



IGQ

STATUTE

Edition 14 - 11 June 2020

Art. 1 Establishment and headquarters

- 1.1 The Association named Istituto Italiano di Garanzia della Qualità - IGQ, is established under the aegis of the C.N.R. National Research Council.
- 1.2 The Istituto Italiano di Garanzia della Qualità - IGQ has its headquarters in Milano, and is a non-profit organization. The offices of the headquarters may be transferred by resolution of the Governing Board to another address in Sesto San Giovanni (MI). The Institute, with resolution of the Governing Board, may establish or abolish delegations without permanent offices in other locations in Italy.

Art. 2 Purposes of IGQ

- 2.1 IGQ operates in conformity with the certification principles established by ISO (International Standardization Organisation), CEN (Comité Européen de Normalization) and UNI (Ente Nazionale Italiano di Unificazione) for the purpose of:
 - a) formulating and administering a technical and organizational system for the issue and control of the “IGQ certification” of quality systems and management systems, processes and products of manufacturing, services and commercial companies in the sector of metals production and transformation and in any other sector where IGQ has the necessary competence;
 - b) perform, in accordance with the applicable national and international standards assessments, inspections, validations, investigations, audits and controls also on behalf of Public Administrations;

perform all activities that may promote relations among producers, distributors and users, based on specific and clearly defined methods for the assurance and reliability of the products, services, processes and corporate organizations;

perform inspections for the safety of workplace equipment according to the Decreto legislativo 8 April 2008 n° 81 and to the Decreto Ministeriale 11 April 2011 and any subsequent amendments and additions;
 - c) promoting the culture of quality and management by all means, including training and information;
 - d) establishing relations with national, international and supranational Bodies and Organizations performing the same or similar activities in order to achieve reciprocal recognition of the above mentioned certifications.
- 2.2 Such activities may require the establishing and promotion of associations and national or international bodies and the participation in national or international companies or consortia, already established or to be established.

Art. 3 Types of membership

- 3.1 The members of IGQ can be of the following types:

- a) ordinary members,
- b) institutional members,
- c) contributing members.

Art. 4 Ordinary members

- 4.1 All Federations and Industrial Associations of producers or users that are interested in the certification of quality systems, services, products or processes may become ordinary Members, if their request, submitted by the Governing Board, is approved by the Assembly with a two thirds majority of the present or represented Ordinary Members.

Art. 5 Institutional members

- 5.1 The institutional members include the sponsor body C.N.R. as well as the ministries and all the other public administration bodies and institutions which may apply for membership.

Art. 6 Contributing members

- 6.1 The contributing members are those associations and public or private bodies whose interests are not in contrast with the purposes of IGQ, who apply for membership and whose membership is approved by the Governing Board.
- 6.2 Applying for membership implies the acceptance of the Statute as well as of the agreements reached on application.

Art. 7 Withdrawal and exclusion

- 7.1 The withdrawal of members is valid if the withdrawal is notified by registered letter addressed to the Chairman at least three months before the end of the year. The withdrawing member shall pay the annual membership fees for the current year regardless of the date of notification.
- 7.2 The ordinary or contributing member who disregards membership obligations or acts in contrast to the institutional goals of IGQ may be excluded from the association by the decision of a two thirds majority of the Assembly, upon proposal submitted by the Governing Board, after consultation with the Board of Arbitrators, and after the Board itself has attempted to remove the causes of the exclusion.

Art. 8 Membership fees

- 8.1 Ordinary and contributing members pay annual membership fees in the amount determined each time by the Assembly upon proposal of the Governing Board.
- 8.2 Institutional members do not pay membership fees.
- 8.3 Upon proposal of the Governing Board the Assembly may establish an entry fee which shall be paid by ordinary and contributing Members at the time of their

admission; the amount of the entry fee shall be determined annually by the Assembly.

Art. 9 Statutory bodies

9.1 The statutory bodies of IGQ are:

- a) the Assembly,
- b) the Chairman,
- c) the Governing Board,
- d) the Executive Committee,
- e) the Scientific Committee,
- f) the Board of Auditors **or the Sole Auditor**,
- g) the Board of Arbitrators.

