



Associazione delle organizzazioni di ingegneria
di architettura e di consulenza tecnico-economica



CONFINDUSTRIA

OICE ARTICLES OF ASSOCIATION

DATES OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- 14 JULY 2021
- 9 DECEMBER 2020
- 18 JANUARY 2018
- 18 JULY 2013
- 21 MAY 2008

OICE ARTICLES OF ASSOCIATION

Article 1

INCORPORATION - HEADQUARTERS - DURATION

- a. OICE, Italian Association of Engineering, Architecture and Technical-Economic Consultancy Organisations is incorporated.
- b. OICE has its registered office in Rome and has perpetual duration; it may open agencies and branch offices, also at a regional level.

Article 2

PURPOSES

- a. OICE, non-profit non-partisan association promotes the role and activities of its Members in accordance with the principles of sustainable development and within the framework of a free market economy. It pursues its purposes in accordance with the distribution of organisational roles and services among the different constituent parts of the Confindustria system. Along with Confindustria and all its other Members, OICE takes part in the development process of Italian society, contributing to the success of an innovative, internationalised and sustainable business system able to promote the economic, social, civil and cultural growth of the country. Its organisational strategies and operations are inspired by the OICE Code of Ethics and by the code of ethics and association values of Confindustria that are an integral part of these articles of association.
- b. OICE contributes to the growth of the technical and design culture and of the principles of quality and efficiency of professional work, taking all actions that can enhance the value of the intellectual and technical activities carried out by engineering, architecture and technical-economic consultancy firms.
- c. Hence, OICE has the aim of bringing together technical and professional organisations, in a spirit of collegiality and mutual cooperation, representing them, promoting their activities, and protecting their rights and legitimate interests, if necessary, also in legal proceedings.
- d. Specifically, OICE aims to:
 - i. establish a regular exchange of information about the experience and problems of its Members and, where possible, agree on principles, guidelines and common understandings;
 - ii. favour and promote professional training in engineering, architecture and technical-economic organisations;
 - iii. promote the adoption by Members of quality systems for the performance of their activities as well as the implementation of safety standards;
 - iv. in tune with its code of ethics, codify the sector's rules of professional behaviour and work so that that belonging to OICE becomes, *de facto*, a select qualification;
 - v. represent the Members in all national and international situations to promote and defend shared interests;
 - vi. legally represent the Members in proceedings concerning breaches of the rights and legitimate interests of the category;
 - vii. promote the performance of development cooperation activities, including

- international ones;
- viii. promote and/or take part in any other initiative considered useful for the pursuit of the social and statutory purposes;
- ix. representing the category, enter into any national collective bargaining agreements for the engineering, architecture, technical-economic consultancy services sector, even although not obligatory but merely optional for companies, where the opportunity arises, subject to resolution passed by the General Council formed as set out in article 19, point i, convened specifically and with subsequent approval of the Members' Meeting.

Article 3

MEMBERSHIP IN CONFINDUSTRIA

OICE is a full member of Confindustria, according to the provisions of article 4 of the articles of association of the latter, with the ensuing rights and obligations. It uses the logo and other distinctive signs of the system in the ways established in the Confindustria Regulation, taking over the role of national sector member and acquiring the related rights and obligations for itself and for its Members.

Article 4

REGIONAL GROUPS - INTER-REGIONAL ADVISORY BOARD

OICE promotes the establishment of regional groups and chapters that, in close collaboration with the regional structures of Confindustria, have the task of studying specific issues linked to the territory and of interacting with local institutions, in tune with the national activities of OICE. To this end, the Coordinators of the regional Groups, in line with the provisions of the Regulation attached to these Articles of Association, set up the Inter-regional Advisory Board and choose its President who is also a member of the Managing Committee.

Article 5

MEMBERSHIP IN OTHER ASSOCIATIONS

With the aim of pursuing the purposes of the association, OICE can become a member of other cultural or representative organisms, associations or federations, both national and international.

Article 6

MEMBERS

- a. Italian engineering, architecture and technical-economic consultancy organisations or equivalent foreign organisations that perform their activities in Italy, with autonomous operating capacity, having adequate means and structures and professional and technical know-how able to provide, in an independent way and at economic conditions acknowledged to be profitable under market conditions, technical and professional services also in an integrated way with other production services of goods and services, can join OICE as full members.
- b. By way of non-limiting example, the following fall within the context of these activities: general and sector studies; research; identification, feasibility analyses, coordination,

management, monitoring and control and assessment of projects; technical consultancy and assistance; design; planning and programming; drafting of technical specifications and tender documents, evaluation of offers; work-site management and control, inspections, testing of machinery and installations; technical services integrated with other goods and services production activities; company quality controls; procurement services; project financing activities; training and transfer of know how; other complementary and auxiliary services.

- c. The above-stated organisations must:
- i. be established under one of the company forms contemplated in the general regulation;
 - ii. ensure timely implementation of the organisational principles set forth in the Italian Civil Code for the exercise of entrepreneurial activity;
 - iii. be inspired by the market and competition rules, adopting behaviour oriented towards honesty, autonomy and transparency, without bias deriving from conflicts of interest with the purposes pursued by the Association, also in accordance with the provisions of the Code of Ethics;
 - iv. have a suitable organisational structure, demonstrating a good potential for growth.
- d. OICE can, in the ways established by the General Council, also by way of deviation from article 9 and 12, admit as associate members other business realities, or their groupings in associations, that do not have the requirements to be full members but that have elements of complementarity, instrumentality and/or economic connection with the business institutionally represented, providing that such admission does not distort the representative qualification of OICE.
Subjects possessing the requirements to be full Members cannot be admitted as associate members.
- e. All Members are enrolled with the OICE Trade Register and with the Trade Register held by Confindustria, that officially certifies, for all organisational effects, that the company belongs to the Confindustria system.

