



STATUTE



Ente Nazionale di Ricerca
e promozione per la standardizzazione

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Article 1

Nature, Purpose and Responsibilities of Business and its Head Office

1. The "ENR", "The National Italian Institution for Standardization Research and Promotion", is a private non-profit making Institution with its registered Head Office in Palermo.
2. The Institution aims to contribute, in the interest of the community at large, to the investigation of quality, safety, security and environmental issues, in addition to certifying systems, processes and products, by way of conducting and/or proposing necessary activities or initiatives.
3. In order to achieve such purposes referred to in Paragraph 2, the Institution shall set up branches, participate and/or provide for the allocation of public and private bodies or other corporations that, in accordance with national, international and community legislation shall also conduct activities of research as above-mentioned .

Article 2

Rules of Conduct

1. The activities of the Institution and of the other involved bodies, as mentioned in Article 1, shall be governed by an ethic code approved by the Board of Directors. Such activities are to be conducted in line with an internal quality system based on the relevant elements of a recognized quality standard.
2. The research and development programs that are carried out by the associations and companies involved shall be under close scrutiny and therefore examined by the Scientific and Technical Committee according to Article 9.

Article 3

The Institution's Structure

1. Members of the Organization:
 - Chairman;

- Vice-Chairman;
- Board of Directors;
- Director;
- Technical & Scientific Committee;
- Committee of the Accounting Auditors.

Article 4

Chairman and Vice-Chairman

1. The Chairman and the Vice-Chairman shall be elected, in accordance with the procedure referred to in Art. 5.7, by the Board of Directors, and shall remain in office for a duration of four years, stepping down from their duties upon the election of their successors. They may not be re-elected for more than two consecutive 4-year periods.
2. The Chairman shall have the legal representation of the Company in reference to third parties and in all legal proceedings, convenes and shall chair all Board of Directors' meetings, in addition to convening and presiding over the Technical and Scientific Committee, supervising the execution of the resolutions adopted. Without prejudice to the above, the powers of the President shall be determined by the Board of Directors that shall establish such limits and the method of putting them into practice.
3. In the case of the Chairman being absent or in some way prevented from performing his duties, it shall be the Vice Chairman who will replace him in the execution of all acts of the office. In the unlikely case that also the Vice Chairman is absent or prevented from carrying out the Chairman's duties, the duties shall be assigned to the most senior aged member of the Board of Directors.

Article 5

Board of Directors

1. The Board of Directors is to be composed of members by law and members by co-optation.
2. Legal members are to be as follows:
 - One member appointed by the Italian Ministry of the Environment and the Protection of the Territory;
 - One member appointed by the Italian Ministry of Economic Development;
 - One member appointed by the Italian Ministry of Education, University and Research;
 - One member appointed by the Italian Ministry of Agriculture and Forestry;
 - The President of the Italian Naval Register;
 - The Rector of the University of Palermo or his delegate;
 - One expert of particular renown in the field of Certification of Quality, of the Environment and of Safety and Security appointed by the Italian Ministry of Education, University and Research;
 - Two experts of particular renown in the field of Certification of Quality, Environmental issues and Safety and Security appointed by the Italian Naval Register.

In the case of changes being made within the Institution, or within the above-listed associations and bodies which result in raising uncertainties in regard to the means by which representatives have been appointed, the latter will be

replaced by members appointed by the Italian Ministry of Education, University and Research.

3. Co-opted members are those who are called by the Board of Directors to take part in it in order to ensure the representativeness of new areas of activity of the organization. They shall be selected from people of remarkable experience and shall not exceed three in number. The deliberation of co-optation shall be adopted by the Board of Directors with the majority provided for in the following Paragraph 7.
4. The Board of Directors shall hold office for four years with members, who are replacing a past member or a co-opted member during their four year-term, remaining in office until the completion of the same period of four years. The termination of the mandate on the expiration date shall take effect from the date of the establishment of the reconstituted Board of Directors.
5. For the purpose of approving both the forecasted and final budget, the Council shall meet at least twice a year in accordance with the President's decision or, whenever the President himself requests it or when it is requested by the Board of Auditors or at least by two directors. The notice of such a meeting must be sent by registered post to the Directors and to the Auditors with at least a ten day notice period except in cases of proven urgency in which it is to be sent by telegram with at least three days' notice, and should contain full details of the place, date and time of the meeting for both the first and second call and the subjects to be discussed.
6. On request of the President, employees of the Institution or employees of subsidiary associations and/or corporate members, consultants and experts may be invited to attend Board of Directors' meetings provided they relate to, or relevantly can express their views on matters on the Agenda.
7. The Board of Directors shall act legitimately in the presence of a majority presence of its members. Resolutions are to be adopted by a simple majority

of those present. In the event of parity, the President's vote shall prevail over the others. The meetings are also to be attended by the Director who is responsible for recording and reporting the meetings. The Minutes of the deliberations of the Board of Directors are to be collected and numbered chronologically.