Art. 10 Assembly

10.1 The meeting of the Assembly may be rightfully attended by the legal representatives of members or by their proxies.

10.2 The ordinary meeting of the Assembly shall be convened by the Chairman not less than once every year; the meeting shall take place before April 30, or, in particular circumstances, before June 30 of each year.

10.3 The meeting may also be convened as a special meeting whenever deemed appropriate by the Chairman or the governing Board.

10.4 The meetings of the Assembly shall be formally convened by notification sent by registered letter or fax (or its electronic equivalent) not less than fifteen days prior to the day set for the meeting, stating the place, day and hour of the meeting as well as the items on the agenda.

10.5 The Assembly:

- a) deliberates on matters concerning the problems and general policies of IGQ, its activities and any other item submitted by the Governing Board;
- b) appoints the members of the Governing Board as follows: the ordinary members elect the Chairman, up to three Vice-Presidents and as many members of the Board as there are institutional members; among them the Treasurer is chosen. If the contributing members and the institutional members intend to appoint their representatives the Assembly elects as many members of the Board as there are contributing members and as many members as there are institutional members. IGQ appointments may be remunerated; the Assembly determines the amount of the remuneration or of the attendance allowance;
- c) appoints the Board of Auditors and its President, **or the Sole Auditor**, and defines the emolument;
- d) appoints the Board of Arbitrators, composed of three members chosen among persons of high repute who may be external to the association;
- e) appoints and revokes the President and members of the Scientific Committee;

- f) appoints, at its sole discretion, the Honorary President;
- g) discusses and deliberates on the report and balance sheet submitted by the Governing Board;
- h) approves the admission of new ordinary members according to Art. 4 and the exclusion of members according to Art. 7;
- i) determines the amount of the possible entry fee for new members according to Art. 8.
- j) in extraordinary meetings discusses and decides amendments to this Statute.

10.6 The ordinary and special meeting of the Assembly shall be considered validly constituted, on first call, when the majority of members is present or duly represented, and on second call when at least a third of the members is present or duly represented.

10.7 Each member, regardless of type, is entitled to a single vote.

10.8 A member may give a proxy to attend the meeting of the Assembly only to another member belonging to the same type or category.

10.9 The resolutions of the Assembly, for which this Statute does not require a different majority, are valid when approved by the majority of the members present or duly represented and in any case by two thirds of ordinary members present or duly represented.

10.10 The meeting of the Assembly may also be held by audio or video conference, provided that:

- (a) the identity of those present on their own behalf or represented by proxy can be ascertained at any time, and the regularity of the proxies issued can be verified;
- (b) the regular conduct of the shareholders' meeting and the exercise of the right to intervene in real time in the discussion of the topics on the agenda, the exercise of the right to vote as well as the regularity of the voting operations and the correctness of the minutes are guaranteed;
- (c) the attendees are allowed to transmit, receive and view the documents;
- (d) the Chairman is allowed to perform his due functions and to adequately understand the Assembly's discussions to be recorded in the minutes.

The Assembly meeting will be considered held in the place where the President will be present.

Art. 11 Chairmanship

11.1 The Chairmanship consists of a Chairman and up to three Vice-Presidents and by the Honorary President if appointed by the Assembly.

11.2 The Chairman is the legal representative of IGQ and puts into effect the resolutions of the Assembly and of the Governing Board, supervises and follows the operations of IGQ, and performs all the other duties required by this Statute or entrusted to him by the relevant bodies of IGQ.

- 11.3 The Chairman by right presides over the meetings of the Assembly and of the Governing Board.
- 11.4 The Chairman, as the legal representative of IGQ, performs his duties by single signature.
- 11.5 In case of absence or impediment of the Chairman, his functions are assumed to all purposes by the Vice-President appointed by the Chairman, or, in the absence of an appointment, by the senior Vice-President.
- 11.6 The Chairman may permanently or temporarily delegate to one of the Vice-Presidents or to a member of the Board some of his duties, as specified by this Statute.
- 11.7 The Honorary President remains in office indefinitely. His charge is purely honorary and does not involve responsibilities of legal representation and/or operational duties.
- 11.8 The Honorary President may participate, without voting rights, in Assembly meetings (ordinary and extraordinary) and in the meetings of the Governing Board. By specific request of the Governing Board or the Chairman, he/she may carry out advisory functions in relation to issues of particular relevance.