Article 7

OBLIGATIONS AND COMMITMENTS OF THE MEMBERS

- a. Members have the following obligations:
- i. observe the rules of professional behaviour and statutory and specific regulations expressed in the Code of Ethics of OICE and in the Code of Ethics of Confindustria, as well as resolutions and regulations adopted by the executive bodies.
 - ii. provide their services through a global and professional study of the work, in the clients' interest and, in any case, respecting the environment and the general values and principles that are a shared asset of the country;
 - iii. provide the services at economic conditions that reflect the respect for and value of human activities, acknowledged to be profitable with respect to the real market conditions and including not only direct costs but also an appropriate percentage of overheads and profit;
 - iv. declare their sector specialisations and services by means of self-certification;
 - v. refrain from any initiative that is in conflict with the actions and directives of OICE, or with the collective interests of the other Members;

- vi. adopt appropriate behaviour as a consequence of belonging to the Confindustria system and, at the same time, not join associations and organisations outside the Confindustria system established with the same purposes and considered by the Managing Committee to be competitors of the Confindustria system, obtaining the opinion of Confindustria in particularly important cases;
 - vii. pay the membership fees in the ways and times established by OICE.
- b. Members also undertake to:
- i. contribute ideas, energies and skills that are indispensable for the life of OICE;
 - ii. take part in Members' Meetings;
 - iii. prioritise the adoption of quality systems;
 - iv. pay special attention to the application of occupational health and environmental safety standards;
 - v. provide OICE, in the ways and times requested, with the data and documents needed to update the "Trade Register" or, in any case, useful for the achievement of the association's purposes.

Article 8 MEMBERS' RIGHTS

- a. Members have the right to receive the institutional and representation services offered by OICE and those deriving from membership of the Confindustria system.
- b. Members have the right to take part, speak and vote and stand in the boards of OICE and of the Chapters/Groups/Sectors, providing that they are in good standing with the membership obligations and in the ways set forth in these Articles of Association.
- c. Associate members do not have any right of representation, assistance and direct protection of a political, technical-economic and trade union nature. They take part and speak in the Members' Meeting but without the right to vote and to stand. They have the right to vote in the bodies of the internal sections of the Association.
- d. Each Member has the right to have its membership in OICE and the Confindustria system certified and to use the OICE and Confindustria logo within the limits established in the specific regulation of the General Council.

Article 8-bis PENALTIES

Any and all violations of the duties by members is sanctioned. Penalties are proportionate to the seriousness of the violation and can be appealed, with non-suspensory effect, before the Arbitrators within the peremptory deadline of ten days following notification. The penalties are:

- a. admonishment of the President, verbally in the executive bodies or in writing sent to the party in question, to be used in the case of behaviour that can be rapidly traced back to the general organisational principles;
- b. suspension of the Member decided by the Managing Committee for a maximum period of 12 months, the membership fee obligations remaining; the suspension can be applied in the case

- of late payment of contributions for at least nine months;
- c. removal from the association's boards and committees decided by the Board of Arbitrators for serious reasons such as to make permanence in the office held incompatible; that is, declared by the same board of committee in the case of non-fulfilment of obligations deriving from the office hereby including unjustified inactivity, repeated unjustified absences or the loss of the personal and professional requirements for access to and maintenance of the office, specifically, the loss of the classification or non-holding of a position in the company with top level responsibilities;
 - d. expulsion of the Member resolved by the General Council with qualified majority vote in the case of serious and repeated violations of the membership obligations and when no other solution is viable; the expulsion is applied in the case of late payment of contributions for at least two years, barring cases - approved by the Managing Committee - of serious and proved impossibility to fulfil its contribution obligations for contingent criticalities linked to particular events;
 - e. striking off of the representative in the Association resolved by the General Council in the case of ascertained and exclusive personal responsibility that allows the association to maintain the relationship with the company, requesting same to appoint a new representative for participation in the life of the association; striking off is always necessary in the case of activation of external legal litigation without having first having attempted to settle the dispute using internal tools.

Article 9

ADMISSION OF NEW MEMBERS

- a. The application for membership of OICE, signed by the legal representative of the applying company, using specific forms drawn up by the Association, must contain express declaration of knowledge and acceptance of the provisions of these Articles of Association, of all the rights and obligations deriving from same, of the Code of Ethics of OICE, and of the Code of Ethics and values of Confindustria.
- b. The admission of a new organisation, following investigation by OICE, is examined by the Vice President delegated by the Managing Committee who, after receiving the binding opinion of the special Board of Arbitrators, is responsible for verifying the possession by the candidate of the requirements of transparency, integrity, soundness and reliability as required by the Code of Ethics of OICE, the Code of Ethics and values of Confindustria and those established in the Regulation issued by the Managing Committee that indicates a minimum number of employees and qualified references.
- c. the decision of the Vice President proposing the admission of a new Member is presented to the General Council that resolves on this proposal with majority vote of those present with open ballot. If the Vice President with justified refusal, rejects the application, the candidate can, within ten days following the date of the communication, request re-examination of the application, appealing to the Board of Arbitrators that will decide within ten days from the day of registration of the request for re-examination.
- d. The resolution of the General Council is sent to the Members along with a summary of the

main information about the organisation.