8. At least six months before the expiry of the mandate of the Board of Directors in office, the President shall request the government bodies, organizations and associations concerned to indicate the names of those who, in accordance with this Statute, shall be part of constituting the new Council. The first meeting of the reconstituted Board of Directors is to be made by the outgoing President on a date that does not exceed more than forty days from the date of the expiry itself. The President of the Italian Naval Register shall provide the inauguration of the reconstituted Board of Directors and shall chair the first meeting. At this same meeting, or, if from the outset it is decided to co-opt new members of the Board of Directors, in a following scheduled meeting, the Council shall elect a President and a Vice President giving the role of Director and electing the members of the Technical & Scientific Committee and the Accountancy Auditors.
9. In addition to the refunding of expenses incurred, a fee for each attendance at meetings of the Board is due to the members of the Board of Directors, the amount of which is to be determined by the Board of Directors, after consulting the Board of Auditors.

Article 6

Duties of the Board of Directors

The Board of Directors shall fulfill the following duties:

- a) adopt the Statute and its amendments;
- b) approve the code of ethics;

- c) determine the activities and organization of the Institution and supervise the achievement of its objectives;
- d) approve the annual budget and the final balance;
- e) decide on the participation or liquidation of corporate bodies and associations and the assumption or transfer of interests in entities already established;
- f) approve the actions to be adopted by the participating assembly bodies including the nomination of Directors and Auditors or Statutory Auditors;
- g) elect, from among its members, the Chairman, the Deputy Chairman and appoint the members of the Scientific and Technical Committee and an Auditor, establishing any benefits and remuneration;
- h) after having evaluated the professional skills, assign the role of Director to a person chosen from amongst the employees of the Italian Naval Register, assigning any remuneration;
- i) resolve any issues rising from acts of purchase and the management of Real Estate;
- l) resolve any issues rising from the co-option of members of the Board;
- m) resolve any other matters which it considers of relevant interest, or that the Chairman or the Technical and Scientific Committee consider important to be discussed;
- (n) discuss issues relating to recruitment, promotions and termination of Staff contracts;
- (o) decide upon the dissolving of the Body and on the assignment of its assets.

The Board of Directors may delegate the powers of both Ordinary and Extraordinary Administration to the President, with the exception of those listed in sub-paragraphs a, b, c, d, e, g, h, i and l, or the previous sub-paragraph, by defining the limits and how to exercise them.

Article 7

The Director

1. The Director shall implement the decisions of the Board of Directors and ensure the ongoing management of the Institution, as well as answering for his business to the Board of Directors and the President.
2. All research activities and services of the Institution shall be organized in a designed office, for which the Director shall be responsible. His role is to include the assignment of staff and the necessary tools for the Institution's activities, the preparation of the setting-up of the proposals to be submitted to the President and committee bodies and the provision of the execution of their decisions and deliberations.

Article 8

The Scientific and Technical Committee

1. The Scientific and Technical Committee shall consist of nine members appointed by the Board of Directors, including one on the advice of the Ministry of Education, Universities and Research, three on the advice of the Italian Naval Register, two on the advice of the University of Palermo, and three chosen by the Board itself among persons having relevant technical skills in the areas of operation of the institution. Its term of office shall last for four years, the termination of which shall have effect from its reconstitution. The Technical and Scientific Committee in the first meeting shall be convened and chaired by the President of the Institution and its President shall be elected from its members. The Director shall attend all Technical & Scientific Committee meetings, and be responsible for reporting to the Board of Directors.
2. The Chairman of the Scientific & Technical Committee shall organize the meetings or those requested by the President of the Institution, who can attend and chair the meetings. The Committee shall validly deliberate in a majority presence of its

components; resolutions shall be adopted by the simple majority of those present and, in the case of an equality of votes, the vote of who holds the Presidency shall prevail. The Minutes of the deliberations of the Scientific and Technical Committee shall be taken down and numbered chronologically.