Art. 12 Governing Board

- 12.1 The Governing Board is composed by a minimum of nine members, including the Chairman, the Vice-Presidents, the Treasurer, the members appointed by the Assembly, according to Art. 10, par. 5 letter b, and by the President of the Scientific Committee.
- 12.2 The meetings of the Governing Board are convened by registered letter (or its electronic equivalent) to be sent at least seven days prior to the day set for the meeting. In urgent cases the notice may be sent by telegram or fax at least two days before the meeting.
- 12.3 Each member of the Board is entitled to a single vote. In the case of parity of votes, the vote of the Chairman prevails.
- 12.4 The meetings of the Board shall be considered validly constituted when at least one third of the members is present; decisions are valid when they are approved by the majority of the members present.
- 12.5 The meeting of the Board may also be held by audio or video conference, provided that:
 - (a) the identity of those present can be ascertained at any time;
 - (b) the regular conduct of the meeting of the Board and the exercise of the right to intervene in real time in the discussion of the topics on the agenda, the exercise of the right to vote as well as the regularity of the voting operations and the correctness of the minutes are guaranteed;
 - (c) the attendees are allowed to transmit, receive and view the documents;
 - (d) the Chairman is allowed to perform his due functions and to adequately understand the Board's discussions to be recorded in the minutes.

The meeting of the Board will be considered held in the place where the President will be present.

- 12.6 The term of office of the Governing Board is three years.
- 12.7 Should vacancies occur in the Governing Board, the Board itself may appoint provisional members and submit its decision to the Assembly for approval.
- 12.8 Should vacancies exceed more than half of the number of members, an Assembly meeting shall be convened in order to restore the number of members of the Board.
- 12.9 The Governing Board:
- a) implements the resolutions of the Assembly;
 - b) takes the necessary actions to achieve the purposes of IGQ with the authority to perform all acts relating to both ordinary and extraordinary administration;
 - c) drafts the report and annual balance sheet to be submitted to the Board of Auditors or the Sole Auditor and to the Assembly for approval;
 - d) deliberates on any action relating to the assets and finances of IGQ;
 - e) appoints and revokes among its own members up to six members of the Executive Committee;
 - f) where necessary decides on the withdrawal of certifications;
 - g) appoints and revokes the Director, and attributes to the Director the necessary authority;
 - h) defines the rules for the operations of IGQ and the provision of services;
 - i) determines the charges and prices of the services provided by IGQ;
 - j) appoints and revokes the members of the validation and certification Commissions;
 - k) appoints the assessors according to Art. 16.
- 12.10 The Treasurer supervises all financial operations of IGQ.

Art. 13 Executive Committee

- 13.1 The Executive Committee includes the Chairman and up to six members, appointed according to Art. 12, par. 8 letter e.
- 13.2 The Governing Board may delegate all or part of its powers to the Executive Committee.
- 13.3 The Executive Committee decisions are taken by the absolute majority of its members.

Art. 14 Scientific Committee

- 14.1 The Scientific Committee ensures that all decisions of inspection, assessment, certification and validation are taken safeguarding impartiality, i.e. are based only on objective evidence of conformity, collected during audits carried out by representative sampling in a repeatable fashion, and ensures that such decisions are not influenced by other interests, whether internal or external to IGQ. The Scientific Committee:
- a) prepares and approves the procedures related to its operations;
 - b) determines the policies related to the operations of the certification and validation Commissions;
 - c) by the presence of one of its members at every meeting of the certification and validation Commissions ensures that all decisions are taken safeguarding impartiality. Members of the Scientific Committee who participate to Commissions meetings hold veto power on the decisions taken by the Commission;
 - d) determines the policies with which the Director must comply in drafting certification rules;
 - e) conducts a periodic review of the impartiality of the decision-making processes of IGQ reporting to the Governing Board;
 - f) counteracts any tendencies to allow commercial or other considerations to prevail;
 - g) if necessary, after all other possibilities have been exhausted, takes independent action, informing the Assembly, the accreditation bodies, the authorities, while complying with confidentiality requirements.
- 14.2 The Scientific Committee is appointed by the Assembly and includes a President and a minimum of six members. The CNR has the right to appoint one of its members.
- 14.3 The composition of the Scientific Committee shall be such as to ensure the representation of the stakeholders of the certification activities and to avoid that partisan interests prevail. All members must be aware of the importance of impartiality for a certification body, in order to obtain and maintain the confidence of the interested parties.
- 14.4 The term of office of the Scientific Committee is three years and its members may be reconfirmed.
- 14.5 The Scientific Committee may assign specific task to working groups chosen among its members.
- 14.6 The meetings of the Scientific Committee are valid when at least half the members in office are present. This presence can be ensured even **by audio or video conference** provided that all participants can be identified and that they can follow the discussion and participate in real time on the topics addressed.
- 14.7 The decisions of the Scientific Committee are taken by a majority of at least two thirds of the members present. Proxies are not allowed.