- e. At the end of fifteen days from the communication indicated above, the resolution becomes effective if the President of OICE does not receive the justified negative opinion of more than 5% of the number of Members by confidential letter.
- f. In the case of receipt of negative opinions from more than 5% of the members, the President in his/her indisputable opinion can either consider the resolution rejected or keep it suspended until the next Members' Meeting, during which the admission will put to a vote.
- g. The President may keep the resolution suspended also in the case where the above-stated negative opinions are received from less than 5% of the number of Members but involve particularly serious facts.
- h. The membership, which must be made known to all the members, becomes effective at the time of payment of the registration fees and membership fee. Membership commits the Member for two years starting from 1 January of the year in which the membership application is presented. Membership is considered automatically renewed every two years unless the member hands in its resignation, by registered mail with notification of receipt or certified email received by the Association at least three months prior to the expiry of the two-year period.
- i. Consortia of engineering companies and/or of companies of professionals can be Members, specifying the total number of people in the companies forming the consortium, excluding the people of consortium companies already belonging to OICE.
- j. In the case of groups of companies belonging to a single controlling entity, all the companies in the group that provide engineering, architecture and technical-economic consultancy services are members of OICE, with a different contribution based on the procedures defined with regulation issued by the Managing Committee.

Article 10

MEMBER CATEGORIES

- a. Members are divided, depending on the number of operators, into the following Categories:

Category 1: up to 8 operators;

Category 2: from 9 to 15;

Category 3: from 16 to 20;

Category 4: from 21 to 25;

Category 5: from 26 to 35;

Category 6: from 36 to 50;

Category 7: from 51 to 75;

Category 8: from 76 to 125;

Category 9: from 126 to 200;

Category 10: from 201 to 400;

Category 11: above 400.

- b. Changes in the number of employees must be communicated in writing to OICE by 30 September. Any change in Category takes effect from the following 1 January.
- c. Employee means personnel on the payroll, operating members, as well as consultants on an annual basis and contract staff under the various types of contracts permitted by law.
- d. The declarations of the Members are valid as self-certification.

Article 11
FINANCIAL RESOURCES

- a. The financial resources of OICE derive from:
 - i. annual membership fees;
 - ii. registration fees of new members;
 - iii. supplementary contributions made by Members;
 - iv. contributions from public and private entities or from individuals for activities or services compatible with the association's purposes;
 - v. donations and bequests, insofar as accepted.
- b. The financial year starts on 1 January and ends on 31 December each year.
- c. During the life of OICE, no profit or surplus income, provisions, reserves or capital can be distributed to Members, even indirectly.

Article 12.
MEMBERSHIP FEES AND SUPPLEMENTARY CONTRIBUTIONS

- a. The annual membership fees are calculated by multiplying the “basic fee”¹, established by the Shareholders’ Meeting, by the following indexes:
 - Category 1: index of 10
 - Category 2: index of 18
 - Category 3: index of 22
 - Category 4: index of 27
 - Category 5: index of 36
 - Category 6: index of 49
 - Category 7: index of 68
 - Category 8: index of 97
 - Category 9: index of 150
 - Category 10: index of 260
 - Category 11: index of 298
- a-bis. If a Member has a global turnover of more than Euro two million/year, it must pay a fee corresponding to at least Category 3, regardless of the number of operators; if the turnover is more than Euro 4 million/year, the Member must pay the fee corresponding to at least Category 5, regardless of the number of operators. Downward changes in the turnover will be calculated in the fee for the year following such change.

¹ Based on the resolution of the General Council of 20 November 2019, the basic fee is set at Euro 150.00.

- b. Supplementary contributions can be calculated in the same way.
- c. The registration fee, unless otherwise decided by the Shareholders' Meeting, is equal to half of the annual fee.
- d. The Member must pay the annual fee by 28 February of the current year.
- e. The membership fees and contributions collected by OICE as stated in the previous paragraphs cannot be transferred to other subjects.
- f. Any Member who does not pay regularly will not be entitled to vote in the Members' Meeting and is not considered for the calculation of the quorum required for the validity of same Members' Meeting.
- g. The membership fees and contributions of associate Members are decided by the General Council.

Article 13
VOTING RIGHTS

- a. The number of votes attributed to each Member is equal to the index of the Category assigned as of article 12, paragraph a.
- b. A Member that has handed in its resignation loses the right to vote in the Members' Meeting, solely for the purposes of resolutions that have an effect after the end of its membership in the Association.

Article 14
TERMINATION OF MEMBERSHIP

- a. Membership is terminated in the following cases:
 - termination of business or bankruptcy of the Members, at the time of official communication to OICE;
 - resignation of the Member;
 - exclusion following justified decision on the proposal of the General Council, that can be appealed in the following ten days before the Board of Arbitrators;
 - loss of the requirements as of article 6;
 - facilitated withdrawal requested by the member in accordance with article 32.
- b. On termination of the membership, the Member automatically loses the external representation assignments as well as the offices held in OICE and Confindustria.
- c. A change of business name does not terminate the membership.

Article 15.
OICE BODIES

OICE bodies are:

- the Members' Meeting;
- the President;
- the Vice Presidents;
- the General Council;
- the Managing Committee;
- the Board of Auditors;
- the Arbitrators.

