It can formulate proposals to the Strategic Steering Committee and to the Board of Directors concerning the assumption by UNI of tasks and initiatives related to the pursuit of the aims set out in art. 1.

The Director General of UNI attends the meetings of the Committee, without voting rights, and acts as secretary, unless otherwise provided for by the President.

The Committee is convened at the UNI headquarters in Rome, at least 1 (one) time a year.

XII. CENTRAL COMMISSION TECHNICAL

Art. 31 Composition

The Central Technical Commission consists of:

- a) the Vice-President of UNI in charge of chairing the Central Technical Commission;
- b) the Presidents of the UNI Technical Commissions;
- c) the Presidents of the Central Technical Commissions of the Federated Bodies;
- d) the Directors of the Federated Bodies;
- e) a representative of the National Research Council (CNR);
- f) one representative of each of the Ministries represented in the Public Administration Coordination Committee referred to in Article 30;
- g) a representative of the Italian Electro-technical Committee (CEI);
- h) a representative of the Italian Accreditation Body (ACCREDIA);
- i) one expert of each large member;
- j) one expert from each ordinary representative member, other than (i), who so requests;
- k) one expert for each of the 4 (four) categories of small and medium-sized enterprises, workers' trade unions, consumers, environmental organisations, identified by the relevant category and appointed by the Board of Directors, as per Article 22 letter f).

The Central Technical Commission appoints from among its members, by majority vote, 2 (two) Vice-Presidents who hold office for 4 (four) years and may be re-elected for a further 4 (four) years. At least 1 (one) of the 2 (two) Vice-Presidents shall be an expression of the Federated Bodies.

Failure to attend, without written justification, three (3) consecutive times results in automatic forfeiture of the right to participate in meetings of the Central Technical Commission.

Art. 32 Attributions

The Central Technical Commission:

- a) draws up general guidelines for technical standardisation work;
- b) proposes to the Executive Council the setting up of new Technical Commissions (whether established at UNI or at Federated Bodies);
- c) presents its annual work programme to the Executive Council;
- d) supervises and coordinates the work carried out by the individual Technical Commissions (whether established at UNI or at the Federated Bodies);
- e) addresses requests for draft standards received by UNI to the competent Technical Commissions (whether established at UNI or at a Federated Body);
- f) deliberates on standard projects that are submitted by the individual Technical Commissions (whether established at UNI or at a Federated Body);

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- g) proposes to the Board of Directors the Regulation of the Technical Commissions (whether they are established at UNI or at the Federated Bodies);
- h) coordinates at national level the standardisation activities carried out at European and international level, respectively at CEN and ISO, making use of the competent Technical Commissions established at UNI or at the Federated Bodies, if any.

Art. 33 Operation

The Central Technical Commission is convened at least three (3) times a year.

The modalities of convocation, participation and functioning of the Central Technical Commission are laid down in a specific Regulation approved by the Board of Directors.

Art. 34 Technical Commissions

The Technical Commissions, established both at UNI and at the Federated Bodies, have the task of preparing and elaborating draft standards and interfacing with CEN and ISO activities in their respective fields of competence.

The composition of each Technical Commission ensures a balanced representation of the economic and social partners concerned.

Each Technical Commission may include 1 (one) or more experts representing the State administrations present in the Public Administration Coordination Committee who so request.

The modalities for the functioning and co-ordination of the activities of the Technical Commissions are laid down in a special Regulation of the Central Technical Commission and approved by the Board of Directors.

XIII. DRAFT STANDARD

Art. 35 Procedure for elaboration of technical draft standards and publication in UNI technical standards

Draft technical standards (or technical specifications or technical reports) are drawn up by the Technical Commissions of UNI and the Federated Bodies until consensus is reached on the contents by the parties represented.

In the case of national standardisation work, the definition of projects is conducted within Technical Bodies managed by UNI or a Federated Body, depending on the competence.

Such national standardisation work may be preceded by pre-standardisation work for the development of reference practices in the manner laid down in a special Regulation approved by the Board of Directors.

In the case of European or international standardisation work, the Italian experts appointed by UNI contribute to the drafting of the contents within the procedure for the elaboration and publication of standards managed by CEN and ISO respectively, and on the basis of the positions agreed upon in the national interface Technical Bodies.

All draft technical standards are subjected to a final public enquiry in order to collect contributions from all economic and social stakeholders. In the case of national standardisation works, any comments and proposals resulting from the enquiry are made known to the relevant Technical Commission or Federal Body for final drafting.