Article 9

Responsibilities of the Scientific and Technical Committee

The Committee shall establish and promote programs for research activities to be submitted to the Board of Directors, discuss the proposals of research programs by contract, and shall express its opinion on technical and scientific matters submitted to it by the President of the Institution by the Board of Directors and the Director.

Article 10

Committee of the Accountancy Auditors

1. The Board of Auditors is to be composed of three members of which two shall be appointed by the Italian Naval Register and one previously chosen by the Management Board from the registered members of the Official Register of Auditors in line with the Legislative Decree n° 88, 1/27/92. The Presidency shall be held by one of the members appointed by the Italian Naval Register.
2. The Board of Auditors shall remain in Office for a three-year term and shall cease their term of office from the date of reconstitution. On that date, the functions of the members appointed during the course of the 3-year period shall also cease.
3. The Auditors shall not be employees of the Institution, neither have in any way, either directly or indirectly, responsibilities or connections within the associations or corporate organizations taking part in the Institution's matters.

4. The Board of Auditors shall have the responsibility of making checks of the accounting and financial management activities of the Institution and shall keep a record of all its own meetings and deliberations. The Auditors can, both individually or collectively, examine the accountancy books, check the cash, ask the Director questions and attend meetings of the Board of Directors. The members of the Committee of Auditors shall attend the Board of Directors' meetings.
5. The forecasted budget and the final budget shall be communicated to the Board of Auditors at least thirty days before the meetings in which the said budgets must be submitted to the Board of Directors. The Board of Auditors shall subsequently draw up a report and send it to the Board of Directors.

Article 11

Consultants, experts, working groups and committees

1. For the purpose of investigating and clarifying certain subject matters in specific areas and/or related scientific issues of the Institution, the Board of Directors and the Scientific and Technical Committee may appoint experts, external consultants, foreign or otherwise. They shall operate either individually, or in committees or working groups with the participation of the Institution's participating functionary and/or agencies.

Article 12

The Institution's Assets

1. The Assets of the Institution consists of:
 - a) real estate, permanent and personal property, including intellectual rights;

- b) government bonds and shares;
- c) shareholding rights within public and private entities;
- d) other receivable amounts from third parties;
- e) available cash in banks;
- f) from cash held internally.

2. The Institution shall achieve its institutional objectives from the private yield of its available and to this end, the Board of Directors shall put into practice the most secure and less risky investment activities in order to obtain the highest profits from the available economic resources that are directly available to the Institution. In addition, it shall also be responsible for investing to its full the capital gains at its disposal, including both the direct or indirect management of the corresponding economic activities.

Article 13

The Institution's Revenue

1. The revenue of the Institution shall consist of:
- a) proceeds from activities directly carried out;
 - b) proceeds from assets;
 - c) dividends of the participating bodies involved;
 - d) awards and grants received for research projects and publications;
 - e) any contributions from national and international agreements deriving from State Administrations, either from public or private Italian or foreign entities;
 - f) any other income.

Article 14

Balance sheet and Accounting of the Institution

1. The financial year shall run from 1 January to 31 December. The estimated budget must be approved by the Board of Directors within the end of December of the previous year to which the budget relates and the final balance must be approved within six months from the financial year closure.
2. During the approval of the Balance Sheet, any management surplus is to be allocated to cover any deficits from previous years. Any remaining share of management surplus which is not absorbed in covering deficits is to be allocated in such a way to support the institutional aims of the Institution and to aiding the strengthening of activities carried out by the participating bodies through the allocation and signing up to a special reserve. In any case, the use of these designated funds shall be in accordance with procedures approved by the Board of Directors.
3. The drawing-up of the final balance, the estimation of the value of Assets, the up-keep of the Accounts and the responsibility of the directors are subject to the rules of the Italian civil code and laws relating to private non-profit-making legal entities.

Article 15

Extinction of the Institution and Devolution of the Assets

In the case of extinction of the Institution, the remaining net equity shall be transferred, unless otherwise stated by the Italian Naval registry, to entities or associations which have as their objective, a charitable concern for the Protection and Welfare of the Environment.

Article 16

Transitional arrangements

1. The first meeting of the Board of Directors established in line with Article 5 shall be convened as soon as the designations required for the Constitution of the Board itself are received.
2. In the interim period whilst awaiting the acknowledgement of the legal status of the Institution, the research body shall be subject to the supervision of the Italian Ministry of Education, Universities and Research, and shall act as a “de facto” association in line with Article 36 et seq.