Article 16.
MEMBERS' MEETING

- a. The Members' Meeting comprises representatives of full Members in good standing with the statutory obligations and with the membership fee, that can be paid up until the moment of the date of the meetings, and is the body that encompasses all the powers regarding the existence and activities of OICE and the regulations that discipline the life of the Association. The attribution of the votes is regulated by article 13.
- b. Specifically, the Meeting resolves on:
- i. the election, in the year following the one in which the General Council is elected, of the President, Vice Presidents, for a number of not more than four, and approval of the action plan;
 - ii. the election, in the year prior to the end of the term of office of the President and of the Vice President(s), of the elective members of the General Council, of the Board of Arbitrators and the Board of Statutory Auditors;
 - iii. definition of the general policy of OICE;
 - iv. approval of the structure and content of the powers of attorney that the President intends to grant to the Vice Presidents and to other members of the General Council, bearing in mind the representation needs of the various internal elements of the association and the organisational needs on which the organisational set up by areas of activities is based;
 - v. decision on the opening of representative offices in Italy and abroad;
 - vi. approval of the draft and definitive financial statements at 31 December of each year;
 - vii. approval of changes to the articles of association and approval of the regulatory ones;
 - viii. calculation of the membership fee, of the "basic fee" for the calculation of the membership fee in accordance with article 12 and of any supplementary contribution:
 - ix. the establishment of chapters within OICE;
 - x. approval of the membership of OICE of other cultural or representation entities, associations or federations, national and international, as well as the acquisition of shareholdings in initiatives that are instrumental for the pursuit of the association's purposes;
 - xi. resolutions on the winding-up of the association;
 - xii. approval of the collective national bargaining agreement for the engineering, architecture and technical-economic consultancy services sector approved by the General Council, as of article 2, point d, paragraph ix.
- c. The Members' Meeting meets:

- i. in ordinary session by 30 June each year for the approval of the draft and definitive financial statements as well as for any of the organisational formalities such as changes to the articles of association and resolution regarding winding-up, if contemplated;
 - ii. in extraordinary session in all cases of further calls during the year; that is, when at least one fifth of the Members make a request to the General Council, maintaining the quorums needed to meet and pass resolution as established for the ordinary shareholders' meeting.
- d. The Members' Meeting is called by the General Council, with subsequent notice of call of the President, to be sent not less than fifteen days before the date of the meeting, indicating the location, date and time of the meeting, as well as the agenda. Any topic not on the agenda can be discussed only with the approval of the majority of the votes present but cannot be voted on during the meeting.
- e. The Members' Meeting is validly formed when the majority of the votes of the Members in good standing with the payment of the membership fees is present, either directly or through proxy.
- f. To take part in the Shareholders' Meeting, Members must be present either in the person of its legal representative or a person delegated in writing. The power of attorney can also be for an unlimited period of time and be valid for more than one Shareholders' Meeting, until revocation.
Proxies cannot be granted to members not in good standing with the payment of the membership fees.
- g. Each Member can bring more than one power of attorney. Multiple powers of attorney between enterprises belonging to the same corporate group according to the statutory figures of the control and connection are permitted.
- h. If the majority as of point e has not been reached one hour after the time set in the notice of call, the Members' Meeting is considered quorate when at least one fifth of the votes of the rights holders is present. The presence of at least 35% of the rights holders must be present at Members' Meetings in which the statutory bodies are to be elected.
- i. If the Members' Meeting is not quorate, and the Meeting is an ordinary one, the President can call a new Meeting again with the same agenda in the same ways indicated in paragraph d. of this article, but with the possibility of reducing the notice to seven days; this Members' Meeting will be quorate whatever the number of Members present.
- j. The Members' Meeting is chaired by the President and, in the case of impediment, by the eldest Vice President. In the Members' Meeting, blank ballots and abstentions are not counted for the calculation of the majority.
- k. The vote can be secret or by show of hands. In any case, the following votes are secret:
 - i. election of the President, Vice President(s), General Council, Arbitrators and Board of Statutory Auditors;
 - ii. any time this is requested by at least one third of those present;

- iii. if the vote regards individuals.
- I. The Members' Meeting passes resolution with simple majority of those present, discounting blank ballots and abstentions. Spoilt ballot sheets are included in the calculation of the quorum. Spoilt ballot sheets are those that express a vote that is not pertinent to the object of the vote; that is, they express a number of preferences that is higher than the maximum limit permitted.

Article 17
THE PRESIDENT

- a. The President is the legal representative of OICE and coordinates its activities. The President is elected in the first ordinary Members' Meeting following the one in which the General Council is elected and remains in office for four consecutive years, without the possibility of further re-election.
- b. Candidates for President are identified by the Designation Committee as of article 25.
- c. The President represents OICE in its external relations, monitors the trend of the association's activities and the implementation of the resolutions of the executive bodies, calls the association's bodies, chairs the General Council and supervises, coordinates and controls the activities of the members of the Council to whom he/she can delegate, jointly or severally, some of its powers, granting power of attorney for the performance of single acts within the context of the ordinary operations, subject to approval of the Members' Meeting. The President applies the penalties in the cases set forth in letter a of article 8-bis.
- d. In the case of absence or impediment, or for all *ad hoc* acts with specific power of attorney, the President is replaced in his/her functions by the eldest Vice President. In the case of early termination of the mandate, the eldest Vice President temporarily carries out the functions pending the completion of the procedure to elect a new President. In this case, the designation committee must meet within the following thirty days. The incoming President completes the term of office in course and can be re-elected if he/she has held the position for less than one half of the term of office.

Article 18
THE GENERAL COUNCIL

- a. The General Council is the body that ensures the decision-taking, operational and representative continuity of OICE, within the context of the statutory powers and those granted by the Members' Meeting.
- b. The General Council meets when called, with notice of fifteen days or seven days in urgent cases, by the President or when at least one third of its members request a meeting and, in any case, at least once every quarter. Exceptionally, and in objectively difficult situations, the meetings may be held using audio and video conference technology.
- c. The General Council reports on its activities to the Members' Meeting and has the following

functions that it carries out with collective responsibility:

- i. Implement the Members' Meeting's resolutions;
 - ii. propose the designated President and Vice Presidents, that represent the specialisations and dimensions of the Members, as well as the programme of the designated President to the Members' Meeting.
 - iii. manage ordinary operations through a CEO, and pass resolution on the performance of acts of extraordinary administration;
 - iv. study ways, means and priorities to achieve the purposes of the association and submit the activities plan and budget to the Members' Meeting;
 - v. call the Members' Meeting and set the agenda;
 - vi. apply sanctions as of article 8-bis as well as the measures set forth in the Code of Ethics;
 - vii. decide, with approval resolution, on the admission of new members as proposed by the Managing Committee, as well as requests for re-examination, as of article 9;
 - viii. decide on the revocation of a membership in accordance with article 14;
 - ix. verify the coherence of its actions with the requests made by the Members' Meeting and promote their effective contribution;
 - x. arrange for the implementation of approved programmes in appropriate ways and take any action necessary to achieve the purposes of the association;
 - xi. draw up the Regulations by way of implementation of the articles of association;
 - xii. control that the Members have and maintain the requirements for admission and approve membership applications;
 - xiii. accept amounts granted by entities or individuals that are not members of OICE;
 - xiv. establish chapters as of article 30;
 - xv. draw up the Regulations by way of implementation of the articles of association;
 - xvi. propose modifications to these articles of association to the Members' Meeting;
 - xvii. illustrate the draft and final financial statements to the Members' Meeting;
 - xvii bis propose modifications regarding the membership fee and basic fee used to calculate the membership fee to the Members' Meeting.
- d. The General Council designates one of its members and not a member of the Managing Committee, as Treasurer, delegating to same, if necessary along with another member of the Council and/or with another person who is not a member of the Council, but under the personal and joint responsibility of its members, the task of performing the accounting, financial and equity operations falling within the normal administration of the Association. If more than one member of the Council express an interest in holding the role of Treasurer, after examining the possibility of the joint performance of the role, the Council can decide to proceed with a vote, with majority and secret ballot, for the designation. The Treasurer prepares the annual financial statements and submits them to the General Council for approval.
- e. Persons who are not members of the General Council can be invited to take part and same can contribute to the discussion of the topics on the agenda.
- f. The Council has the following powers:
- i. define the procedures for its functioning;
 - ii. delegate its functions to individual members.

Article 19
COMPOSITION OF THE GENERAL COUNCIL

- a. The General Council comprises the following subjects:
 - i. the President, the Past President, the members of the Managing Committee, and two Area Regional Directors elected within the context of the Inter-regional Advisory Board in the ways set forth in the Regulation attached to these articles of association, along with the President of the Inter-regional Advisory Board as same is Vice President by right;
 - ii. the twenty national directors elected by the Members' Meeting.
- b. The Arbitrators, statutory members of the Board of Auditors, and the members of the Inter-regional Advisory Board as of article 4, are invited to the General Council without right to vote.
- c. The President can propose to the General Council for its approval the co-optation of other Directors up to a maximum of three, without right to vote, chosen from representative figures in the sector.
- d. If one or more Directors elected by the Members' Meeting are removed from office, the others arrange for their substitution with the candidates for Director who were among the first of the non-elected.
The Director elected by the Members' Meeting, if he/she already holds the office of regional coordinator, is automatically removed from the latter position and new elections are held to choose a new regional coordinator.
- e. The Directors elected by the Members' Meeting remain in office for a period of four years. Re-election is permitted up to a limit of 12 consecutive years at the end of which, for a new election, at least one term of office must pass. Interruptions due to resignations are not considered for this purpose.
- f. If the engineering organisation that nominated a Director is no longer a member of OICE for any reason, such Director is automatically removed from the office and the Council arranges for his/her replacement as set forth in letter d of this article.
- g. If a Director for any reason no longer belongs to the engineering organisation that nominated him/her as a member of the Council, the latter is automatically removed from the office of Director unless otherwise decided by the engineering organisation that nominated him/her, signed by the legal representative and sent to the President of OICE and providing that he/she continues to carry out engineering activities in an engineering organisation that is a member of OICE. Otherwise, the Council arranges for her/his substitution, as set forth in letter d.
- h. If the majority of the Directors are removed from office, the ones remaining in office must call the Members' Meeting so that same can replace the ones that have been removed from office for the rest of the term of office.
- i. The General Council, widened to include the Regional Coordinators for the regions in which there are more than twenty members, or in which there is ratio between inhabitants and OICE Members of less than 125,000: 1, with a minimum of fifteen Members, as well as the former Presidents, also has the task of:

- passing resolution on the definition of a national collective bargaining agreement for the engineering, architecture and technical-economic consultancy services sector;
- assessing the indications and candidatures for President drawn up by the designation Committee as of article 25 and identifying the name of the candidate for President to propose to the Members' Meeting for the election, by means of secret ballot and with a majority of 3/4 of those present in the first three ballots and 2/3 of those present in the following ballots.

Article 20
MANAGING COMMITTEE

- a. The President and Vice Presidents form the Managing Committee. The Past President takes part as an observer.
- b. The specific task of the Managing Committee is to implement the resolutions of the General Council, examine and pass resolutions on new admissions pursuant to article 9 and apply sanctions as of article 8-bis as well as the measures set forth in the Code of Ethics.
- c. The Managing Committee meets at least six times a year at the headquarters of OICE on informal call of the President in the same ways as established for calling the General Council, to collectively analyse and review operating problems, programmes and results; it collaborates with the President to define the agenda for the General Council meetings, it discusses and can decide on problems of an operating and urgent nature, except those regarding the designation of the President and the approval of the proposals of Vice Presidents, with the necessary subsequent approval of the measures adopted in the first subsequent meeting.
Exceptionally, and in objectively difficult situations, the meetings may be held using audio and video conference technology.
- d. The decisions of the Managing Committee must be communicated to all the directors and approved by the General Council.
- e. The Vice Presidents end the term of office in the case of premature vacation of the office by the President that proposed them and the provisions of article 17, letter d, are applied.
- f. In the case of resignations or impediments of a Vice President, the President can propose a substitute to the Committee, to be approved in the first subsequent Members' Meeting.