The draft technical standards that have completed the enquiry are submitted to the Central Technical Commission and then to the President of UNI for ratification.

The modalities of the process of drafting and publishing technical standards are laid down in a special Regulation proposed by the Central Technical Commission and approved by the Board of Directors.

Art. 36 UNI acronym

The acronym "UNI" may only be applied to technical standards, technical specifications, technical reports, reference practices and other documents of the standardisation process, approved in the manner provided for in Art. 35 and on the basis of the Regulations and procedures in force.

XIV. OFFICES AND STAFF

Art. 37 Organisational structure

The organisational structure of UNI includes the technical, commercial, administrative and institutional services necessary for the functioning of the organisation.

This structure is divided into management, operational and support functions headed by a Director General of UNI.

The Director General exercises the functions entrusted to him/her by the President, with the powers and limits established by the Board of Directors, and in particular he/she ensures the implementation of the resolutions of the Strategic Steering Committee, the Board of Directors and the Executive Council.

The Director General prepares the Organisation's budget and provides secretarial work for the Technical Commissions set up at UNI and support for the structure at CEN and ISO.

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Art. 38 Personnel

The legal status and economic treatment of activity and retirement of UNI personnel are governed by the National Contract and the supplementary company part.

XV. ASSETS AND INCOME

Art. 39 Definitions

UNI's assets consist of:

- a) the real estate;
- b) the library of the contents of technical standards, technical specifications, technical reports and reference practices;
- c) the surplus assets of the annual operations, unless the Assembly, when approving the final accounts, decides otherwise;
- d) an institutional reserve fund to guarantee, in the event of an economic-financial crisis, the management of the Institution for a minimum period of 6 (six) months. This fund is fed by any operating surplus until it covers an appropriate amount in relation to the operating costs for which it was established.

Members have no claim over UNI's assets.

UNI's income consists of:

- a) annual membership fees;
- b) income from the sale of standards;
- c) income from service activities, sale of goods and rights to third parties, training;
- d) public contributions pursuant to Legislative Decree No. 223/2017 as amended and supplemented;
- e) contributions, handouts, donations, bequests made in favour of UNI and specifically intended to be spent on initiatives related to the standardisation activity;
- f) annuities of the assets.

XVI. AMENDMENTS TO THE STATUTE - ENTRY INTO FORCE - DISSOLUTION OF THE BODY

Art. 40 Amendments to the Statute

The Extraordinary Assembly is convened to deliberate on proposals to amend the Statute.

The Extraordinary Assembly in first call is duly constituted with the presence of as many members holding, in the aggregate, the majority of the votes that can be expressed at the Assembly and validly resolves with the favourable

vote of as many members holding, in the aggregate, at least $\frac{2}{3}$ of the total number of votes that can be cast by the members present. Alternatively, the decision may be made by referendum as specified in Art. 17.

If the majority of the members are not present at the meeting, the President convenes a new meeting, which shall be held no later than the seventh following day.

The Extraordinary Assembly in second call is duly constituted with the presence of as many members holding, in the aggregate, at least $\frac{1}{3}$ of the votes that can be cast at the Assembly and validly resolves with the favourable vote of as many members holding, in the aggregate, at least $\frac{2}{3}$ of the total number of votes that can be cast by the members present. In this case, Art. 17 does not apply.

Art. 41 Entry into force

The provisions of this Statute enter into force on the day following its approval by the competent governmental authority. As a result of the entry into force of this Statute, the current President is called upon to take all necessary steps for its full implementation, as well as to ensure the election of the President of UNI, within the year calendar of entry into force.

Any retroactive effect is excluded.

Art. 42 Dissolution of UNI

The dissolution of UNI is decided by the Assembly, upon a proposal made by the Board of Directors, by an absolute majority of the votes due to the Board members, or upon a written proposal by as many members as represent at least $\frac{1}{4}$ of the total votes due to all members.

The resolution of the Assembly is valid if it has the favourable vote of at least three quarters of the total number of votes of all the members.

Once the dissolution has been decided, the Assembly immediately proceeds to appoint 2 (two) or more liquidators, always with a $\frac{3}{4}$ majority of the votes of all the members.

The assets remaining from the liquidation are devolved, upon resolution of the Assembly, to another Organisation with similar purposes or of a social or cultural nature, non-profit in any case, or, in the absence of a resolution by the Assembly, in accordance with Article 31 of the Civil Code.

Under no circumstances may Article 17 apply.

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