Art. 15 Board of Auditors or Sole Auditor

- 15.1 Upon decision of the Assembly, the statutory audit may be entrusted to a monocratic body or to a Board of Auditors composed of a President and two standing members. The Sole Auditor or the President of the Board of Auditors must be registered in the appropriate register of auditors.
- 15.2 The body responsible for the statutory audit of the accounts performs the functions provided for by law and participates in the meetings of the Governing Board and the Assembly. The same remains in office for three years.
- 15.3 In the event of the death, renunciation or forfeiture of the Sole Auditor, or of one of the members of the Board of Auditors, the Assembly will arrange for the new appointment as soon as possible.

Art. 16 Board of Arbitrators

- 16.1 The Board of Arbitrators elects its President among its members. The Board comes to unappealable decisions about disputes arising among IGQ, its members and its bodies or about the behaviors of any the above which may be considered ethically blameworthy.
- 16.2 The decisions of the Board of Arbitrators are arbitrations not bound by judicial procedure. Recourse to the jurisdiction of ordinary courts is therefore excluded..
- 16.3 The term of office of the Board of Arbitrators is three years.

Art. 17 Certification and validation Commissions

- 17.1 The certification and validation Commissions deliberate on the issue, suspension and withdrawal of certifications as well as assessments and validations, by taking motivated documented decisions.
- 17.2 The members of the Commissions are appointed and revoked by the Governing Board according to the operational necessities of IGQ.
- 17.3 The members of the Commissions are chosen among technical experts, with specific sector competence.
- 17.4 In particular instances the meetings of the Commissions may be held by means of remote or electronic communication. The decisions may be taken by mail or email.
- 17.5 Specific procedures describe the operations of the Commissions.

Art. 18 Assessors

- 18.1 The Assessors are appointed by the Governing Board following their qualification.
- 18.2 The Assessors perform technical assessment activities, according to the applicable regulations and procedures, under the coordination of the technical structure of IGQ.

Art. 19 Director

- 19.1 The Director is appointed and revoked by the Governing Board, reports directly to the Chairman, supervises the activity of IGQ and takes part in the meetings of all the bodies of IGQ, with an advisory function.
- 19.2 The Director drafts and issues the quality Manual, the Regulations and the procedures, based on the rules and policies established by the Governing Board, by the Scientific Committee and Commissions.
- 19.3 The Director coordinates and manages the activity of all internal and external personnel, ensuring the compliance with the current laws and regulations.
- 19.4 The Director, under authorization by the Governing Board, also supervises the accounting and finances of IGQ.

Art. 20 Finance and assets

- 20.1 The assets of IGQ include the initial membership fees paid by the ordinary members, the annual membership fees paid by the ordinary and contributing members, any reserves that may be carried over from previous accounting periods, as well as any other funds paid to IGQ in any capacity, if approved by the Assembly.
- 20.2 IGQ determines the fees for its services at the levels required for its institutional activities and for its development.
- 20.3 The accounting period begins on January 1 and ends December 31 of each year.

Art. 21 Dissolution

- 21.1 IGQ may be dissolved upon deliberation of the Assembly, with a majority of at least three quarters of the members.
- 21.2 The Assembly will appoint one or more liquidators. Any residual debt shall be shared in equal parts among ordinary and contributing members.
- 21.3 Any assets remaining after liquidation shall be assigned by decision of the Assembly to another non-profit body pursuing similar objectives or to a social or cultural non-profit organization; in absence of a decision by the Assembly, they will be assigned according to the requirements of Art. 31 of the Codice Civile.

Art 22 General rules

- 22.1 Any matter not expressly provided for in this Statute shall be handled in compliance with the provisions of law.