Article 21
THE BOARD OF AUDITORS

- a. The Board of Auditors, comprising three statutory and two alternate auditors, has the task of supervising the trend of the economic and financial management of OICE and of reporting to the Members' Meeting through its report on the financial statements.
- b. At least one statutory and one alternate auditor must have the professional qualification as Auditor. In the case of the absence of candidates for Auditor registered with the Register of Auditors, the Members' Meeting, on the proposal of the President, can elect an external

Auditor.

In the case of impediment or resignation of an Auditor with professional qualification of Auditor, the General Council arranges for the substitution of same with another Auditor who will remain in office until the end of the term of office of the other Auditors. The Members' Meeting approves the appointment in the first subsequent meeting.

- c. The Auditors take part in the Members' and General Council meetings.
- d. If, for any reason, a statutory auditor is removed from office, the alternate auditor that obtains the highest number of votes takes his/her place; in the event of tie-vote, the eldest takes over the office.

Article 22 ARBITRATORS

- a. The Board of Arbitrators, comprising six members always elected in a year other than that of the election of the President, has the task of settling disputes, of any type and on request of just one of the parties, arising between the members of the association system that it has not been possible to settle amicably, hereby including those regarding requests for re-examination as of article 9, and applying sanctions as of article 8-bis as well as the measures set forth in the Code of Ethics. The CEO, or another specifically delegated resource of the OICE technostructure acts as secretary.
- b. In the case of resignations or permanent impediment of one or more Arbitrators, the first of the non-elected candidates takes over or a supplementary ballot is held during the ordinary Members' Meeting during which the number of Arbitrators needed to reinstate the board are elected in accordance with article 29.
- c. To settle disputes, an arbitration board is set up comprising an Arbitrator appointed by each of the two parties involved, chosen from the six Arbitrators elected by the Members' Meeting and not from those forming part of the special Board.
- d. The President of the arbitration Board is chosen in agreement with the two Arbitrators appointed by the remaining Arbitrators. In the case of dissent, the two Arbitrators already appointed ask the President of the Court of Rome to make the appointment; the latter will choose from among the Arbitrators elected by the Members' Meeting.
- e. The President of the Arbitration Board and the individual Arbitrators must declare in writing that none of the cases of incompatibility as of articles 51 and 52 of the Italian Code of Civil Procedure, of the Code of Ethics and the memberships values of Confindustria exist.
- f. The Board of Arbitration establishes, case by case, the procedural rules and investigation means to adopt to settle the dispute in question, also bearing in mind the procedural criteria indicated in Confindustria's Regulation.
- g. The Board of Arbitration judges in equity and its decisions have the nature of informal arbitration.

- h. The award is decided with majority vote within 30 days following the date on which the Board was established, and the examination of the dispute began; this deadline can be extended up to a maximum of a further 30 days.
- i. The award is communicated to the parties involved and to the President of OICE within five days following the date of the decision. The award is irrevocable, barring appeal to the Arbitrators of Confindustria.
- j. In any case, the Board of Arbitration informs the Arbitrators of Confindustria of the dispute it has been asked to decide on; in this regard, the Board of Arbitrators of Confindustria, on its own initiative or on request of the Board of Arbitration, can provide elements to help with the settlement of the dispute.
- k. The Arbitrators are exclusively responsible for the interpretation of these Articles of Association as well as any other regulatory standard of OICE.
- l. Removal from office can be ordered both by the bodies that made the designations and appointments and by the Arbitrators for the serious reasons set forth in the OICE Code of Ethics such as to make the holding of such office incompatible.
- m. In all cases as of the previous point in which no dispute exists, the six Arbitrators elected by the Members' Meeting designate, at the start of each calendar year and by majority vote, three Arbitrators to fulfil interpretation and/or disciplinary functions and that form the Special Board.
- n. Any disputes linked to the powers as of the previous point, excluding disciplinary ones, will be examined by the remaining three Arbitrators elected by the Members' Meeting called for the re-examination.
- o. The Arbitrators judge, in all the other cases established in these Articles of Association and implementation Regulations in the ways and with the effects established for the purpose.
- p. At the same time as the lodging of the appeals, the complainant must pay a security deposit whose amount and methods of payment are defined by the General Council, and in any case, it will not be more than 10 times the minimum membership fee.

Article 23

ORGANISATIONAL STRUCTURE OF OICE

- a. At the time of its establishment, the General Council appoints and confirms, outside its members, the CEO or one or more subjects to whom it assigns the functions as of letter b.
- b. The CEO has the following duties:
 - i. management of the OICE structure according to the guidelines established by the General Council and the President;
 - ii. communications as of article 25;
 - iii. the preliminary procedures for the election of the regional and national Directors as of articles 26 and 27;

- iv. participation in the Members' Meeting, General Council, Managing Committee without the right to vote.

Article 24

GENERAL PROVISIONS FOR POSITIONS IN THE ASSOCIATION

- a. The positions in the association are reserved for representatives of the Members, except for that of the Auditor and Arbitrator.
- b. Members' representatives means the owner, legal representative as indicated in the Confindustria Trade Register; one of his/her proxies formally designated and chosen from among the authorised executive officers or special proxy holders that are members of the Board of Directors or CEOs or persons belonging to the top levels of the company's management.
- c. The positions in the association have a term of office of four years and are gratuitous except for that of the Auditor if held by a person that does not belong to the member organisations and are renewable for a single term of office, except for the President who can be elected for just one term of office and the Directors who can be elected for up to twelve consecutive years and the Vice Presidents for up to eight consecutive years. Interruptions due to resignations are not considered for this purpose. Further re-elections are admitted at the end of a *vacatio* term of office.
- d. Offices held for a period of more than half the time of the same term of office are considered held for the entire period of office.
- d.bis The limits of the term of office do not apply to the members of the supervisory bodies.
- e. The position of Arbitrator is incompatible with all the other positions in the Association as well as with the position of President, Vice President and Arbitrator/Auditor of another member of the Confindustria system.
- f. In accordance with the regulations established by Confindustria regarding the management positions in the system, access to the management positions of President and of the General Council is subject to the correctness of the classification of the represented company and to respect of the provisions of the Confindustria's resolutions regarding incompatibility between political office and positions in the association. For the office of President and Vice President, full classification of the company of origin that must therefore be registered also with the Territorial Association of Confindustria is mandatory.
- g. Anyone who, holding an office in the association, does not take part in the meetings for more than 5 consecutive times, are removed from such office and substituted.
- h. Anyone who, having held an office in the previous mandate, did not take part in five consecutive meetings is not eligible for the following four-year period.

Article 25

ELECTION OF THE PRESIDENT AND OF THE VICE PRESIDENTS

- a. The President or Vice Presidents are elected in the first ordinary Members' Meeting following the one in which the General Council was elected. The President of the Inter-regional Advisory Board is Vice President by right.
- b. The candidates for the position of President to be presented to the General Council for the vote are identified as follows:
 - i. The "Designation Committee" is set up by the special Board of Arbitrators and by the Past President choosing three members drawn from a list of at least five names of Members that have gained specific experience in the life of the association, giving precedence to the last Past Presidents, where consenting. This list is defined by the Board of Arbitrators. The Committee must take office at least three months before the expiry of the President's term of office. The members of the special Board of Arbitrators and the Past President can be included among the drawable subjects;
 - ii. The CEO, within one week following the establishment of the Committee, communicates to the full Members the appointment of the "Designation Committee" and invites them to present in writing, within the following fifteen days, their application for the office of President, with the related programme.
The Committee checks, in liaison with the Board of Arbitrators, the personal and professional profile of those members who have sent a self-candidature and the CEO then sends communication to the Members of the self-candidatures with positive outcome in a timely way.
 - iii. the "Designation committee" performs a confidential, complete, qualified and representative consultation with the Members for a period of between two and six weeks also in order to gather any other proposals, with the obligation to submit to the vote of the General Council the candidates that receive at least 20% of the votes in the members' meeting.
- c. At the end of the consultation, the Committee draws up a final summary report of the assessment made for a maximum of three candidates, regarding their respective activity programmes emerging from the consultations, also including the obligatory and binding opinion of the special Board of Arbitrators on the personal and professional profile. The report is submitted to the General Council that designates the candidate President to propose to the Members' Meeting for election.
Where the Designation Committee ascertains the absence of candidates - subject to the favourable opinion of the special Board of Arbitrators - it can propose to the General Council the confirmation of the outgoing President for a single two-year period, independently of the provisions of the articles of association regarding the term of office. This proposal must be approved by the General Council with secret ballot and quorum to act of at least three quarters of the members and favourable vote of at least 80% of the voting members. The same proposal must have the favourable vote of at least 75% of the voters present in the Members' Meeting that represent at least the absolute majority of the votes assigned to the set of member companies in good standing with the association's obligations.
- d. The General Council formed as of article 19, letter i, having seen the programmatic declarations of the candidate(s), votes the designated candidate as President by secret ballot and majority of 3/4 of those present for the first three votes and 2/3 of those present for the subsequent votes without taking into consideration abstentions and counting the blank and

spoilt ballot sheets. If said majority is not reached in the first vote:

- i. In the case of a single candidate, the proposal of the Designation Committee is considered rejected;
 - ii. in the case of two candidates, the vote is repeated immediately and is considered rejected if the quorum is once again not reached;
 - iii. in the case of three candidates, there will be run-off between the two candidates with the most votes; the proposals are both considered rejected if the quorum is not reached;
 - iv. In the case of a tie-vote between in favour and against, that is, between two candidates, the vote will be repeated immediately; with another tie-vote, a new meeting will be convened to repeat the vote and the proposal is considered rejected at the third vote if the quorum is not reached. The consultation procedure begins again if the proposal or proposals of the Designation Committee, that remains in office for a second round of hearings, are rejected. In the event of another negative outcome, a new Designation Committee will be formed.
- e. The candidate designated as President, in a meeting following that of the designation and prior to the vote in the Members' Meeting and subject to receiving the opinion of the special Board of Arbitrators on the personal and professional profile, proposes to the General Council the name of one or more Vice Presidents, for a number of not more than four, with the related powers of attorney, bearing in mind the needs for representation of the various internal association components and the organisational needs on which the areas of activity are structured. The General Council proposes to the Members' Meeting the name of the candidate President and the names of the Vice President(s) indicated by the candidate designated President.
- f. The candidate President, to be elected, must obtain the majority vote of the rights holders. If said majority is not reached, the vote must be repeated.
- g. In the case where the President or Vice President(s) are already Directors, the General Council is re-established by the first or more of those not elected.

Article 26 ELECTION OF REGIONAL DIRECTORS

By 15 February prior to the Member's Meeting that will appoint the General Council, OICE calls the Area meetings, one for Area North, one for Area Centre, and one for Area South and Islands to elect the three Regional Directors. The elections are held, in coordination with the regional Confindustria associations, by 14 March. For the validity and conduction of the elections reference should be made to the specific Regulation of the General Council.

Article 27 ELECTION OF NATIONAL DIRECTORS

- a. The list of national candidates for the Council is drawn up following the designation procedure below:
 - i. by 15 February of each four-year period, the OICE Secretary sends each Member the

- request for self-candidatures for the position of Director;
 - ii. the Members interested communicate to the CEO by 15 March a name as candidate for Director, guaranteeing their availability for the time needed to perform the duties. Self-candidatures must be submitted to the Board of Arbitrators for its opinion.
 - iii. the CEO draws up a list of candidates and sends it all the Members by 20 March;
 - iv. by 10 April each Member communicates to the CEO their preferences, choosing no more than thirty of the names indicated;
 - v. the results of the count, limited to the thirty candidates that received the highest number of votes, are communicated to the Members by the CEO with reasonable notice and, in any case, no later than the time of the notice of call of the Meeting;
 - vi. the procedure indicated in points iii, iv, v are not implemented if the candidatures are fewer than thirty.
- a.bis the number of candidates must be greater than that of those to be elected. The President takes any organisational action to promote and favour the achievement of this goal.
 - b. In the case where one of the candidates belongs to the same company as the President, this person is removed from the list before the vote.
 - c. In the ordinary Members' Meeting, each Member has to the right to express a maximum of ten votes. Ballot sheets with a higher number of votes are void.
 - d. The ballot sheets are counted during the Members' Meeting by a ballot counting committee generally presided over by an Arbitrator and comprising four members chosen by the Members' Meeting by show of hands on the proposal of the President of the Members' Meeting.
 - e. The candidates that obtain the highest number of votes are elected.
 - f. All the documentation regarding the definition of the list of candidates and ballots can be consulted by the Members at OICE's headquarters.

Article 28
ELECTION OF THE BOARD OF STATUTORY AUDITORS

- a. The Board of Statutory Auditors is elected by the Members' Meeting in the year in which the General Council is elected, with secret ballot, from a list of at least six candidates.
- b. To this end, in good time for the vote in the Members' Meeting, the President solicits the request for candidatures with direct communication to all the member companies.
- c. In the case where the number of candidates is not more than the seats to cover, the presentation of other candidatures is freely permitted at the start of the Members' Meeting.
- d. Each Member can vote for no more than two candidates.
- e. The three candidates that obtain the most votes are elected Statutory Auditors and the

following candidates in order of the number of votes obtained as alternate auditors; in the case of a tie-vote, the eldest is elected.

- f. The President of the Board of Statutory Auditors is the candidate that obtained the highest number of votes.

Article 29
ELECTION OF THE BOARD OF ARBITRATORS

- a. The Board of Arbitrators is elected by the Members' Meeting in the year in which the General Council is elected, with secret ballot, from a list of at least seven candidates.
- b. To this end, in good time for the vote in the Members' Meeting, the President solicits the request for candidatures with direct communication to all the member companies.
- c. In the case where the number of candidates is not more than the seats to cover, the presentation of other candidatures is freely permitted at the start of the Members' Meeting.
- d. Each Member can vote for no more than three candidates.
- e. The six candidates that obtain the highest number of votes are elected.

Article 30
OPERATING CHAPTERS

To set up spaces for specific study, discussion and proposal, also as a function of the main types of activity carried out by each Member, operational chapters can be set up whose number and functioning will be defined in a specific Regulation drawn up by the General Council based on the following fundamental principles:

- i. Each Member is free to join one or more chapters where convenient for their habitual type of work;
- ii. a new chapter can be opened only if and when it is possible to count on a minimum number of members that will in any case be defined in the regulation, such as to justify the organisational effort by OICE to support it;
- iii. each chapter will have a Coordinator appointed by the members of the same chapter;
- iv. the chapter coordinators will be invited to take part in the meeting of the Managing Committee and General Council in which topics of interest for the respective chapters will be dealt with.

Article 31
WINDING UP

- a. OICE can be wound up only by means of resolution of the members' meeting with the majority of at least 80% of the votes of the rights holders.
- b. Following this resolution, the Members' Meeting will appoint one or more liquidators, determining their powers.
These liquidators will arrange for the winding up activities with the assistance of the Board of

Statutory Auditors.

- c. In the case of winding up, the Members' Meeting will resolve on the allocation of the net profit.
- d. Any net profit as of point c. above, can be devolved only to other organisations with the same purposes or for the purpose of public utility, after hearing the opinion of the supervisory body established by law.

Article 32

PROVISIONS REGARDING AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- a. Amendments to these Articles of Association must be approved, with open ballot, on the proposal of the General Council to the extraordinary Members' Meeting with the quorum needed to meet and pass resolution of 50% of the votes of the total number of full members.
- b. If the Members' Meeting does not reach the quorum as of paragraph a), it can be re-convened at a date at least 15 days later with the same agenda. In this case, the quorum needed to meet is 35% of the rights holders and the resolutions to make amendments to the articles of association are passed with the majority of 55% of the votes present in the Meeting.
- c. Amendments to these Articles of Association can be made by means of referendum, in accordance with the principles set forth in chapter IV paragraph 4 of the Regulation implementing the Statute of Confindustria approved by the extraordinary meeting of 19 June 2014 and modified by the General Council of 17 December 2015, attached these Articles of Association. To be approved, these amendments must obtain the vote percentages indicated in paragraph a above.
- d. Members who object to approved amendments to articles of association have the right of withdrawal, to be notified by registered mail or certified e-mail within 30 days following communication of the amendments to the articles of association. In any case, withdrawing members will be obliged to pay the fees until 31 December of the year in course.

Article 33

ADDITIONAL RULES

The provisions of law and the principles inferable from the rules and regulations of Confindustria apply to all and any matters not covered in these articles of association.

Article 34

RULING COURT

The Court of Rome will have exclusive jurisdiction in the case of disputes regarding these articles of association (e.g., interpretation, validity, performance, etc.).

TRANSITIONAL ARRANGEMENT

The amendments to articles 10 and 12 that set forth the remodulation of the classes and the membership fees become effective on 1 January 2022.